

1.0 Name and Boundaries

- 1.1 The name of the society shall be 'Gold Bar Community League' (hereafter referred to as 'the League').
- 1.2 The League covers the Gold Bar area as defined by the City of Edmonton.
 - 1.2.1 **South:** the centre of 101 Avenue
 - 1.2.2 **West:** 50 Street boulevard
 - 1.2.3 **East:** the middle of Goldbar Ravine
 - 1.2.4 **North:** following the centre line of 106B Avenue, continuing north along 48 Street, including the south side of 107 Avenue and the east side of 43 Street, to the point where residential development terminates at Goldbar Ravine.

2.0 Definitions

- 2.1 "Bylaws" means these bylaws, as amended from time to time.
- 2.2 "Special Resolution" means a resolution passed
 - 2.2.1 a resolution passed at any meeting for which 21 days notice has been provided specifying the intention to propose the resolution has been duly given.
 - 2.2.2 a resolution passed by the vote of not less than 75% majority of those in attendance and entitled to vote.
 - 2.2.3 a resolution proposed and passed as a special resolution at a general meeting or Special General Meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or Special General Meeting so agree, or (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or Special General Meeting.
*A special resolution will be required for any revisions to the League bylaws or objects, dissolution or issuing debentures or other significant financial matters stated in bylaw or policy.
- 2.3 "Board of Directors" means the elected officers for the League and Director positions.
- 2.4 "Officer" includes President, Vice President, Treasurer, Secretary.
- 2.5 "Director" means members of the Board of Directors, including elected or appointed as per these bylaws.
- 2.6 "Member" means individual or entity admitted to membership under Section 3.

3.0 Membership

- 3.1 Membership is available to those interested in participating in or furthering the League's purposes.
- 3.2 A member of the League is entitled to participate in all League programs; receive notice of general meetings of the League; and voting members are entitled to vote at all general meetings and to attend Board of Directors meetings as observers.
- 3.3 All members in good standing have the right to attend all annual, general or Special General Meetings.
- 3.4 Any resident of the age of majority within the stated boundaries will be an eligible member upon payment of the membership fee, provided they agree with the objectives of the League. Non-resident members are not eligible to vote.
- 3.5 There will be the following categories of membership:
 - 3.5.1 **Family** - Any group residing in one household acting as a family unit with a maximum of two votes per household.
 - 3.5.2 **Senior** - Over 55 years of age with a maximum of two votes per household.
 - 3.5.3 **Individual** - Any adult over the age of majority with one vote per membership.

- 3.5.4 **Honorary Life Membership** - May be conferred upon anyone, with one vote per member, who has provided service to the League and has made significant, positive contribution to the League. The decision for granting life memberships will be at the discretion of the Board of Directors.
- i. 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 at a general meeting. Nomination does not constitute approval. Honorary memberships have all the same rights, privileges, and obligations as other memberships, but do not expire with time.
- 3.5.5 **Associate Membership** may be granted to any business, institution, or organization located within the defined geographic boundaries of the League that has submitted a completed Member Registration Form and paid the required membership fee as determined by the Board of Directors.
- i. Associate Members are non-voting and are not eligible to hold a position on the Board of Directors but may participate in League activities and volunteer in a non-governance capacity.
 - ii. No additional membership fees beyond the established Associate Membership fee will be assessed.
- 3.5.6 **Affiliate Membership** may be granted to any non-resident person who reside outside the League's defined geographic boundaries. To qualify for Affiliate Membership, the applicant must either:
- i. Hold a valid membership in another community league within the Edmonton Federation of Community Leagues; or
 - ii. Purchase a membership directly from this League at the established rate.
- Affiliate Members are entitled to access League programs and services as determined by the Board but are not eligible to vote or hold a position on the Board of Directors.
- 3.6 **Membership fees** will be determined each year by the board of directors.
- 3.7 **Membership year** will be from August 1st of the current year to July 31st the following year.
- 3.8 **Membership may be terminated:**
- 3.8.1 By the member submitting a request in writing to the Board of Directors.
 - 3.8.2 For non-payment of annual fees or moving out of the defined boundaries.
- 3.9 **Member 'Not in Good Standing'**
- 3.9.1 A Member may be placed in "Not in Good Standing" status by resolution of the Board of Directors where the Member's conduct is considered to be inconsistent with the objectives of the League or disruptive to League programs or activities.
 - i. Members placed in Not in Good Standing status are not entitled to vote at general meetings, attend Board meetings as observers, or participate in members-only programs or events.
 - ii. Placement in Not in Good Standing status is an administrative measure and does not 'automatically' terminate membership. A Member may be returned to Good Standing at the discretion of the Board of Directors upon written request.
- 3.10 **Expulsion from the League:**
- 3.10.1 A member of the League may be expelled from the membership by board resolution of the Board of Directors for actions which are harmful to the League or its purposes, reputation, or operations.

