

Downtown Edmonton Community League Bylaws

Approved Date: _____

Downtown Edmonton Community League Bylaws

1. Name

The name of the society shall be “Downtown Edmonton Community League”, which is also referred to hereinafter as “DECL” or “the Society”.

2. Bylaws

These are the general Bylaws of DECL and replace all previous Bylaws. Bylaws refers to the Bylaws of the Society, as amended.

3. Boundaries

The boundaries of DECL are as follows. All descriptions are assumed to follow the centre line of the indicated roadways, pathways, and the river.

West: Multi-Use Trail Corridor between 109/110 Street

From the intersection point of the North Saskatchewan River and the High Level Bridge, north along the High Level Bridge and access roads to 97 Avenue NW, west along 97 Avenue NW to the multi-use pathway along the rail right-of-way, north along the multi-use pathway to its exit on 110 Street NW just south of Jasper Avenue, north along 110 Street NW to the lane north of Jasper Avenue NW, north along the multi-use pathway to 104 Avenue NW, north on the service road through MacEwan University to 105 Avenue NW.

North: 105 Avenue

East along 105 Avenue NW to 101 Street NW, north along 101 Street NW to the lane south of 105A Avenue NW, east along the lane and its extension which becomes 105 Avenue NW to 97 Street NW.

East: 97 Street

Southerly along 97 Street NW to Jasper Avenue NW, easterly along Jasper Avenue NW to 96 Street NW, south along 96 Street to 101 Avenue NW and along the multi-use pathway skirting the north and east side of Louise McKinney Park to the pedestrian bridge, southerly across the pedestrian bridge to the midpoint of the North Saskatchewan River.

South: River Valley Road/97 Avenue/Macdonald Drive/Grierson Hill Road

Westerly along the North Saskatchewan River to the Low Level Bridge, northerly along the bridge and access road to Grierson Hill Road NW, southwesterly along Grierson Hill Road NW to 97 Avenue NW, west along 97 Avenue NW to 106 Street NW, south along 106 Street NW to

southeast parking lot of the Terrace Building, through the parking lot to the southeast exit road, southwesterly along the Terrace Building parking lot exit to River Valley Road NW, east along River Valley Road NW to 105 Street NW, southerly along 105 Street NW and 105 Street Bridge to the midpoint of the North Saskatchewan River, west along the North Saskatchewan River contrary to the water flow back to High Level Bridge.

4. Membership

4.1. The membership year is September 1 to August 31.

4.2. Membership Fees

4.2.1. The membership fees for each category of members will be decided annually by the Board.

4.3. Membership Criteria

To be considered a Member of DECL, the following criteria must be met within the current membership year:

4.3.1. The member is named on a member registration form and a membership card (paper or digital) and membership number has been provided to them. The form can be completed by any format available through either DECL or Edmonton Federation of Community Leagues.

4.3.2. The member lives within the boundaries of DECL.

4.3.3. The membership fee has been paid, if a fee has been set for that membership year.

4.3.4. The member is not under 18 years old. Children are not eligible to hold membership.

4.4. Institutional Associate Members are any business, institution, or organization located within the defined boundaries of the League that has paid the Institutional Associate Membership fee. Institutional Associate Members do not have voting rights.

4.5. Register of Members

The Board of Directors will keep a register of members, which will contain the names of the members of the Society.

4.6. Rights and Privileges of Members in Good Standing

4.6.1. A Member of DECL is a Member “in Good Standing” if they do not meet the criteria for being “Not in Good Standing”.

4.6.2. Any Member “in Good Standing” is entitled to:

- 4.6.2.1. To receive notice of meetings of the Society.
- 4.6.2.2. To attend General meetings and Board of Directors meetings.
- 4.6.2.3. To vote at General meetings. A voting member is entitled to one (1) vote at a meeting of the Society.
- 4.6.2.4. To speak at meetings of the Society.
- 4.6.2.5. To exercise other rights and privileges given to members in these bylaws.

4.7. Rights and Privileges of Members “Not in Good Standing”

- 4.7.1. A Member of DECL may be a Member “Not in Good Standing” if that Member has engaged in any of the below, as determined by the Board of Directors:
 - A. Has done anything or failed to do anything judged to be harmful to the Society.
 - B. Has failed to abide by the Bylaws.
 - C. Has been disloyal to the Society.
 - D. Has disrupted meetings or functions of the Society.
- 4.7.2. Members “Not in Good Standing” are entitled to the privileges of members in Good Standing, except that they are not entitled to vote at general meetings (Annual and Special) or to attend Board of Directors meetings.

