

**Prince Rupert Community League
Society**

BY-LAWS

Approved at Membership June 12, 2024

Accepted by Corporate Registries Aug 15, 2024

Prince Rupert Community League Bylaws

1. Name

1.1 The name of the society shall be Prince Rupert Community League and is referred to hereinafter as PRCL or “the League”.

2. Definitions

2.1 **Bylaws** means these bylaws as amended from time to time.

2.2 **Special Resolution** means a resolution passed at any general meeting for which 21 days’ notice has been provided, requiring a (3/4) majority vote of the membership present. A special resolution will be required for any revisions to PRCL bylaws or objects, dissolution or issuing debentures or other significant financial matters stated in bylaw or policy.

3. Boundaries

3.1 The League will be bounded on the north side by Kingsway Avenue, on the south by 111 Avenue, on the east by 109 Street, and on the west by 119 Street.

4. Membership

4.1 The Membership of PRCL is available to those interested in participating in or furthering the PRCL’s purposes. 4.1.1 Voting members includes any adult who has paid the membership fee of PRCL within the current membership year, who lives within the boundary defined in Article 3, AND who has submitted a completed “Member Registration Form” to the PRCL Board of Directors.

4.1.2 Honorary life membership may be granted to individuals who have contributed to the organization in an outstanding way. Individuals may be nominated for honorary membership by Special Resolution at any General Meeting. Honorary memberships have all the same rights and privileges as other memberships, but do not expire with time.

- 4.1.3 Associate memberships may be granted to any business, institution or organization located within the defined boundaries of the League, have submitted a completed "Member Registration Form," and paid the required membership fee to the League Board of Directors. Associate members are non-voting members.
- 4.1.4 Affiliate members may be granted to any non-resident person who wishes to support the League and further its purposes, has submitted a completed "Member Registration Form," and paid the required membership fee to the League Board of Directors. Affiliate members are non-voting members.
- 4.2 Membership may be terminated by the Member submitting a request in writing to the Board of Directors that their Membership be terminated.
- 4.3 A Member of PRCL is entitled to participate in all PRCL programs; receive notice of general meetings of the PRCL vote at all general meetings and to attend Board of Directors meetings as an observer.
- 4.4 Membership fees will be determined each year by the board.
- 4.4.1 The membership year will be from September 1 to August 31 of each year.
- 4.5 A Member of PRCL may be declared a Member Not in Good Standing for conduct harmful to the PRCL, or its purposes, as determined by the Board of Directors. Members Not in Good Standing are not entitled to vote at general meetings (Annual and Special) or to attend Board of Directors meetings. Members not in good standing are also not allowed to attend members-only events or programs. Members not in good standing may be returned to good standing upon application to the Board.
- 4.6 A Member of PRCL may be expelled from the Membership of the organization by special resolution of the Board of Directors for actions which are harmful to the League or its purposes.
- 4.6.1 Members of PRCL who are being considered for Expulsion are entitled to notice forty-eight (48) hours before the vote by the Board of Directors, an opportunity to defend themselves before the Board of Directors immediately prior to the scheduled vote and notice on the result of the vote within forty-eight (48) hours of the vote.
- 4.6.2 Expulsions from the Membership of the organization are effective immediately upon the completion of the vote to expel.

4.6.3 Expelled members have the right to appeal through arbitration under the Alberta Arbitration Act. Costs for arbitration will be split between the parties.

5. General Meetings (Annual or Special)

5.1 The Quorum at a general meeting for PRCL shall be 10 members of which 3 must hold board positions.

5.2 All registered members of PRCL are entitled to vote on all matters at general meetings, provided they are present at the meeting.

5.3 Votes, except for contested elections, will be taken by a show of hands, and voting by proxy will not be permitted. Contested elections will be decided by secret ballot.

5.4 The Board may determine that a General Meeting will be held entirely or in part by means of a virtual meeting.

5.4.1 The means chosen must permit all participants to adequately communicate during the meeting. The means of the meeting must support identifying participants and those wishing to speak as well as communicating pending motions and voting results.

5.4.2 Directors participating are considered present for the meeting

5.4.3 If secret ballot voting is required, supports for anonymous voting must be provided. Anonymous voting will be considered secret ballot voting for the purpose of such a meeting.

