

BYLAWS

of the Baturyn Community League

Article I. General

Section 1.01 The name of this organization shall be THE BATURYN COMMUNITY LEAGUE. The Baturyn Community League shall also be known as “The League” and “BCL”. The League is incorporated under the Societies Act, The R.S.A 2000, Chapter S-14 as amended, or any statute substituted for it.

Section 1.02 The League shall encompass that portion of the City of Edmonton with boundaries as described as follows and corrected by the League Executive jointly with the Edmonton Federation of Community Leagues and the City of Edmonton to reflect changes to named features: from the intersection point of Castle Downs Road NW at 97 street NW, north along 97 street NW to the mid-point of Anthony Henday Drive, west along Anthony Henday Drive to 127 street NW, south along 127 street NW to 167 avenue NW, east to 112 street NW, south along 112 street NW to Castle Downs Road NW and east along Castle Downs Road NW to the intersection of 97 street NW.

Section 1.03 Notwithstanding anything contained in these Bylaws to the contrary, every Committee of the League shall be responsible to and comply with any decision of the Baturyn Board of Directors and/or the members of the League at a General Meeting.

Section 1.04 Notwithstanding anything contained in these Bylaws to the contrary, the elected Officers and Directors shall be responsible to and comply with any decision of the members of the League at a General Meeting

Section 1.05 A “special resolution” shall mean a resolution passed by a majority of not less than three-fourths (3/4) of members, in good standing, present in person at an Annual or General Meeting.

Article II. Membership

Section 2.01 Any person 18 years or older residing within the League’s boundaries may become a Regular Member in good standing upon payment of the required fee and shall be entitled to all benefits accompanying said membership. Members may only purchase one of the following:

- (a) A single membership for themselves
- (b) A family membership for all immediate family members residing in the primary membership holder’s residence at the time of purchase
- (c) A senior membership for up to 2 people, 55 years of age or older at the time of purchase, residing in the same household; does not include children.

Section 2.02 An Associate Member is any business or institution located within the defined boundary of the League or non-resident persona who wishes to support the League. Holders of such membership are entitled to all defined membership rights except the holding of elected positions and the entitlement to vote.

Section 2.03 An Honorary Membership may be granted by the Executive in special circumstances. Holders of such membership are entitled to all defined membership rights except the holding of elected positions and the entitlement to vote.

Section 2.04 There is a maximum of 2 memberships, of any type, per residence.

Section 2.05 Membership shall be for a period of one year commencing the 1st day of September and ending the 31st day of August of the following year. Membership privileges are non-transferrable and non-refundable.

Section 2.06 A member in good standing shall be a person who has paid the membership dues for the current membership year, adheres to the Baturyn Community League Bylaws and Operating policy while not suspended as a member provided for by Bylaw 2.08.

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Section 2.07 Changes to the fees for each category of membership shall be determined and presented by the Executive to members present and entitled to vote at an Annual General Meeting. These fee changes will be decided by a majority vote.

Section 2.08 Any member wishing to withdraw from their membership with the League shall provide written notice to the Secretary of the League during an active membership period or, at time of renewal, provide non-payment.

Section 2.09 The Board shall be empowered to expel any member from membership for conduct injurious to the League or its purposes, provided such member is given the opportunity for a hearing before a minimum of three Board members.

Section 2.10 Members in good standing are entitled to one vote per membership or, in the event of a family membership, limited to one vote per household in the regular matters of the League such as a General Meeting. Voting in Regular Board meetings or Special meetings of the Board is restricted to those Officers and Directors included in Articles III & IV.

Article III. Officers of the League

Section 3.01 The following positions are considered Officers of the League and are members of the Board: President, Vice President, Secretary, Treasurer, and Past President. These five Officers shall also be known as “the Executive”. These positions shall have staggered 2 year terms.