- 3.10.2 A Member who is being considered for expulsion is entitled to:
 - i. written notice of the proposed expulsion and the reasons for it at least forty-eight (48) hours prior to the vote by the Board of Directors;
 - ii. an opportunity to be heard and to respond to the proposed expulsion before the Board of Directors immediately prior to the vote; and
 - iii. written notice of the decision of the Board within forty-eight (48) hours following the vote.
- 3.10.3 Expulsions from the membership of the organization are effective immediately upon the completion of the vote to expel.
- 3.10.4 Expelled members have the right to appeal through the dispute resolution process and the Alberta Arbitration Act. Any costs for mediation and arbitration will be determined by the arbitrator.
- 3.10.5 Upon expulsion, the individual immediately ceases to be a member of the League and is no longer entitled to vote, attend Board meetings, or participate in members-only programs or events

4.0 Voting

- 4.1 **Voting members** include any eligible member in good standing as specified by the bylaw who is of the age of majority, who has paid any applicable membership fee of the League within the current membership year, who lives within the boundary defined by the City of Edmonton, AND who has submitted a completed “Member Registration Form” to the League Board of Directors and / or holds an Honorary Life Membership is entitled to vote at Annual General or Special General Meetings.
- 4.2 **Non-Voting members**
 - i. Associate Membership
 - ii. Affiliate Membership
 - iii. Members ‘Not in Good Standing’
- 4.3 **Member votes**, except for contested elections, shall be conducted in person by a show of hands, unless the meeting is held virtually or the Board has authorized electronic voting. Voting by proxy is not permitted.
 - 4.3.1 Contested elections will be decided by secret ballot, whether in person, virtually, or via an electronic voting system. Any member may request a secret ballot for any vote.
- 4.4 **Electronic Vote.** Voting may be conducted by secure electronic means where authorized by the Board or where a meeting is held virtually. Any electronic voting process must:
 - 4.4.1 allow for the verification of voter eligibility;
 - 4.4.2 ensure each eligible Member is able to vote only once;
 - 4.4.3 maintain the confidentiality of the vote where required; and
 - 4.4.4 be conducted within a defined voting period communicated in advance to Members.
 - i. Electronic voting will not permit proxy voting.
 - ii. The first to reply in the positive is considered the mover of the motion.
 - iii. Votes outside of meetings are to noted in the minutes of the next Board Meeting.
- 4.5 Any member may attend the Board of Directors’ meetings, but will not be allowed to vote. The Board may, by resolution, determine the members’ ability to speak regarding a matter on the agenda.
- 4.6 A majority of the directors present may ask any other members, or other persons present, to leave.
- 4.7 **Board Voting**



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- 4.7.1 Voting at Board meetings shall be by show of hands unless 2 board members request a secret ballot. Secret ballot will be used for all contested elections of officers and director positions.
- 4.7.2 Directors must abstain from casting a vote on a motion if they declare a 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.
- 4.8 In the event of any vote resulting in a tie, the vote shall be considered defeated.

