

Alberta Avenue Community League

BYLAWS - DRAFT 11FEB28

ARTICLE 1 - NAME

The name of the society is the Alberta Avenue Community League.

ARTICLE 2 – BOUNDARIES

The Community League shall encompass that portion of the City of Edmonton with boundaries on the north of 122 Avenue, on the south by Norwood Boulevard, on the east by 89 Street, and on the west by 97 Street. All descriptions are assumed to follow the centre line of the indicated roadways.

ARTICLE 3 - DEFINING AND INTERPRETING THE BYLAWS

.1 Definitions

In these Bylaws, the following words have these meanings.

- .1.1 **Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- .1.2 **Annual General Meeting** means the annual general meeting described in Article 5.1.
- .1.3 **Board** means the Board of Directors of this Society.
- .1.4 **Bylaws** means the Bylaws of this Society as amended.
- .1.5 **Director** means any person elected or appointed to the Board. This includes the President and the immediate Past President.
- .1.6 **General Meeting** means the Annual General Meeting and a Special General Meeting.
- .1.7 **Member** means a Member of the Society.
- .1.8 **Officer** means any Officer listed in Article 6.2.
- .1.9 **Registered Office** means the registered office for the Society.
- .1.10 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.
- .1.11 **Society** means the INSERT COMMUNITY LEAGUE NAME.
- .1.12 **Special Meeting** means the special general meeting described in Article 5.2.
- .1.13 **Special Resolution** means:
 - .1.13.1 a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
 - .1.13.2 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 eligible to attend and vote at the General Meeting must agree; or
 - .1.13.3 a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- .1.14 **Voting Member** means a Member entitled to vote at the meetings of the Society.

ARTICLE 4 - OBJECTS OF THE SOCIETY

- .1 **Objects of the Society:** See current Vision and Mission statement

ARTICLE 5 - MEMBERSHIP

.1 **Classification of Members**

Any resident within the stated boundaries will be a full member upon payment of the membership fee, provided he/she agrees with the objectives of the community league. There are three categories of Members:

- .1 **Family Members** reside in one household and act as a family unit.
- .2 **Single Member** any adult over the age of the majority.
- .3 **Associate Member** is a non-voting member (any non-resident person who wishes to support the league and who has first purchased a membership in his or her home league).

.2 **Admission of Members**

Any individual may become a Member in the appropriate category by meeting the requirements in Article 5.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

.3 **Membership Fees**

- .3.1 The membership year is September 1 to August 31.
- .3.2 The Board decides annual membership fees for each category of Members at the Annual General Meeting.

.4 **Rights and Privileges of Members**

- 4.1 **Any Member** in good standing is entitled to:
 - .4.1.1 receive notice of meetings of the Society;
 - .4.1.2 attend any meeting of the Society;
 - .4.1.3 speak at any meeting of the Society; and
 - .4.1.4 exercise other rights and privileges given to Members in these bylaws.
- 4.2 **Voting Members:**

Only Members of the age of majority in good standing (as defined in Article 5.4.3.) can vote at meetings of the Society based on the following:

 - .4.2.1 Family Members are eligible for up to 2 votes per household.
 - .4.2.2 Single Members are eligible for one vote per household.
 - .4.2.3 Voting Members are entitled to benefits offered by the League, to wit, among other things, reduced hall rental rates.

NOTE: Voting will be made in person and not by proxy or otherwise
- 4.3 **Member In Good Standing:**
 - .4.3.1 has paid membership fees or other required fees to the Society; and
 - .4.3.2 is not suspended as a Member as provided for under Article 5.5.
- 4.4 **Associate members** - will not be eligible for the same benefits associated to voting members as these benefits are reserved for residents of Alberta Avenue.