Section 3.02 The President is the highest authority and Chair of the Board therefore they shall have the following duties and powers:

- (a) Be the primary spokesperson for the League in all official and media matters or may appoint a designate.
- (b) Attend and chair all meetings of the League
- (c) Shall oversee all committees
- (d) Call all meetings required
- (e) Have the deciding vote in the case of a tie
- (f) Have primary signing authority on behalf of the League.
- (g) Attend the Annual Meeting of the Edmonton Federation of Community Leagues or appoint a designate
- (h) Any other duties the Board deems appropriate as specified in the Baturyn Community League Operating Policy.

Section 3.03 The Vice President is the second highest authority in the League. They shall act in the capacity of the President at the request of, or in the absence of, the President. The Vice President shall have the following duties and powers:

- (a) Shall enforce, update and apply the Baturyn Operating policy
- (b) Shall fill the vacancy if the Office of the President becomes vacant between elections. In the event the Vice President replaces the President, the person shall be eligible for the full term of the President regardless of the length of their term as Vice President.
- (c) Is a signing authority of the League.

Section 3.04 The Secretary is the legal record keeper of the League. The Secretary shall have the following duties and powers:

- (a) To take, transcribe, and file the minutes of all meetings of the League, including the exact wording of all motions
- (b) Ensure timely distribution to the Board these minutes prior to the next meeting
- (c) Create and distribute meeting agendas, prepare correspondence and lists for the Executive
- (d) Ensure all notices of various meetings are sent.
- (e) Keep on-hand all current records and lists for League’s meetings

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- (f) Maintain up to date registration of the League
- (g) Ensure all non-current records and lists are marked and stored for a seven-year period before being destroyed
- (h) Shall carry out, under the direction of the Executive, periodic review of the League's Bylaws.
- (i) Is a signing authority of the League

Section 3.05 The Treasurer is the financial record keeper of the League. The treasurer shall have the following duties and powers:

- (a) Receive and deposit all monies paid to the society in the League bank accounts
- (b) Ensure timely payment of all invoices and contracts
- (c) Properly account for the funds of the League and keep such books as may be directed
- (d) Present a full detailed account of receipts and disbursements to the Board whenever requested
- (e) Prepare a review of the prior fiscal year and future budget for presentation at the Annual General Meeting for the general membership
- (f) Shall present an itemized financial report of the most recent month-end at each meeting
- (g) Shall close the books as of the 31st day of August and ensure the financial review is completed as outlined in in Article VII.
- (h) Is a signing authority of the League

Section 3.06 The Past President shall provide guidance to the other Officers of the League and act as a continuity representative to the Board.

Section 3.07 Other Officers and Directors may be elected or appointed as required and as per the Operating Policy.

Article IV. Board of Directors

Section 4.01 The Board of Directors, also referred to as "the Board" shall be the highest governing body of the League. All elected and appointed Officers and Directors constitute the Board.

Section 4.02 The Board shall, subject to the Bylaws or directions given to it by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the League.

Section 4.03 All Officers and Directors shall be appointed or elected at an Annual General Meeting of the League, if they were present at the meeting and did not refuse the appointment. They may also be appointed or elected if they were not present at the meeting but consented in writing.

Section 4.04 Any Officer or Director may resign from their position by giving written notice to the Board, and the position shall be considered vacant upon receipt of said notice.

Section 4.05 Any Officer or Director, upon a majority vote of the Board, may be removed from the board for any cause which the society may deem reasonable, including but not limited to repeated or serious failure to comply with the League's Bylaws and Operating Policy.

Section 4.06 Vacant positions on the Board shall be filled by a majority vote of the Board. The person appointed to a vacant position shall serve the unexpired portion of the position's term, until the next Annual General Meeting.

Section 4.07 By an extraordinary resolution, any Board member may be removed from Office before expiration of term for conduct injurious to the League or its purposes, provided such member is given the opportunity to have a proper hearing.

Article V. General Meetings

Section 5.01 All members of the League with a valid membership in good standing are eligible to seek a board position and vote at any General Meeting in person. Voting by proxy is not allowed.

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Section 5.02 Voting shall be by show of hands at all meetings. Proof of membership may be required.

Section 5.03 The League shall hold an Annual General Meeting each year between February 1st and March 31st. The exact date of the meeting shall be determined by the Board, provided they give 21 days' notice to all members of the League.