4.8. Suspension of Membership

- 4.8.1. Notice to the Member
 - 4.8.1.1. The affected member will receive written notice of the Board’s intention to determine whether that Member should be suspended from voting at general meetings or attending Board of Directors meetings. The Member will receive at least two (2) weeks notice before the meeting occurs.
 - 4.8.1.2. The notice will be sent by single registered mail or email to the last known address of the Member shown in the Register of Members of the Society. The notice may also be delivered by an Officer of the Board.
 - 4.8.1.3. The notice will state the reasons why suspension is being considered.
- 4.8.2. Decision of the Board
 - 4.8.2.1. 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.

- 4.8.2.2. The Board will determine how the matter will be dealt with, and may limit the time given to the Member to address the Board.
- 4.8.2.3. The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 4.8.2.4. The decision of the Board is final.
- 4.8.2.5. Members may appeal a decision through the Dispute Resolution Bylaws Clause (Section 9).

4.9. Termination of Membership

- 4.9.1. A Member of DECL may be expelled from the Membership of the organization by special resolution of the Board of Directors for actions which are harmful to the League or its purposes.
 - 4.9.1.1. Members of DECL who are being considered for Expulsion are entitled to notice forty-eight (48) hours before the vote by the Board of Directors, an opportunity to defend themselves before the Board of Directors immediately prior to the scheduled vote and notice on the result of the vote within forty-eight (48) hours of the vote.
 - 4.9.1.2. Expulsions from the Membership of the organization are effective immediately upon the completion of the vote to expel.
 - 4.9.1.3. Expelled members have the right to appeal through arbitration under the Alberta Arbitration Act. Costs for arbitration will be split between the parties.
 - 4.9.1.4. Members may appeal a decision through the Dispute Resolution Bylaws Clause (Section 9).
- 4.9.2. Membership will be ended upon a member's death.

5. Governance

5.1. Board of Directors

The Board of Directors of the Society is hereinafter referred to as the "Board". A Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

5.1.1. Composition of the Board

The Board consists of no more than fifteen (15) Directors:

- A. The President;
- B. A maximum of thirteen (13) Directors-at-large elected at the Annual General Meeting from among the Voting members; and
- C. The immediate Past President.

5.1.2. 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.

5.1.3. 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. Maintaining and protecting the Society's assets and property;
- D. Approving an annual budget for the Society;
- E. Paying all expenses for operating and managing the Society;
- F. Paying persons for services and protecting persons from debts of the Society;
- G. Investing any extra monies;
- H. Financing the operations of the Society, and borrowing or raising monies;
- I. Approving all contracts for the Society;
- J. Maintaining all accounts and financial records of the Society;
- K. Appointing legal counsel as necessary;
- L. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- M. Selling, disposing of, or mortgaging any or all of the property of the Society; and
- N. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.

5.1.4. Election and Appointment of the Directors and the President

- 5.1.4.1. A person elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. This person 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, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

- 5.1.4.2. Voting members may elect any Director of the Board for a maximum of three (3) consecutive terms of three (3) years each, excluding the non-elected position of Past President.
 - 5.1.4.3. Voting members elect the President at the Annual General Meeting. Voting members may elect the President for a maximum of three (3) consecutive terms of three (3) years each.
 - 5.1.4.4. The Past President is automatically appointed at the Annual General Meeting immediately after the vote for a new President. The Past President may serve for a maximum of three (3) consecutive terms of three (3) years each or until the appointment of a new Past President.
 - 5.1.4.5. In the case that no other member will accept a nomination and efforts have been made to secure a suitable candidate, a resolution can be made to nominate a Director for an additional term.
 - 5.1.4.6. 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 Annual General Meeting.
- 5.1.5. Resignation, Death or Removal of a Director
- 5.1.5.1. A Director may resign from the Board by submitting a letter of resignation. The resignation is deemed to be effective thirty (30) clear days after the letter of resignation is received by the Secretary of the Board or immediately if requested in the letter. The resignation takes effect either at the end of the 30 days notice, or on the date the Board accepts the resignation.
 - 5.1.5.2. Directors may be removed from office in the case of unsatisfactory performance, failure to perform duties and/or inappropriate behavior. There must be a $\frac{2}{3}$ (two-thirds) majority vote of the Directors for this to happen.
 - 5.1.5.3. If a Director is absent from three (3) consecutive duly called meetings of the Board, without prior written notice to the Board or President, then this will trigger a removal process vote as defined in 5.1.5.3.
- 5.1.6. Meetings of the Board
- 5.1.6.1. The Board holds at least six (6) meetings each year.