.5 **Suspension of Membership**

- .5.1 **Decision to Suspend**

The Executive Committee will be empowered to expel any member from membership or a Board Member from office for one or more of the following reasons:

 - .5.1.1 if the Member has failed to abide by the Bylaws;
 - .5.1.2 if the Member has been disloyal to the Society;
 - .5.1.3 if the Member has disrupted meetings or functions of the Society; or

- .5.1.4 if the Member has done or failed to do anything judged to be harmful to the Society.
- .5.2 **Notice to the Member**
 - .5.2.1 The affected Member will receive written notice of the Executive Committee's intention to deal with whether that Member should be suspended or not. The Member will receive at least fourteen (14) days notice before the Special Meeting.
 - .5.2.2 The notice will be sent by registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
 - .5.2.3 The notice will state the reasons why suspension is being considered and the length of time for the suspension.
- .5.3 **Decision of the Board**
 - .5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.
 - .5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
 - .5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote. Quorum for such a hearing will be two thirds (2/3) of the Executive Officers.
 - .5.3.4 The decision of the Board is final.

.6 Termination of Membership

- .6.1 **Resignation**
 - .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.
 - .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.
- .6.2 **Death**

The membership of a Member is ended upon his death.
- .6.3 **Deemed Withdrawal**
 - .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.
 - .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.
- .6.4 **Expulsion**
 - .6.4.1 The Executive Committee will be given the power to expel any members from membership or a Board Member from office for any conduct deemed injurious to the league or its purposes. The decision of the Executive Committee is final.
 - .6.4.2 All complaints heard before 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.
 - .6.4.3 Pending a full and proper hearing, such Member or Director will be placed on suspension.
 - .6.4.4 The Member or Director will be given 14 days written notice (registered mail or hand delivery) for the hearing. The Executive Committee will hear the Member's or Director's case.
 - .6.4.5 Quorum for such a hearing will be two thirds (2/3) of the Executive Officers.
 - .6.4.6 The Executive Committee will debate the matter "in private" and render a written decision within 72 hours.
 - .6.4.7 At the conclusion of the hearing the majority vote of the Executive Committee

- will prevail.
- .6.4.8 If the individual fails to attend the hearing without reason, the termination will be effective immediately.
 - .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 meetings without regrets.
 - .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.

.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.

.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.

.9 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society.

ARTICLE 6 - MEETINGS OF THE SOCIETY

.1 The Annual General Meeting

.1.1 **The Society** holds its Annual General Meeting between ninety (90) days or 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.

.1.2 **The Secretary (or designate)** 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. Service of any notice which is required by these bylaws may be effected by sending the notice to the most recent email address provided by the member upon whom it is to be served or, if no email address has been provided by ordinary mail addressed to the most recent mailing address provided by the member upon whom it is to be served. Notices which are sent electronically shall be deemed to have been delivered 48 hours after being sent; notices which are sent by post shall be deemed to have been delivered 7 days after being sent.

.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.

.1.4 Quorum

A quorum for all Annual General or Special General Meetings will be 10 members in good standing at the time of the meeting with at least five (5) members of the Board of Directors.

.2 Special General Meeting of the Society

.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 five (5) 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 one-third (1/3) of the 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.

.2.2 Notice

The Secretary (or designate) 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. Service of any notice which is required by these bylaws may be effected by sending the notice to the most recent email address provided by the member upon whom it is to be served or, if no email address has been provided by ordinary mail addressed to the most recent mailing address provided by the member upon whom it is to be served. Notices which are sent electronically shall be deemed to have been delivered 48 hours after being sent; notices which are sent by post shall be deemed to have been delivered 7 days after being sent.

.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.

.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (6.3.5.1).

.3 Proceedings at the Annual or a Special General Meeting

.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.

.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.

.3.3 Presiding Officer

- .3.3.1** The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.
- .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.

.3.4 Adjournment

- .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.
- .3.4.2** No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- .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.

.3.5 Voting

- .3.5.1** Each Voting Member has one (1) vote. 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.
- .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.
- .3.5.3 A Voting Member may not vote by proxy.
- .3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- .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.
- .3.5.6 Members may withdraw their request for a ballot.
- .3.5.7 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

.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.

.3.7 **Written Resolution of All the Voting Members:**

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 7 - THE GOVERNMENT OF THE SOCIETY

.1 The Board of Directors

.1 **Governance and Management of the Society:** The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

.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:

- (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.