5.0 Meetings

5.1 General Meetings (Annual or Special)

- 5.1.1 **Notice** of the (AGM) or Special General Meeting shall be given twenty-one (21) 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, the agenda, and any business requiring a Special Resolution.
- 5.1.2 **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.
- 5.1.3 **Quorum** for all AGM's or Special General Meetings shall be nine (9) of the current voting membership.
 - i. If quorum is not present, the meeting may be adjourned and reconvened not less than seven (7) days later upon notice to the membership.
 - ii. Quorum at the reconvened meeting shall be a minimum of five (5) voting members.
- 5.2 **Agenda for the AGM** 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,
 - i. an annual report and a presentation of the planned Board activities for the upcoming year,
 - ii. a presentation of the financials of the organization (as detailed in this bylaw), Appointment of the auditors for the next financial year (as detailed in this bylaw)
 - iii. the election of Board members to fill vacant Board positions (as detailed in this bylaw)
- 5.2.2 The League will hold an AGM no less than thirty days or greater than six months after the financial year-end for the presentation of the financial report and election of officers.
- 5.3 **Special General Meetings** may be called by the President, upon receipt of a written request signed or electronically communicated by at least three (3) members of the Board of Directors; or upon receipt of a written request signed or electronically communicated by a minimum of ten (10) Members in good standing.
 - 5.3.1 Any request for a Special General Meeting must include specific reference to the item(s) to be addressed.

5.3.2 The President shall, upon receipt of a valid request, call a Special General Meeting within thirty (30) days and ensure that notice requirements for Special General Meetings are met.

5.3.3 Special General Meetings may be called to address Special Resolutions including bylaw amendments, significant financial matters, policy issues, or other major matters as determined by the Board or Members in accordance with these Bylaws.

5.4 Board of Director Meetings

5.4.1 **Notice and Meeting Frequency.** The Executive Committee / 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 all directors agree to abridge the notice period.

5.4.2 **Special Board Meetings.** 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 within 14 days of receipt of the request. At least 7 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.

5.4.3 **Quorum** for any Board of Directors' Meetings will be five (5) members of the Board. Any business transactions conducted at a meeting where quorum is not present will be ratified at the next regularly called meeting of the Board; otherwise they will be null and void.

5.4.4 **Governance.** The Board of Directors may determine the rules of order which shall govern its meetings.

5.5 All meetings

5.5.1 All members in good standing are responsible for adhering to and behaving in accordance with the bylaw and objectives.

5.5.2 All meetings will be open to the public. The Board may, by majority vote meet in private at any point in a meeting.

5.5.3 Directors participating are considered present for the meeting

5.5.4 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.

5.5.5 **Virtual Meetings.** The Board may determine that a meeting (of any type) will be held entirely or in part by means of a virtual meeting.

- i. 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.

6.0 Duties of the Board of Directors

6.1 General

6.1.1 The Board will have full control and management of the affairs of the League. This management is subject to the bylaws and policies of the League as well as any resolutions passed at a general meeting of the League.

6.1.2 The League shall be governed by a Board of Directors consisting of not more than twelve (12) directors.

6.1.3 All Board members will be familiar with the current League Bylaws.

6.1.4 Any Director may resign from the Board by submitting such resignation in writing to the President.

- 6.1.5 In the event of a vacancy as a result of resignation, death or removal, the Board may at its discretion appoint directors during the year with the support of two-thirds ($\frac{2}{3}$) of the existing Directors and takes effect immediately upon appointment.
- 6.1.6 The Board will include a president, vice president, treasurer and secretary and other directors, including but not limited to: programs, membership, communications, etc. as determined by the Board.
- 6.2 **President will:**
 - 6.2.1 preside over all meetings of the League or appoint another person to preside;
 - 6.2.2 be an ex-officio member of all committees
 - 6.2.3 be charged with the general supervision of all the activities of the League
 - 6.2.4 be a signing authority
 - 6.2.5 act as the official spokesperson of the League or appoint a designate
 - 6.2.6 be a member of the Executive Committee
 - 6.2.7 manage reporting to the rest of the organization
 - 6.2.8 manage staff according to Board directives.
- 6.3 **Vice President will:**
 - 6.3.1 preside at any meetings the President is absent from
 - 6.3.2 assume any duties from the President as required
 - 6.3.3 act as a signing authority
 - 6.3.4 be responsible for the annual review of the Bylaws, Policies and Procedures
 - 6.3.5 be a member of the Executive Committee
 - 6.3.6 in the absence of the President and Vice President, a chairperson will be elected at the meeting to preside.
- 6.4 **Secretary will:**
 - 6.4.1 attend all meetings of the League, the Board, and the Executive Committee and keep accurate minutes of the same
 - 6.4.2 with the president, will create meeting agendas and ensure reports are submitted
 - 6.4.3 be responsible for the minute and meeting notice distribution
 - 6.4.4 provide minutes of any and all meetings within 14 days
 - 6.4.5 be responsible for keeping and maintaining of the minutes and other records
 - 6.4.6 have charge of correspondence of the League under the direction of the President and the Board
 - 6.4.7 act as a signing authority
 - 6.4.8 be a member of the Executive Committee.
 - 6.4.9 in the absence of the Secretary, such officer, may be appointed by the Board with discharge of these duties.
- 6.5 **Treasurer will:**
 - 6.5.1 be responsible for all financial records of the League and ensure that the books of account of League and financial records are properly kept
 - 6.5.2 be responsible, on behalf 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 same, and the deposit of funds to the League's bank accounts
 - 6.5.3 report the financial standing at every Board meeting
 - 6.5.4 present to the Annual Meeting an audited / reviewed statement of the financial affairs for the preceding fiscal year;
 - 6.5.5 review and prepare policy and procedures with respect to the financial matters of the League

