

**The Crestwood Community League  
Building Society  
Bylaws**

## TABLE OF CONTENTS

<b>1. Name Of Society</b>	<b>3</b>
<b>2. Bylaws</b>	<b>3</b>
<b>3. Boundaries</b>	<b>3</b>
<b>4. Membership</b>	<b>3</b>
<b>5. Board Of Directors</b>	<b>3</b>
<b>6. Executive Committee</b>	<b>4</b>
<b>7. Meetings</b>	<b>5</b>
<b>8. Annual General Meeting</b>	<b>5</b>
<b>9. Special General Meetings</b>	<b>5</b>
<b>10. Board Meetings</b>	<b>6</b>
<b>11. Committees</b>	<b>6</b>
<b>12. Financial and Auditing</b>	<b>6</b>
<b>13. Borrowing Powers</b>	<b>7</b>
<b>14. Dissolution</b>	<b>7</b>
<b>15. Dispute Resolution</b>	<b>7</b>

## **1. Name Of Society**

- 1.1. The name of the society will be The Crestwood Community League Building Society, hereafter referred to as the "Society". The Society is a non-for-profit organization incorporated under the Societies Act of Alberta to meet the needs and interests of the residents of the Crestwood neighborhood.

## **2. Bylaws**

- 2.1. These are the general Bylaws of the Society and replace all previous Bylaws.
- 2.2. These Bylaws shall come into effect after approval of the Special Resolution at the General Meeting and filing of such amendment with the Corporate Registry of Alberta.
- 2.3. The Bylaws may be rescinded, altered or added to by a Special Resolution.

## **3. Boundaries**

- 3.1. The Society has the geographic area of the Crestwood neighbourhood which is defined by:
  - 3.1.1. the MacKinnon Ravine to the north.
  - 3.1.2. the North Saskatchewan River to the east.
  - 3.1.3. the MacKenzie Ravine to the south.
  - 3.1.4. 149 Street to the west.
  - 3.1.5. Where the MacKenzie Ravine intersects 148 Street, the boundary follows 148 Street to 95 Avenue and heads west to 149 Street.

## **4. Membership**

- 4.1. The membership year will commence on September 1 and continues to August 31 of the subsequent year.
- 4.2. The membership types and fees for the Society shall be determined by the Board of Directors prior to the commencement of membership year.
- 4.3. To be a Member of the Society, individuals must reside in or own real property within the geographic area of the Society, abide by the Bylaws of the Society and have paid the non-refundable membership fee. Any person who is a Member of the Crestwood Community League is a Member of the Society.
- 4.4. Intentionally omitted.
- 4.5. A Member may resign their membership by writing to the Board of Directors that their membership be terminated.
- 4.6. A Member may be declared a Member Not in Good Standing if that Member has acted to harm the organization, as determined by the Board of Directors. A Member Not in Good Standing is not entitled to vote at general meetings (Annual and Special), attend Board of Directors meetings or to have any other rights and privileges of membership.
- 4.7. A Member of the Society may be expelled from the membership of the Society by special resolution of the Board of Directors for actions which are harmful to the League or its purposes. Members 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. Expulsions from the membership of the organization are effective immediately upon the completion of the vote to expel. Expelled members have the right to appeal through arbitration under the Alberta Arbitration Act. Costs for arbitration will be split between the parties.

## **5. Board Of Directors**

- 5.1. The Board of Directors shall be elected at the Annual General Meeting of the Society by the voting Members. In order to be elected to the Board of Directors, a candidate must be a Member of the Society and must receive the support of a simple majority of those present at the Annual General Meeting.
- 5.2. A Director elected at the Annual General Meeting shall assume office immediately following the Annual General Meeting.