.3 **Composition of the Board:** The Board consists of:

- the President;

- the immediate Past President;
- Vice-President;
- Secretary;
- Treasurer;
- Directors at large (up to 7 positions) with the following possible portfolios:
 - Social Director;
 - Sports Director;
 - Program Director;
 - Membership Director;
 - Facilities Director;
 - Development Director;
 - Neighbourhood Watch Zone Leader; and
 - Communications Director
 - Other positions as determined by the board

.4 Election of the Directors and the President

- .4.1 All terms will be for two years:
 - (a) Half of the positions will have their elections in years with odd numbers.
 - (b) The other half will have their elections in years with even numbers.
- .4.2 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.
- .4.3 As per policy, all board members require a Police Information Check (PIC) following their election onto the board.

.5 Resignation, Death or Removal of a Director

- .5.1 A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- .5.2 Voting Members may remove any Director including the President and the immediate Past President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.
- .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. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

.6 Meetings of the Board

- .6.1 The Board holds at least ten (10) meetings each year.
- .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.
- .6.3 Ten (10) days' notice for Board meetings is mailed to each Board Member is required. Board Members may waive notice.
- .6.4 A majority of the Directors present at any Board meeting is a quorum.
- .6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week.
- .6.6 Each Director, including the President and the Past President, has one (1) vote.
- .6.7 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.
- .6.8 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- .6.9 All Directors may agree to and sign a resolution. This resolution 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.

- .6.10 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- .6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- .6.12 A Director may waive formal notice of a meeting.

.2 Officers

- .2.1 The Officers of the Society are the President, Vice-President, Secretary and Treasurer.
- .2.2 The Officers hold office until re-elected or until a successor is elected.

.3 Duties of the Board members

.3.1 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.

.3.2 The Vice-President:

- presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- replaces the President at various functions when asked to do so by the President or the Board;
- is a signing authority;
- is responsible for the annual review of the Bylaws, Policies and Procedures;
- is a member of the Executive Committee; and
- carries out other duties assigned by the Board.

.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.

.3.4 The Treasurer:

- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- 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.

.3.5 The Past President:

- chairs the Nominating Committee; and

- carries out other duties assigned by the Board.

.3.6 Directors at large (up to 7 position):

Based upon the needs of the League, other specific directorships may be created and defined, including (but not limited to):

- facility
- fundraiser
- membership
- programs
- sports
- development
- playground
- publicity and communications
- equipment
- maintenance
- hall rental

.4 Board Committees

.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.

.4.2 General Procedures for Committees

.4.2.1 A Board Member chairs each committee created by the Board.

.4.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees;
- provides reports to each Board meeting at the Board's request.

.4.2.3 Two (2) days' notice is required. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

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

.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.

.4.3 The Executive Committee:

(a) Consists of the President, Past 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) All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

(e) A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.

(f) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

(g) An Officer may waive formal notice of a meeting.

(h) 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.

- .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.
- .4.5 **The Nominating Committee:**
- (a) Consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board.
 - (b) Is responsible for:
 - preparing a slate of nominees for the President's position;
 - preparing a slate of nominees for each vacant Director position; orienting new board members; and
 - presenting its recommendations to the Annual General Meeting.

ARTICLE 8 - FINANCE AND OTHER MANAGEMENT MATTERS

- .1 The Registered Office:**
The Registered Office of the Society is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.
- .2 Finance and Auditing**
- .2.1 The fiscal year of the Society ends on December 31 of each year.
 - .2.2 The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant or by two members of the League not currently serving on the board, 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.
- .3 Seal of the Society**
- .3.1 The Board may adopt a seal as the Seal of the Society.
 - .3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
 - .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.
- .4 Cheques and Contracts of the Society**
- .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.
 - .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.
 - .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.
- .5 The Keeping and Inspection of the Books and Records of the Society**
- .5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
 - .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.

- .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.
 - .5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.
 - .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.
 - .5.6 All financial records of the Society are open for such inspection by the Members.
 - .5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.
- .6 Borrowing Powers**
- .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.
 - .6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- .7 Payments**
- .7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
 - .7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- .8 Protection and Indemnity of Directors and Officers**
- .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.
 - .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.
 - .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.
- .9 Amendments to the Bylaws**
- .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.
 - .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.
- .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 Licence Agreement.
- .11 Parliamentary Authority**
- 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 Bylaws or the requirements of the *Societies Act*.
- .12 Membership in the Edmonton Federation of Community Leagues (EFCL)**
- The league will retain membership in the EFCL and abide by the EFCL's Code of Ethics.