

# St. Albert & District Community League Bylaws

Legal name under the Societies' Act of Alberta is  
**St. Albert & District Community League**  
 Also known as **St. Albert Community League**,  
 hereinafter abbreviated as **SACL**.

## Article 1 - Membership Eligibility

1. Any person of age 18 or older may become a member of the SACL on payment of fees and acceptance of same by the Director responsible for membership.
2. On receipt of dues, the Director responsible for memberships shall issue a Membership Card to the member.
3. All members are subject to the bylaws.
4. Memberships unless renewed shall lapse on the 31<sup>st</sup> date of December in each year.
5. Membership fees shall be determined by the Board and approved at a general meeting.

## Article 2 - Membership Termination

1. Any member who desires to withdraw from membership in the SACL may do so by notifying the Board in writing.
2. Any member who withdraws membership shall still be liable for all payments and debts to the SACL that were incurred while a member.
3. Expulsion or suspension from the SACL shall occur for actions considered unworthy of a member. A committee convened for such consideration and comprising any three members in good standing shall make the recommendation to the Board. At a Board meeting specifically addressing the issue, the member shall have opportunity to redress any grievances against him or her. Expulsion or suspension shall be a  $\frac{3}{4}$  affirmative decision of the Board.
4. Any member who withdraws, or is expelled or suspended, forfeits all rights, claims and interests arising from membership in the SACL.

## Article 3 - Board of Directors

1. The Board of Directors, Executive Committee, or Board shall mean duly elected officials of the Board of Directors of the SACL.

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2. The Board of Directors, including the Executive Committee, shall consist of a minimum of five (5) and a maximum of twelve (12) members.
3. Control and management of the day-to-day affairs of the SACL shall be at the discretion of the Board.
4. The Board shall abide by directions received from a duly convened meeting of the membership resulting from a 50 percent plus 1 affirmative vote of the members present.
5. Meetings of the Board shall be monthly or as required for conduct of business.
6. Special meetings of the Board may be called by the President at any time as may be required to address specific items of SACL business.
7. An extraordinary meeting of the Board may be called by a written request to the President from three of the Board members in good standing; this request shall state the purpose of the extraordinary meeting.
8. Notice of Board meetings shall be given to each Board member by mail eight days prior to the meeting, or by telephone or e-mail three days prior to the meeting.
9. Absence from three consecutive regular Board meetings by any Director shall be cause for that Director to be removed from the Board unless such absence is satisfactorily explained to the Board.
10. Any Board member may be removed from the Board for actions considered unworthy of a Board member. A committee convened for such consideration and comprising any three Board members in good standing shall make the recommendation to the Board. At a Board meeting specifically addressing the issue, the member shall have opportunity to redress any grievances against him or her. Removal from the Board shall be a $\frac{3}{4}$ in the affirmative decision of the Board.
11. Vacancies arising on the Board may be filled by the appointment of any SACL member in good standing and receiving two-thirds support of the Board at a duly convened meeting of the Board. Such appointment is valid until the next election.
12. A quorum at any Board meeting shall consist of a minimum of four (4) Board members provided that proper notice of the meeting has been given and that at least two Executive Committee members and at least one Director are present in the meeting.
13. The 50 percent plus 1 affirmative vote of the members present at duly convened Board meetings shall be required for decisions affecting SACL business.
14. The minutes of meetings shall be circulated to Board members via email or post within 10 days of any meeting.

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### Article 4 - Executive Committee

1. The Executive Committee, or officers, shall consist of the President, Vice President, Secretary, and Treasurer.
2. The Executive Committee shall collectively be responsible for overseeing the day to day activities of SACL, and ensuring that such activities are conducted in accordance with the Bylaws and the directions of the Board.
3. In the event of an emergency situation any member of the Executive Committee present at the time of such emergency may take whatever actions necessary to protect the assets of SACL. The member shall then inform the other Executive Committee members of situation and the actions taken so that the appropriate follow-up actions can be initiated without delay.
4. The Executive Committee shall be the signing authority responsible for all SACL activities.

### Article 5 – President

1. The President is the Chief Executive of SACL and as such is responsible for all SACL activities.
2. The President shall be an ex-officio member of all committees.
3. The President shall preside at all meetings of the SACL.
4. In the absence of the President, the Vice President shall preside at all meetings of the SACL.
5. In the absence of both the President and Vice President, a Chairperson shall be elected from the members present to preside at all meetings of the SACL.