6. Annual General Meeting

6.1 The Annual General Meeting of PRCL shall be held within four (4) months of the financial year end, on a date determined by the Board of Directors.

6.2 Notice of the Annual General Meeting shall be given thirty (30) days in advance, through both a meeting notification email (sent to the registered Membership of the organization at the time that the email is sent) and through a notice posted on the website of the organization. Notice will include the date, time and place of the meeting and any business requiring a Special Resolution.

- 6.3 The accidental omission of notice to any member, or the non-receipt of proper notice by a member does not invalidate any action taken at any meeting to which the notice pertained provided the omission or error did not impact the purpose of the meeting.
- 6.4 The Agenda for the Annual General Meeting shall be prepared by the Board of Directors and shall be distributed to the Membership with the meeting notification email. The agenda shall include, at a minimum, an annual report and a presentation of the planned Board activities for the upcoming year, a presentation of the financials of the organization (as detailed in clause 11.4), appointment of the auditors for the next financial year (as detailed in clause 11.1), and the election of the Board members to fill all necessary Board positions (as detailed in clause 8.9).

7. Special General Meetings

- 7.1 A Special General Meeting may be called in one of the following 3 ways:
- 7.1.1 At the discretion of the Board President
 - 7.1.2 with a letter signed by a minimum of 3 Board members
 - 7.1.3 with a letter signed by a minimum of 15 members
- 7.2 Notice for a Special General Meeting must be given in the same manner as the notice for the Annual General Meeting. The Notice shall include a statement of the purpose of the Special General Meeting and an agenda.

8. Duties and Election of the Board of Directors

- 8.1 The Board will have full control and management of the affairs of the PRCL. This management is subject to the bylaws and policies of the PRCL as well as any resolutions passed at a General Meeting or Board Meeting of the PRCL.
- 8.2 PRCL shall be governed by a Board of Directors consisting of not less than four (4) and not more than fifteen (15) Directors.
- 8.3 The Board will include a President, Vice President, Treasurer and Secretary and other directors including but not limited to; programs, membership, communications, facilities etc. as determined by the Board. Detailed position descriptions will be included in a Board policy.

8.4 The President will:

- 8.4.1 Preside over all meetings of the PRCL or appoint another person to preside;
- 8.4.2 Be an ex-officio member of all committees;
- 8.4.3 Be charged with the general supervision of all the activities of the PRCL; Be a member of the Executive Committee;
- 8.4.5 Manage reporting to the rest of the organization and manage staff according to Board directives;
- 8.4.6 Be a signing authority for PRCL; and
- 8.4.7 Act as the official spokesperson of the League or appoint a designate.

8.5 The Vice President will:

- 8.5.1 Preside at any meetings the President is absent from;
- 8.5.2 Assume any duties from the President as required;
- 8.5.3 Be a signing authority for PRCL;
- 8.5.4 Be responsible for the annual review of the Bylaws, Policies and Procedures;
- 8.5.5 Be a member of the Executive Committee.

8.6 The Secretary will:

- 8.6.1 Attend all meetings of the League, the Executive and the Executive Committee and keep accurate minutes of the same;
- 8.6.2 Be responsible for the minutes and meeting notice distribution;
- 8.6.3 Be responsible for keeping and maintaining of the minutes and other records;
- 8.6.4 Be a signing authority for PRCL;
- 8.6.5 Be a member of the executive committee; and
- 8.6.6 Have charge of the Seal of the Society.