- 5.1.6.2. The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing or by motion at a meeting and state the business of the meeting.
- 5.1.6.3. Ten (10) days' notice for Board meetings is mailed to each Board member. There may be five (5) days' notice by telephone or e-mail. Board Members may waive notice.
- 5.1.6.4. A majority of existing Directors, or five (5) Directors, whichever is less, present at any Board meeting is a quorum.
- 5.1.6.5. Each Director, including the President and the Past President, has one (1) vote.
- 5.1.6.6. 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.
- 5.1.6.7. Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 5.1.6.8. 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.
- 5.1.6.9. A meeting of the Board may be held in-person, online, or by conference call. Directors who participate in this meeting are considered present for the meeting.
- 5.1.6.10. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.1.6.11. A Director may waive formal notice of a meeting.

5.2. Officers

- 5.2.1. The Officers of the Society are the President, Vice-President, Secretary and Treasurer.
- 5.2.2. At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers except the President, for the following year.
- 5.2.3. The Officers hold office until re-elected or until a successor is elected.

5.3. Duties of the Officers of the Society

5.3.1. The President:

- A. Supervises the affairs of the Board,
- B. When present, chairs all meetings of the Society, the Board and the Executive Committee;
- C. Is an ex officio member of all Committees, except the Nominating Committee;
- D. Acts as the spokesperson for the Society;
- E. Chairs the Executive Committee; and
- F. Carries out other duties assigned by the Board.

5.3.2. The Vice President:

- A. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- B. Replaces the President at various functions when asked to do so by the President or the Board;
- C. Is a member of the Executive Committee; and
- D. Carries out other duties assigned by the Board.

5.3.3. The Secretary:

- A. Attends all meetings of the Society, the Board, and the Executive Committee;
- B. Keeps accurate minutes of these meetings;
- C. Has charge of the Board's correspondence;
- D. Makes sure a record of names and addresses of all Members of the Society is kept;
- E. Makes sure all notices of various meetings are sent;
- F. Keeps the Seal of the Society;
- G. Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- H. Is a member of the Executive Committee; and
- I. Carries out other duties assigned by the Board.

5.3.4. The Treasurer:

- A. Makes sure annual fees are collected and deposited;
- B. Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- C. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;

- D. Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- E. Chairs the Finance Committee of the Board;
- F. Is a member of the Executive Committee; and
- G. Carries out other duties assigned by the Board.

5.3.5. The Past President:

- A. Is a member of the Executive Committee; and
- B. Carries out other duties assigned by the Board.

5.4. Board Committees

5.4.1. Establishing Committees

- 5.4.1.1. The Board may appoint committees to advise the Board.

5.4.2. General Procedures for Committees

- 5.4.2.1. A Board Member chairs each committee created by the Board.

- 5.4.2.2. The Chairperson calls committee meetings. Each committee:

- A. Records minutes of its meetings;
- B. Distributes these minutes to the committee members and to the Chairpersons of all other committees;
- C. Provides reports to each Board meeting at the Board's request.

- 5.4.2.3. The meeting Notice must be mailed or emailed five business days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

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

- 5.4.2.5. 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.

5.5. Standing Committees

The Board establishes these standing committees:

5.5.1. Executive Committee:

- A. Consists of the President, Past President, Vice-President, Secretary and Treasurer.

- B. Is responsible for: Planning agendas for Board meetings; Carrying out emergency and unusual business between Board meetings; Reporting to the Board on actions taken between Board meetings; and Carrying out other duties as assigned by the Board.
 - C. Meets as required throughout the year. The meetings are called on by the President or on the request of any two (2) other Officers. They must request the President in writing to 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 virtually. 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.
- 5.5.2. Nominating Committee:
- A. Shall annually complete an assessment of the existing Board Members. They shall recommend a slate of new candidates for Board membership at the Annual General Meeting, based on the qualifications of outgoing Board members and their perception of required qualifications for new Board members.
- 5.5.3. Finance Committee:
- A. Shall be chaired by the Treasurer and shall oversee the accounts of DECL.

6. General Meetings

6.1. General (Annual and Special)

- 6.1.1. The Quorum at a general meeting for DECL shall be fifteen (15) registered members of DECL at the time of the general meeting.
- 6.1.2. Subject to clauses 6.1.2.1, 6.1.2.2, and 6.1.2.3 below, any matter at a General Meeting shall be decided by a simple majority of Members present at the general meeting.
 - 6.1.2.1. Matters that result in organizational debt, as outlined in clauses 7.4 and 7.5, shall be decided by a three-quarters ($\frac{3}{4}$) majority of Members present at the General Meeting.