### Article 6 - Vice President

1. The Vice President shall carry out duties as assigned by the President.
2. In the absence of the President, the Vice President shall assume the role and duties of the President.
3. If the President can not complete his/her elected term, the Vice President shall assume the role of President until the next General Meeting of the SACL where elections can take place.

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### Article 7 – Secretary

1. The Secretary shall attend all General and Board meetings and record the minutes for distribution to the Board within 10 days following the meeting.
2. In the absence of the Secretary, any Board member may fulfill the duty of recording the minutes.
3. The Secretary shall be responsible for incoming and outgoing correspondence of the SACL, and shall file all correspondence and meeting minutes for easy reference.
4. The Secretary shall maintain the records of SACL membership, notify membership of general meetings and, collect membership fees.

### Article 8 – Treasurer

1. The Treasurer shall receive all monies paid to the SACL and shall be responsible for depositing all monies to the SACL's bank.
2. The Treasurer shall maintain a record of all income and expenses of the SACL.
3. Ongoing status of income and expenses shall be reported at each Board meeting.
4. An annual statement of Revenues, Expenses and Balance sheet, which has been reviewed either by an accredited accountant or by two non Executive Committee members of the SACL elected for that purpose, shall be made available and presented at the Annual General Meeting.
5. All cheques signed by the Treasurer must also have the signature of another Executive Committee member. When the Treasurer is not available, cheques may be signed by two Executive Committee members.

### Article 9 - Hall Manager

1. The Hall Manager may be appointed or contracted by the Board to provide general administrative and/or marketing and/or maintenance and/or daily custodial services.
  - a. *This is a non-voting position that may be either a paid or volunteer position. 2012*
2. The Hall Manager's responsibilities may include but are not be limited to the following:
  - Telephone and personal contact with clients and the community,
  - Renting, advertising and promoting the Hall,
  - Monitoring keys, collecting rental fees and directing the custodian, other staff and contractors,
  - Additional duties that may be added by contractual arrangement with the President on behalf of the Board.

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| 3. The Hall Manager may be allocated discretionary spending authority subject to a limit set by the Board.     |
| 4. The Hall Manager shall report at meetings when requested to do so by the Board.                             |
| 5. All monies received by the Hall Manager shall be turned over to the Treasurer with no undue delay.          |
| 6. The Hall Manager may be supplied with the necessary phone service and secure premises to facilitate duties. |

### Article 10 - Auditing

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| 1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once per year in accordance with GAAP by an accredited accountant or by two members of the SACL elected for that purpose at the Annual General Meeting. |
| 2. The accountant, or designated members of the SACL, shall make available the audited, annual financial statements for the Treasurer to present at the Annual General Meeting.   |
| 3. December 31 <sup>st</sup> shall be the annual, fiscal year-end.  |
| 4. Any member of the SACL may at the Annual General Meeting or at any other time mutually agreeable may inspect the books and records of the SACL with the Treasurer or Secretary.  |
| 5. All members of the Board shall at all times have access to all books and records of the SACL.  |

### Article 11 - General Meetings

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| 1. <b>Annual General Meeting (AGM).</b> The SACL shall hold an AGM on or before 31 <sup>st</sup> of March each year. Public notice of the AGM shall be made in local newspapers at least 30 days in advance of the meeting. All members of record shall receive notice via mail, phone, or email 30 days prior to the meeting.  |
| 2. The <b>purpose</b> of the AGM is: <ul style="list-style-type: none"> <li>• to review the activities of the SACL for the past year,</li> <li>• to review the financial position of the SACL,</li> <li>• to provide a forum for considering new directions for the upcoming year,</li> <li>• to elect the Board of Directors for the coming year, and</li> <li>• to conduct any other business as may be appropriate.</li> </ul> |

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3. The President or Board may instruct the Secretary to call a General Meeting at any time. All members shall receive at least eight days notice of the meeting details by mail, phone, or email.
4. One third of the members in good standing may at any time petition the President to call a Special Meeting. All members shall receive at least seven days notice via email or telephone of the Special Meeting and the reasons for its call.
5. One quarter of the members in good standing and present at the start of any Annual General Meeting, General Meeting, or Special Meeting shall constitute a quorum for that meeting.
6. In the event that a quorum is not present at the start of any meeting, the meeting shall be held open for a period of at least 30 minutes. At the end of 30 the minute period, those present shall constitute a quorum for that meeting. The members present may then either move to continue the meeting and conduct the business of the meeting accordingly, or move to adjourn the meeting and reconvene on another date.