8.7 The Treasurer will:

- 8.7.1 Ensure that the books of account of PRCL and financial records are properly kept;

- 8.7.2 Be responsible, on behalf of or in the name of the League, for all monies collected or otherwise received, issuing receipts, payments of all accounts when properly approved and keep proper accounts, receipts and vouchers of the same and the deposit of funds to the PRCL's bank accounts;
- 8.7.3 Be a signing authority for PRCL;
- 8.7.4 Be a member of the executive committee;
- 8.7.5 Report the financial standing at every Board meeting;
- 8.7.6 Present at the Annual General Meeting an audited/reviewed statement of the financial affairs for the preceding fiscal year;
- 8.7.7 Review and prepare policy and procedures with respect to the financial matters of the League;
- 8.7.8 Recommend in conjunction with the President, an annual budget to the Board;
- 8.7.9 Arrange for the annual audit of books; and
- 8.7.10 Supervise the bookkeeper if one is engaged;

8.8 Directors play a crucial role in the governance and management of the organization. Their duties and responsibilities can vary depending on the position and its specific needs. Common duties expected for all directors, including members of the executive committee, include:

8.8.1 Fiduciary Duty

- 8.8.1.1 Act in the best interests of the organization.
- 8.8.1.2 Exercise care, diligence, and skill in decision-making.
- 8.8.1.3 Avoid conflicts of interest and disclose any potential conflicts.

8.8.2 Strategic Planning

- 8.8.2.1 Contribute to the development and approval of the Community League's strategic goals and objectives.
- 8.8.2.2 Review and approve major policies and business plans.

8.8.3 Financial Oversight

8.8.3.1 Review and approve financial statements.

8.8.3.2 Ensure the organization's financial viability and sustainability.

8.8.3.3 Oversee internal controls and risk management.

8.8.4 Board Governance

8.8.4.1 Participate in the selection and evaluation of key executives, including the executive committee members.

8.8.4.2 Regularly assess the performance of the board itself.

8.8.4.3 Establish governance policies and procedures.

8.8.5 Compliance

8.8.5.1 Ensure that the organization complies with applicable laws and regulations.

8.8.5.2 Implement and oversee compliance programs.

8.8.6 Stakeholder Relations

8.8.6.1 Represent the organization to stakeholders, including partners, the City of Edmonton, businesses, and the community members themselves.

8.8.6.2 Address concerns and maintain effective communication.

8.8.7 Risk Management

8.8.7.1 Identify and assess the organization's risks.

8.8.7.2 Develop and implement risk mitigation strategies.

8.8.8. Ethical Leadership

8.8.8.1 Set a tone of ethical behavior and integrity for the organization.

8.8.8.2 Foster a culture of accountability and transparency.

8.8.9 Decision-Making

8.8.9.1 Make informed and independent decisions in the best interests of the organization.

8.8.9.2 Consider the long-term impact of decisions.

8.8.10 Board Meetings

8.8.10.1 Attend and actively participate in board meetings.

8.8.10.2 Prepare for meetings by reviewing relevant materials.

8.8.11 Succession Planning

8.8.11.1 Participate in the development of succession plans for key leadership positions.

8.8.12 Continuous Learning

8.8.12.1 Stay informed about league trends, best practices, and changes in regulations.

8.8.12.2 Participate in ongoing education and development opportunities.

8.8.13 It is important to note that the specific duties of directors can be influenced by the League's needs, goals, and legal requirements. Directors often work collectively as a board, and individual directors may take on additional responsibilities based on their expertise and the needs of the League. Additionally, legal requirements and expectations for directors can vary significantly depending on the position.

8.9 The Board of Directors shall be elected at the Annual General Meeting of the PRCL by the voting members. In order to be elected to the Board of Directors, a candidate must be a member of the PRCL. If the Director's position is uncontested, all uncontested positions will be voted on simultaneously as a group. If the Director's position is contested, each contested position will be voted on separately. .