- 6.5.6 recommend, in conjunction with the President, an Annual Budget to the Board of Directors
- 6.5.7 act as a signing authority for the League
- 6.5.8 be a member of the Executive Committee
- 6.5.9 assume Ad Hoc duties at the discretion of the Board.

7.0 Protection and Indemnity of Directors and Officers

- 7.1 Each Director or Officer holds office with protection from the League. The League indemnifies each Director or Officer against all costs or charges that result from any act done in good faith in their role for the League. The League does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.2 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 League. 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 League, unless the act is fraud, dishonesty or bad faith.
- 7.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the League's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

8.0 Elections

- 8.1 Elections for open positions will be held at the AGM. In order to be elected to the Board of Directors, a candidate must be an eligible voting member of the League and must receive the support of a simple majority of eligible voting members present at the AGM.
- 8.2 Officers and Directors will take office immediately following the AGM and unless otherwise vacated, the positions shall be held until the first AGM following appointment of the positions.
- 8.3 All Executive positions (President, Vice-President, Secretary and Treasurer) will be two (2) year terms of which, where possible, no more than two (2) executive positions are up for yearly renewal so as to be staggered.
- 8.4 The Board may appoint a Director to fill any vacancy arising during the term of office or may appoint additional Directors, provided that the total number of Directors does not exceed twelve (12).
 - 8.4.1 Any such appointment requires the support of two-thirds ($\frac{2}{3}$) of the existing Directors and takes effect immediately upon appointment.
 - 8.4.2 A Director appointed by the Board shall hold office until the next AGM. Such an appointment is to be ratified at the next general meeting. The person appointed will hold office for the remainder of the position term.
- 8.5 The term of office for a Director shall be a maximum of two (2) years from the date the Director assumes office. No Director, including the President, Vice President, Treasurer, or Secretary, shall hold the same office or serve on the Board for more than five (5) consecutive terms.
 - 8.5.1 A Director who has served five (5) consecutive terms must remain off the Board of Directors for a period of one (1) year before being eligible to seek election again.
 - 8.5.2 In the event that there are fewer qualified candidates than available Board positions, and reasonable efforts have been made to secure suitable nominees, the term limit requirements may be waived and a Director may continue to serve until the vacancy can be filled.

- 8.6 A person appointed or elected becomes a Director if they were present at the meeting when being appointed or elected, and consented to 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.
- 8.7 A director may resign from the Board by submitting a letter of resignation. The resignation is deemed to be effective thirty (30) days after the letter of resignation is received by the Secretary of the Board or immediately if requested in the letter.
- 8.8 Any director may be removed from office in the case of unsatisfactory performance, failure to perform duties and/or inappropriate behavior.
- 8.9 A director may be removed from the Board by a motion with two-thirds ($\frac{2}{3}$) of the Board in favor of removal. Board members may not vote on a motion for their removal from office.
- 8.10 No director or officer will receive payment for services to the League. A director or officer may receive reimbursements for reasonable expenses incurred as a result of performing their duties on behalf of the League.