### Article 12 - Elections

1. Each year, at the AGM, six (6) Board positions shall be filled by election for a two year term in accordance with the following schedule:
  - a. In even numbered years (2010, 2012, 2014, etc.)
    - President
    - Secretary
    - Directors (up to 4)
  - b. In odd numbered years (2011, 2013, 2015, etc.)
    - Vice President
    - Treasurer
    - Directors (up to 4)
  - c. In the event that any Board member elected or appointed in the previous year is unable to fulfill the second year of the two-year term, the vacant position may also be filled by election for the remainder of the term.
2. Nominations for the Board shall be accepted until seven days prior to the Annual General Meeting.  
 Where no nominations are received for a position, nominations may be received from the floor at the AGM provided that the nominee is present and accepts the nomination. At the close of nominations, where a single candidate has been nominated for any position, that person shall be declared elected.  
 A vote of the members present shall decide those positions for which there is more than one nominee.

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3. Any SACL member in good standing shall be eligible for any SACL office.

### Article 13 - Voting

1. Any member present and in good standing shall have the right to vote at any SACL General meeting.
2. Only Board members in good standing shall have the right to vote at any SACL Board meeting.
3. All voting must be in person; proxy voting shall not be accepted.
4. All voting shall be by show of hands, unless a secret ballot is demanded prior to the vote taking place. When a secret vote is demanded, the Secretary shall arrange for the appropriate ballot material and the President shall appoint two referees to count the ballots.

### Article 14 - Remuneration

1. SACL members and SACL Board members, including the Executive Committee, or officers, are volunteers and as such are not entitled to receive a wage, salary, honorarium, or any other such form of remuneration for personal services provided to SACL in their capacity as members or Board members.
2. Any member, Board member, or officer may be reimbursed for out-of-pocket expenses incurred in the procurement of goods and services necessary to the conduct of SACL business provided that the expense is pre-approved by the Executive.

### Article 15 - Borrowing Power

1. The Board, as representatives of the SACL, shall have authority to borrow a maximum of \$10,000.00 on security of the SACL without requiring prior approval from members at a General Meeting.
2. The borrowing of greater than \$10,000.00 by the Board shall require a Special Resolution to be presented and passed at a General Meeting of the members.
3. For carrying out its objectives, the SACL may borrow, raise or secure the payment of money in such manner as it thinks fit and in particular by the issuance of debentures. A Special Resolution of the members at a General Meeting shall be required for the issuance of debentures.

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### Article 16 - Bylaws and Special Resolutions

1. Bylaws may only be changed by Special Resolution where the final draft Resolution has been circulated to all members in good standing a minimum of 30 days prior to a General Meeting along with the notice of the intent to call a vote on the resolution at that meeting.
2. Voting on the Special Resolution to change the bylaws, or on any other Special Resolution, shall be by secret ballot.
3. The Secretary shall record the issuing of a single ballot for the Special Resolution to each member in good standing.
4. Mail-in ballots using a two envelope system will be accepted if mailed to and received by the Secretary prior to the day of the General Meeting. The inner, unmarked sealed envelopes containing the ballots will be given to the referees along with the ballots collected at the General Meeting.
5. The special resolution shall pass if at least 3/4 of all votes are in the affirmative.

### Article 17 - Meeting Rules of Order

1. The rules contained in the most current edition of Robert's Rules in Plain English shall govern the meetings of the SACL insofar as they are applicable and do not conflict with the bylaws of the SACL.

### Article 17 – Corporate Seal

1. SACL does not have or use a Corporate Seal.

### Article 18 - Dissolution

- 1) In the event that SACL ceases to function or is otherwise unable to continue as a viable society, the society shall be dissolved and the society's assets shall be disposed in accordance with the following:
  - a) No Director or member of SACL may benefit in any way either directly or indirectly from the dissolution.
  - b) To the extent that monetary assets exist, all outstanding creditors, if any, shall be paid.
  - c) Any gaming proceeds remaining shall be distributed to eligible charitable groups or purposes approved by the board. 2012**
  - d) All remaining monetary and non-monetary assets shall be donated to another similar charitable society operating within the City of St. Albert. If no such society is found or is willing to accept the assets, then the assets shall be donated to the City of St. Albert.



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## Article 19 - Resolution

These Bylaws supersede those dated 26th March 2002.

These Bylaws shall be reviewed in 2015 and every five years thereafter.

Assented to by Special Resolution of the SACL  
at a General Meeting held on September 14, 2010

Registered with Alberta Registries on September 20, 2010.

*Articles 9 and 18 amended March 24, 2012 - registered May 12, 2012*