Section 5.04 At the Annual General Meeting there shall be elected a President, Vice President, Secretary and/or Treasurer. A former President of the League not seeking another Board position shall be appointed the Past President. In addition, between five and fifteen Directors/Chairs shall be elected or appointed at the meeting as required by the League, in accordance with the positions listed in Operating Policy.

Section 5.05 The Officers and Directors elected and appointed shall form the Board, and shall serve per the term limits outlined in the Operating Policy. Any vacancy occurring during the year shall be filled at a meeting of the Board.

Section 5.06 Other General Meetings of the League may be called at any time by the Board, provided they give 14 days' notice to all members of the League. A General Meeting may also be called by 20 or more members in good standing of the League upon providing a petition to the President, and provided 14 days' notice is given to all members of the League.

Section 5.07 Citizens, other than League members, may be invited to attend Board, Annual General, or Special General Meetings, but are not entitled to vote.

Section 5.08 Notice of Meetings shall be given by the Board in the above time frames through Board approved methods. These methods may include, but are not limited to:

- (a) Direct Mail
- (b) Flyers or Posters
- (c) Community and public signage
- (d) Email (with member's permission)
- (e) Baturyn Community League Social Media Accounts

Section 5.09 Fifteen (15) members in good standing shall constitute a quorum at any General Meeting.

Article VI. Board Meetings

Section 6.01 Meetings of the Board shall normally be called at least once per month at such a time and place as the President decides. Meetings of the Board shall not normally be held in the months of July or August unless called by the President.

Section 6.02 The first 30 minutes of a Board meeting shall be made available to the general public and members for questions or information. Public and league members, not on the elected board, shall not vote at such meetings.

Section 6.03 Unless otherwise advised, the minutes of a Board meeting shall be distributed to the Board no later than 14 days after such meeting and the agenda for the Board meetings shall be distributed no less than 4 days prior to such meeting.

Section 6.04 No Board meeting shall extend beyond 22:00 hours or two and one half hours, whichever comes first, unless extended by a majority vote of those persons present and entitled to vote. Such motion for extension shall not be for more than one hour and shall not be entertained more than once.

Section 6.05 No meeting shall be called to commence later than 21:00 hours.

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Section 6.06 Quorum for any meeting of the Board shall be at least five eligible voting members of the Board. If quorum is not present within 15 minutes of posted meeting time, the meeting shall stand adjourned and be rescheduled for any time at least 24 hours later, with the members in attendance constituting quorum.

Article VII. Special Meetings

Section 7.01 Special meetings may be held at the call of the Executive with 14 days' notice given to all members, if possible.

Section 7.02 A Special Meeting may also be called by 20 or more members in good standing of the League upon providing a petition to the President, and provided 14 days' further notice is given to all members of the League

Section 7.03 Notification shall include the time, date, location and the business to be conducted. Notification shall be given by board approved methods which may include, but not limited to:

- (a) Direct Mail
- (b) Flyers or Posters
- (c) Community and public signage
- (d) Email (with member's permission)
- (e) Baturyn Community League Social Media Accounts

Article VIII.

Section 8.01 All members, in good standing, have the right to vote at special meetings. Quorum at a special meeting shall be 15 members.

Article IX. Parliamentary Procedure

Section 9.01 The rules obtained in Robert's Rules of Order Newly Revised are binding in all cases where they are not inconsistent to these Bylaws of the League or the powers granted under the Societies Act (2000).

Article X. League Records

Section 10.01 The records of the Baturyn Community League can be inspected by any member of the League upon giving 14 days' written notice for arranging a time satisfactory to the designate and the Board.

- (a) These records cannot be removed at any time.
- (b) Copying of the Leagues records is forbidden unless the Board has given written consent. Copying of records includes:
 - (i) Photocopying
 - (ii) Photographs
 - (iii) Scanning
 - (iv) Email Distribution
 - (v) Other Electronic means

Section 10.02 The financial records of the League, including but not limited to budgets, balance sheets and income statements, are to be prepared and kept by the Treasurer.