9.0 Committees

- 9.1 **Ad Hoc Committees and Officers.** The Board, at its discretion, may at times create such Ad Hoc Committees or Officers as may be deemed necessary in order to conduct the League's business. Such Committees or Officers will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board of Directors or the members at a General Meeting. All Committees or Officers will be answerable to and report to the Board and will have a definite time of termination at the time they are created.
- 9.2 The League may, at its discretion, create such Standing Committees as may be deemed necessary, either in General or Board of Directors' Meetings. Such Committees will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board of Directors or in a General Meeting. Such Committees will be answerable to and report to the Board and will continue to exist for an indefinite period of time.
- 9.3 The Executive Committee of League will consist of the President, the Vice-President, The Secretary, and the Treasurer.
 - 9.3.1 The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.
 - 9.3.2 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;

10.0 Auditing / Inspection of Books and Records

- 10.1 The books, accounts and records of the Treasurer will be audited once per year by a duly qualified third party who is not a member of the League or by two members of the League, not currently serving on the board having been elected for the sole purpose of auditing the books, accounts and records, and have not had signing authority within the previous two (2) calendar years. Auditors are appointed by the members at the AGM or a Special General Meeting.
- 10.2 The auditor(s) will submit a complete and proper statement of the standing of the books for the previous year before the annual general meeting.
- 10.3 A financial summary shall be presented each year by the Treasurer or a delegate at the AGM. The presentation shall include, at a minimum, a summary of the organization's income, disbursements, assets, and liabilities.
- 10.4 The fiscal year will end on December 31.

- 10.5 Any member may inspect the books and records at any time upon giving two weeks notice and arranging a time satisfactory to the officer in charge of the records. The Board of Directors will at all times have reasonable access to such books and records.
- 10.6 The League does not have or use a seal.

11.0 Financial Process

- 11.1 The Board or Directors may open one or more accounts, designate signing directors, and generally execute all documents connected with the transaction of the League's business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union
- 11.2 For the purpose of carrying out its objectives, the League 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.
- 11.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by the Treasurer or designate, along with a second director which has been granted signing authority by resolution of the Board of Directors.
- 11.4 Any contract or other legal document relating to the business of League may be signed by any person appointed by the Board of Directors to sign on its behalf.
- 11.5 The Board of Directors has the right to hire such persons as may be deemed necessary for the efficient functioning of the League's business.
- 11.6 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.
- 11.7 Debt incurred by the organization is restricted in use to the plan outlined in this section Amendments to the use of debt must receive support of the Membership at a General Meeting.
- 11.8 The League may, by a Special Resolution, borrow or raise or secure the payment of money, or issue debentures.
- 11.9 No two members of the same household will be signing authorities. Also, no signing authority will sign a cheque where they are the payees.
- 11.10 The Annual Budget will be approved by the Board and presented to the membership at the AGM.

12.0 Amendment to the Bylaws

- 12.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a special general, or AGM with 21 days' notice in writing.
- 12.2 Any proposed changes must be reviewed by the Board of Directors before being presented at a general, special, or AGM.

13.0 Dissolution

- 13.1 League may be dissolved by a Special Resolution, passed at a Special General Meeting of the League, called for the express purpose of considering dissolution.
- 13.2 Upon dissolution of the League, all real property, fixtures, and 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.

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14.0 Parliamentary Authority

- 14.1 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.
- 14.2 The League will retain membership in the EFCL and abide by the EFCL’s code of ethics.

15.0 Interpretation

- 15.1 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.

16.0 Dispute and Resolution

- 16.1 This section applies to any dispute arising out of the affairs of the League or the application of its bylaws:
- 16.1.1 The Dispute may be between:
- i. members, or
 - ii. the League and its Directors, or
 - iii. the League or its Directors and either
 - iv. a member, or a former member who was a member within the previous 12 months.
- 16.2 Any dispute will be resolved by:
- 16.2.1 Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
- 16.2.2 Written appeal to the board (and/or other appropriate committee) for a decision. If resolution is not achieved, then by:
- 16.2.3 Mediation by a mediator agreed upon by the parties. If resolution is not achieved, then by:
- 16.2.4 Arbitration by an arbitrator agreed upon by the parties. The decision will bind all parties.
- 16.2.5 Members are obligated to comply with the League’s complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with the League’s complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.
- 16.2.6 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.
- 16.2.7 Any costs for mediation and arbitration will be determined by the arbitrator.