- 5.3. The Society will elect from its membership four (4) Directors to serve as Officers, that will be known collectively as the Executive Committee, which have signing authority for the Society. These consist of the following positions:
  - 5.3.1. President.
  - 5.3.2. Vice-President.
  - 5.3.3. Secretary.
  - 5.3.4. Treasurer.
- 5.4. The Society may elect from its membership the following two (2) Directors to serve in the following positions:
  - 5.4.1. Director At Large #1.
  - 5.4.2. Director At Large #2.
- 5.5. The Directors and the Executive Committee together comprise the Board of Directors ("the Board").
- 5.6. Directors will be elected for a term of one (1) year and there is no limit on the number of consecutive terms that may be served.
- 5.7. A Director may resign by giving written notice to the Secretary, indicating the date at which the resignation will take effect.
- 5.8. The Board may fill a vacant director position for the unexpired portion of the term. Any such appointment must have a motion with two-thirds (2/3) in favor.
- 5.9. 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 to act as Director before the appointment or election.
- 5.10. Directors may be removed from office in the case of unsatisfactory performance, failure to perform duties and/or inappropriate behavior.
- 5.11. A Director may be removed from the Board by a motion with two-thirds (2/3) in favor of removal. The Director may not vote on a motion for their removal from office.
- 5.12. No Director shall receive any remuneration for their services in the process of fulfilling their elected duties.
- 5.13. Reimbursement for authorized out-of-pocket expenses incurred in the course of discharging any duty for the Society may be permitted.
- 5.14. Directors may provide compensated services to the Society beyond their elected duties. These services must be approved by the Board of Directors prior to the start of their services.
- 5.15. Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director for acts of fraud, dishonesty, or bad faith.
- 5.16. No Director is liable for the acts of any other Director or employee. No Director 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 is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Society, unless the act is fraudulent, dishonest, or in bad faith.
- 5.17. Directors can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

## **6. Executive Committee**

- 6.1. The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.
- 6.2. The President shall plan and preside over all meetings of the Board of Directors and all general meetings of the Society, or shall appoint another person to preside. The President shall also create Board meeting agendas, ensure that necessary reports are submitted prior to Board meetings, manage reporting to the rest of the organization, and manage staff and contractors according to Board directives.
- 6.3. The Vice-President shall assume the duties of the President in the absence of the President.

- 6.4. The Secretary shall prepare and ensure that the minutes of all meetings of the Board of Directors, and all general meetings of the Society, and all correspondence of the Board are properly kept. The Secretary is responsible for ensuring that a notice for all meetings of the Board of Directors and any general meeting of the Society is published in accordance with its Bylaws and policies. The Secretary will be responsible for the Society's corporate seal. The Board of Directors will determine appropriate and legitimate uses of the seal.
- 6.5. The Treasurer shall ensure that the books of account of the Society are properly kept. The Treasurer shall also be responsible for ensuring that the financial summary is presented regularly to the Board of Directors and at the Annual General Meeting. The Treasurer shall also prepare the annual budget for the Society.

## **7. Meetings**

- 7.1. Members may attend any meeting of the Society.
- 7.2. Members who are 18 years of age or older are eligible to vote at a general meeting (Annual and Special). The verification of an individual's residence within the defined geographic area of the Crestwood neighbourhood will be aligned with the requirements set forth by Elections Alberta.
- 7.3. Notice of a general meeting (Annual and Special) shall be given twenty-one (21) clear days in advance, through one or all of the notice media used by the Society such as: the community sign, the newsletter, email, social media or the website.
- 7.4. General meetings (Annual and Special) shall be held either in-person or electronically as determined by the Board. Hybrid general meetings are not permitted.
- 7.5. The Board of Directors determines the rules of order which shall govern its meetings.

## **8. Annual General Meeting**

- 8.1. The Annual General Meeting will be held between 90 and 180 days after the financial year end of the Society, on a date determined by the Board of Directors.
- 8.2. The Agenda for the Annual General Meeting shall be prepared by the Board of Directors and shall be distributed to the Membership. The agenda shall include the adoption of the agenda, the adoption of the minutes of the last Annual General Meeting, a presentation of the audited financial statements of the Society, the election of Directors, and decisions on all Special Resolutions brought forward by the Membership.
- 8.3. To be included in the Agenda for the Annual General Meeting, Special Resolutions must be received by the Secretary fourteen (14) clear days before the Annual General Meeting.
- 8.4. Quorum at an Annual General Meeting will be any six (6) attending Members of the Society in good standing. If quorum is not available, the meeting will be reconvened up to two (2) weeks later at a time and place determined by the President. At this reconvened meeting those Members in attendance may vote. The results of the votes will be considered final.
- 8.5. Votes will be taken by a show of hands with a simple majority of votes cast by attending Members. Voting by proxy will not be permitted.

## **9. Special General Meetings**

- 9.1. A Special General Meeting may be called in one of the following 3 ways upon:
  - 9.1.1. A motion by the Board of Directors.
  - 9.1.2. A signed written request, from at least four (4) Directors.
  - 9.1.3. A signed written request, from twenty-five (25) or more Members.
- 9.2. All requests for a Special General Meeting will express in writing the object(s) of business of the meeting's agenda and the motion(s) intended to be presented.
- 9.3. Quorum at a Special General Meeting will be any thirteen (13) attending Members of the Society in good standing. If quorum is not available, the meeting will be reconvened one (1) week later at the same time and place. At this second meeting those Members in attendance may vote. The results of the votes will be considered final.