- 8.10 A person elected becomes a director if they were present at the meeting when being elected, and did not refuse the 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 election.
- 8.11 A Director elected at the Annual General Meeting shall assume office at the first Board meeting following AGM.
- 8.12 Members elect all board positions at the Annual General Meeting.
- 8.13 The Board may appoint additional Directors, provided that the number of Directors does not exceed fifteen (15). Any such appointment must have the support of two-thirds ($\frac{2}{3}$) of the existing Directors on the Board. Any Director who is appointed by the Board must have their appointment ratified at the next general meeting of PRCL. A person so appointed assumes office immediately upon appointment.
- 8.14 All Director positions shall be 2-year appointments. No person will hold the same position for more than 3 consecutive terms. In the case that no other member will accept a nomination and that efforts have been made to secure a suitable candidate, a resolution can be made to nominate a Director for an additional term. Changes to election procedures will commence upon approval of these amendments to the bylaws. (Including term limits).
- 8.15 A Director may resign from the Board by submitting a letter of resignation. The resignation is deemed to be effective thirty (30) clear days after the letter of resignation is received by the Secretary of the Board or immediately if requested in the letter.
- 8.16 Directors may be removed from office in the case of unsatisfactory performance, failure to perform duties and/or inappropriate behavior.
- 8.17 A Director may be removed from the Board by a motion with at least two-thirds of the Board in favor of removal. Board members may not vote on a motion for their own removal from office.
- 8.18 In the event of a vacancy as a result of resignation, death, or removal, the Board is empowered to fill the vacancy by appointment for the remainder of the term. The person appointed will hold office for the remainder of the position term. A maximum of 2 Director's positions that have been vacated can be filled by appointment by the Board.

8.19 No Board member will receive payment for their services. A Board Member may receive reimbursements for reasonable expenses incurred as a result of performing their duties on behalf of the PRCL.

9. Board Meetings

- 9.1 The Board of Directors shall meet once per calendar month at least ten (10) times per year. Notice of a meeting shall be given to Directors a minimum of seven (7) days before the meeting, unless a majority of Directors agree to abridge the notice period. All Board Meetings will be open to general membership; however, general membership cannot raise resolutions or vote on Board motions.
- 9.2 Quorum for a meeting of the Board of Directors shall be two-thirds ($\frac{2}{3}$) the number of board members, of which 2 must be Executive Officers.
- 9.3 The Board of Directors may determine the rules of order, according to Robert's Rules of Order, which shall govern its meetings.
- 9.4 Voting at Board meetings shall be by show of hands unless 2 board members request a secret ballot.
- 9.5 Directors must abstain if they have a real or perceived conflict of interest that prevents them from voting. In cases where Directors abstain from casting a vote on a motion, their abstention should be noted by the Secretary. Abstaining Directors count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.
- 9.6 Special Board Meeting: The President will, upon receipt of a written request signed by a majority of the Board of Directors, call a Special Meeting of the Board of Directors upon receipt of the request. At least 2 days' notice will be given for any Special Board of Directors Meetings. Any call for a Special Board of Directors Meeting must include specific reference to the item(s) to be dealt with.
- 9.7 The Board may determine that a Board Meeting will be held entirely or in part by means of a virtual meeting.
- 9.7.1 The means chosen must permit all participants to adequately communicate during the meeting. The means of the meeting must support identifying participants and those wishing to speak as well as communicating pending motions and voting results.

9.7.2 Directors participating are considered present for the meeting.

9.7.3 If secret ballot voting is required, supports for anonymous voting must be provided. Anonymous voting will be considered secret ballot voting for the purpose of such a meeting.

9.8 When deemed necessary the President may instigate an electronic (email) vote. The President would initiate the email outlining the issue and requesting a vote. The first to reply would be considered the seconder of the motion. The President would tally votes and declare the results via email. These electronic votes will then be noted in the minutes of the next Board Meeting.

10. Committees

10.1 The PRCL may, at its discretion, create Ad Hoc Committees deemed necessary to conduct the PRCL's business. Such Committees will be answerable to and report to the Board according to a Terms of Reference or other manner determined by the board and will have a projected date of termination at the time they are created.

10.2 The PRCL may, at its discretion, create Standing Committees as may be deemed necessary to conduct the PRCL's business. Such Committees will be answerable to and report to the Board according to a Terms of Reference or other manner determined by the board and will continue to exist for an indefinite period of time.

10.3 The Executive Committee of PRCL will consist of the President, the Vice-President, The Secretary, and the Treasurer.

10.3.1 The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.

10.3.2 The Executive Committee may act only in situations which cannot wait until the next Board meeting and such decisions must be ratified at the next Board of Directors meeting.

11. Auditing

11.1 Each year, the Board shall recommend to the membership auditors to audit the books of accounts. The audit must consist of, at minimum, a financial audit carried out by at least two (2) members, independent of the board, and who do not have signing authority.