Section 10.03 The legal records of the League, including but not limited to minutes, agendas and registration, are to be prepared and kept by the Secretary.

Article XI. Seal

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Section 11.01 The Corporate Seal of Baturyn Community League shall be maintained in a safety deposit box at the financial institution where the League's General Account is held OR in a fireproof safe at the Baturyn Community Hall. Any two the President, Vice President, Secretary or Treasurer shall be authorized to access the safety deposit box or the fireproof safe and to authenticate use of the Corporate Seal.

Article XII. Finances

Section 12.01 The fiscal year of the League shall be from September 1st to August 31st of the following calendar year.

Section 12.02 The League may operate such bank accounts as may be deemed necessary by the Board.

Section 12.03 The League may borrow money on the strength of its assets, and repay such loans from its surplus, but such borrowing shall be sanctioned by the passing of a special resolution.

Section 12.04 No one individual shall expend, make verbal or contractual commitments on any money of the League without express authority in writing or contained in the minutes. Individuals spending money or otherwise committing the League may be personally liable for such obligations.

Section 12.05 Under "emergency conditions" the President may hire suitable tradespeople without calling a special Board meeting.

Article XIII. Financial Review

Section 13.01 A complete and proper statement of the standing of the financial records for the previous fiscal year shall be prepared by the treasurer by September 30th.

Section 13.02 The books, accounts, and records of the League shall be subject to an audit, once each year by two members of the Board that are not regularly responsible for finances. The process for this internal financial review shall be outlined in Operating Policy review and shall be completed no later than September 30th.

Section 13.03 Every five years, the Board shall hire an external auditor to complete a full audit of the previous fiscal year in place of the internal financial review. This shall be completed no later than December 31st.

Section 13.04 The reviewed financial statements for the previous fiscal year shall be approved by three members of the Board in good standing and presented to the general membership at the Annual General Meeting each year.

Section 13.05 The Executive Board shall prepare and present to the general membership a budget of the League's activities for the current year at the Annual General Meeting.

Article XIV. Remuneration

Section 14.01 No Officer, Director or member of the League shall receive any remuneration for their services as a director or Officer as such.

Section 14.02 No one individual shall expend, make verbal, written or implied contractual commitments on any resources of the League without the express authority in writing or contained in the minutes. Individuals committing the resources of the League without authority will be personally liable for such obligations.

Article XV. Indemnification

Section 15.01 Every member of the Board, and every employee of the League is indemnified by the League against all costs, losses, and expenses incurred by them in the discharge of their duties.

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Section 15.02 Indemnification is invalid in instances of a member's willful negligence in the discharge of their duties.

Article XVI. Conflict of Interest

Section 16.01 Any time a vote is taken on a matter of the League's business that may result in direct or indirect financial benefit to a member of the Executive board or their immediate family or member of their household, the member of the Executive Board shall not vote. Determination of potential conflicts of interest shall be done firstly on a voluntary basis by the member of the Board who may be in conflict or by the President's determination.

Article XVII. Dissolution

Section 17.01 Upon dissolution, all owing debts shall be paid by the League's assets. Any remaining assets, including all finances, property, and equipment, shall be placed in holding for a period of two years. After this time, the Castle Downs Recreation Society shall take possession of all assets, to be used for other community leagues in membership with them at their discretion.

Article XVIII. Amendments and Expiry

Section 18.01 At such time as there is expressed interest in changing the League's boundaries, consultation should occur with the residents in the area where the change is proposed and based on the expressed wishes of the majority of residents. The Edmonton Federation of Community Leagues and the City of Edmonton will guide on processes to ensure that stakeholder support and public consultation on new boundaries and redistribution of assets, if needed.

Section 18.02 The League's bylaws shall be updated no later than once every ten years since the most recent bylaws' passage. If the special resolution is made during the interim period, the ten year time period begins the fiscal year or the next Annual General Meeting, whichever date is nearer.

Section 18.03 Amendments to the bylaws shall only be passed by special resolution of the members as defined by the Societies Act Section 1(d).