- 9.4. Votes will be taken by a show of hands with a simple majority of votes cast by attending Members. Voting by proxy will not be permitted.

## **10. Board Meetings**

- 10.1. The Society will call Board of Directors meetings (“Board Meetings”) as required. Notice of a meeting shall be given to the Directors a minimum of seven (7) clear days before the meeting, unless all Directors agree to abridge the notice period.
- 10.2. The accidental omission to give notice will not invalidate the proceedings at any such meeting.
- 10.3. Quorum for a Board Meeting shall be any four (4) Directors, one of whom must be an Officer.
- 10.4. Board Meetings may be in-person, virtual or hybrid determined by the President.
- 10.5. Voting at any Board Meeting will be by a show of hands with a simple majority of votes cast by attending Directors in good standing.
- 10.6. Directors have an obligation to disclose all interests which could conflict, appear to conflict, or do conflict with their duties and responsibilities to the Society and result in gain for their private interests and/or for related persons. The Directors shall review the disclosure and vote to determine if a conflict of interest exists.
- 10.7. Directors may only abstain from casting a vote on a motion if the Board of Directors has voted that a conflict of interest exists. In cases where a Director abstains from casting a vote on a motion, their abstinence should be noted by the Secretary. An abstaining Director shall count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.
- 10.8. For those matters which cannot reasonably be deferred until the next Board Meeting, Directors may vote on a motion by email. The motion will be emailed to all Directors, and voting will be by email response to the motion. A simple majority of votes cast by Directors in good standing is required for the motion to pass. The votes will be counted after all Directors have responded, or after 72 hours from the motion being emailed and receiving a simple majority, the motion will pass. Directors who do not respond to the motion within the 72-hour period will be marked as having abstained from the vote. The date on the motion shall be the date on which the motion was passed.
- 10.9. Members may attend as observers, but are not allowed to vote, and must leave if asked.

## **11. Committees**

- 11.1. The Society may, at its discretion, create Ad Hoc Committees deemed necessary to conduct the Society'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.
- 11.2. The Society may, at its discretion, create Standing Committees as may be deemed necessary to conduct the Society'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.

## **12. Financial and Auditing**

- 12.1. The fiscal year end of the Society in each year shall be December 31.
- 12.2. An annual audit of the Society's financial statements will be conducted by an independent Professional Accountant or by two (2) Members of the Society not currently serving on the Board, appointed for that purpose at a Board Meeting.
- 12.3. The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to Directors responsible for the books and records. The Executive Committee will at all times have access to the books and records.
- 12.4. Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

- 12.5. Two Officers of the Board shall sign-off on all financial withdrawals by, including but not limited to, cheques, bank draft, money order or electronic banking.
- 12.6. No two Members of the same Census Family will be signing authorities.
- 12.7. No signing authority will approve a financial withdrawal where they are the payee.
- 12.8. All contracts of the Society must be signed by the Officers or other persons authorized to do so by the Board.

### **13. Borrowing Powers**

- 13.1. At an Annual General Meeting or Special General Meeting, a Special Resolution of the Members of the Society may be put forward for the borrowing, raising or otherwise securing of funds for the purpose of managing the Society. Any two (2) Officers may sign notes or give security on behalf of the Society in exercise of this power.

### **14. Dissolution**

- 14.1. The Society may be dissolved by a Special Resolution, passed at a Special General Meeting of the Society, called for the express purpose of considering dissolution.
- 14.2. Upon dissolution, pending any contractual obligations, the property of the Society shall be distributed to the EFCL who will hold the assets in trust for any Community League which may emerge in the boundaries of the League.

### **15. Dispute Resolution**

- 15.1. This section applies to any dispute arising out of the affairs of the Society or the application of its Bylaws.
- 15.2. The Dispute may be between:
  - 15.2.1. Members, or
  - 15.2.2. the Society and its Directors or its Officers, or
  - 15.2.3. the Society or its Directors or its Officers and either
    - 15.2.3.1. a Member, or
    - 15.2.3.2. a former Member who was a Member within the previous 12 months.
- 15.3. Any dispute subject to Subsection 1 and 2 will be resolved by:
  - 15.3.1. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
  - 15.3.2. Written appeal to the board (and/ or other appropriate committee) for a decision. If resolution is not achieved, then by:
  - 15.3.3. 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:
  - 15.3.4. Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.
- 15.4. The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.
- 15.5. 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.
- 15.6. 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.
- 15.7. Any costs for mediation and arbitration will be shared equally by the parties.

[insert signature page]

DRAFT