11.2 Auditors are appointed by the members at the Annual General Meeting.

11.3 The auditor(s) will submit a complete and proper statement of the standing of the books for the previous fiscal year before the Annual General Meeting.

11.4 A financial summary shall be presented each year by the Treasurer or a delegate at the Annual General Meeting. The presentation shall include, at a minimum, a summary of the organization's income, disbursements, assets, and liabilities.

12. Inspection of Books and Records

12.1 The books and records may be inspected by any member at the Annual General Meeting, or at any time upon giving 14 days' notice and arranging a time satisfactory to the Directors in charge of the records. Board members will at all times have reasonable access to such books and records.

13. Financial Processes

13.1 The Board of Directors may open one or more accounts, designate signing Directors, and generally execute all documents connected with the transaction of the PRCL's business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union.

13.2 For the purpose of carrying out its objectives, the PRCL 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.

13.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the PRCL will be signed by the Treasurer, along with a seconder which has been granted signing authority by resolution of the Board of Directors.

13.4 Any contract or other legal document relating to the business of PRCL may be signed by any person appointed by the Board of Directors to sign on its behalf.

13.5 The Board of Directors has the right to hire such persons as may be deemed necessary for the efficient functioning of the PRCL's business.

13.6 The Annual Budget will be approved by the Board and presented to the membership at the Annual General Meeting.

13.7 The PRCL may, by a Special Resolution, borrow, raise or secure the payment of money.

13.8 Before requesting authorization to incur organizational debt, the Board shall explicitly outline the amount of debt to be incurred, the organizational use of the acquired capital, the rules and considerations attached to the use of the capital, and the proposed method of repaying the debt.

13.9 Debt incurred by the organization is restricted in use to the plan outlined in clause 13.8. Amendments to the use of debt must receive support of the Membership at a General Meeting.

14. Seal of the Society

14.1 The use, care, and safekeeping of the seal of the PRCL will be the responsibility of the Secretary unless otherwise determined by the board, and it will be used only when authorized by a resolution of the Board of Directors, and it will be affixed to documents and instruments when required by law or convention.

15. Amendments to the Bylaws

15.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a Special General, or Annual General Meeting with 21 days' notice in writing.

15.2 Any proposed changes must be reviewed by the Board of Directors before being presented at a General, Special General, or Annual General Meeting.

16: Dissolution

16.1 PRCL may be dissolved by a Special Resolution, passed at a Special General Meeting of PRCL, called for the express purpose of considering dissolution.

16.2 Upon dissolution, pending any contractual obligations, the property of PRCL shall be distributed to the EFCL who will hold the assets in trust for any Community League which may emerge in the boundaries of League.

17. Parliamentary Authority

17.1 The rules contained in "Robert's Rules of Order," in its most current edition, will govern the proceedings at all general 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.

18. Indemnification

18.1 Each Director or Officer holds office with protection from the PRCL. The PRCL indemnifies each Director or Officer against all costs or charges that result from any

act done in their role. The PRCL does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

18.2 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 bankruptcy, insolvency, or Last wrongful act of any person, firm or corporation dealing with the PRCL.

18.3 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.

19. Interpretation

19.1 In the case of a dispute arising over the interpretation of these bylaws, the Board of Directors has the authority to decide which interpretation will be used.

20. Dispute Resolution Bylaws

20.1 This section applies to any dispute arising out of the **affairs of the society** or the application of its bylaws:

20.2 The Dispute may be between:

20.2.1 members

20.2.2 the Society and its Directors or its Officers

20.2.3 the Society or its Directors or its Officers and either

20.2.3.1 a member

20.2.3.2 a former member who was a member within the previous 12 months.

20.3 Any dispute subject to Subsection 20.1 and 20.2 will be resolved by:

20.3.1 Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:

20.3.2 Written appeal to the board (and/ or other appropriate committee) for a decision. If resolution is not achieved, then by:

20.3.3 Mediation pursuant to the National Mediation Rules of ADRIC, or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:

20.3.4 Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.

20.4 The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's current and future policies.

20.5 Members are obligated to comply with the Society's complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with the society's complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.

20.6 In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English.

20.7 Any costs for mediation and arbitration will be shared equally by the parties.

Date: June 12, 2024