- 6.1.2.2. The Dissolution of the organization shall be governed by the process outlined in Section 10.
- 6.1.2.3. Modifications to the Bylaws of the organization shall be decided upon at general meetings, and shall be decided by a three-quarters ($\frac{3}{4}$) majority of members present at the general meeting.
- 6.1.3. All members of DECL in Good Standing are entitled to vote on all matters at general meetings, provided they are present at the meeting. Votes will be taken by a show of hands, and voting by proxy will not be permitted.
- 6.1.4. The Board may determine that a General Meeting will be held entirely or in part by means of a virtual meeting.
- 6.1.5. 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.
- 6.1.6. Directors participating are considered present for the meeting
- 6.1.7. If secret ballot voting is required, supports for anonymous voting must be provided. Anonymous voting will be considered secret ballot voting for the purpose of such a meeting.
- 6.2. Proceedings at the Annual or a Special Meeting
 - 6.2.1. Resolutions
 - 6.2.1.1. A resolution is 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
 - 6.2.1.2. 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.
 - 6.2.1.3. Special Resolution means: 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 that proposed resolution. There must be approval by a vote of 75% of the voting Members..
 - 6.2.1.4. 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.

6.2.2. 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.

6.2.3. 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 canceled, the meeting is rescheduled at a date to be determined.

6.2.4. Presiding Officer

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

6.2.4.2. 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.

6.2.5. Adjournment

6.2.5.1. 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.

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

6.2.5.3. 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.

6.2.6. Voting

6.2.6.1. Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it. A secret ballot may be used in the case of an online or in-person vote.

6.2.6.2. 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.

6.2.6.3. A Voting Member may not vote by proxy.

- 6.2.6.4. 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.
- 6.2.6.5. 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.
- 6.2.6.6. Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- 6.2.6.7. Members may withdraw their request for a ballot.
- 6.2.6.8. The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

6.2.7. Failure to Give Notice of meeting

- 6.2.7.1. No action taken at a General meeting is invalid due to:
 - 6.2.7.1.1. Accidental omission to give any notice to any Member;
 - 6.2.7.1.2. Any Member not receiving any notice; or
 - 6.2.7.1.3. Any error in any notice that does not affect the meaning.

6.3. Annual General Meeting

- 6.3.1. The Society holds its Annual General Meeting no later than April 30 of each calendar year, in Edmonton, Alberta. The Board sets the place, day and time of the meeting.
- 6.3.2. Notice of the Annual General Meeting shall be given twenty one (21) clear 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. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 6.3.3. Agenda for the Meeting
 - 6.3.3.1. 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. Electing the President;
- G. Electing the Members of the Board;
- H. Considering matters specified in the meeting notice;
- I. Other specific motions that any members has given at least seven (7) days notice of before the meeting is called.

6.4. Quorum

Fifteen (15) members shall constitute a quorum, a minimum of which four (4) shall be members who are not Directors of the Board.

6.5. Special General Meetings

- 6.5.1. Special General Meeting may be called in one of the following 3 ways: At the discretion of the Board President, OR with a letter signed by a minimum of 3 Board members, OR with a letter signed by a minimum of 15 members or 20% of the Organization, whichever is greater.
- 6.5.2. Notice for a Special General Meeting must be given in the same manner as the notice for the Annual General Meeting. The Notice shall include a statement of the purpose of the Special General Meeting and an agenda.

7. Records and Financial Matters

7.1. The Registered Office

- 7.1.1. The Registered Office of the Society is located in Edmonton, Alberta.

7.2. Finance and Auditing

- 7.2.1. The fiscal year of the Society ends on December 31 of each year.
- 7.2.2. There must be an audit of the books, accounts and records of the Society at least once each year. An accountant who does a full audit or an accountant doing a "notice to reader" letter, or by two community members not connected to the board verifying the information in the financial statements.
- 7.2.3. Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

7.3. Seal of the Society

- 7.3.1. The Board may adopt a seal as the Seal of the Society.

- 7.3.2. The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 7.3.3. The Seal of the Society can only be used by Officers authorized by Board. The Board must pass a motion to name the authorized Officers.
- 7.4. Authorizing Financial Transactions of the Society
 - 7.4.1. The designated Officers of the Board sign all financial transactions on the monies of the Society. Two signatures are required on all cheques. Staff may not sign his/her own cheque.
 - 7.4.2. All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.
- 7.5. The Keeping and Inspection of the Books and Records of the Society
 - 7.5.1. The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
 - 7.5.2. The Secretary ensures the Minute Books are kept at the Registered Office of the Society or in digital format. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
 - 7.5.3. 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 law.
 - 7.5.4. A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or Secretary of the Society of their intention to do so.
 - 7.5.5. 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.
 - 7.5.6. All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.
 - 7.5.7. Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.
- 7.6. Borrowing Powers
 - 7.6.1. The Society may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

- 7.6.2. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- 7.7. Payments
 - 7.7.1. No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.
 - 7.7.2. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- 7.8. Protection and Indemnity of Directors and Officers
 - 7.8.1. 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 their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
 - 7.8.2. 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 their role for the society, unless the act is fraud, dishonesty or bad faith.
 - 7.8.3. 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.

8. Bylaw Amendment

- 8.1. These Bylaws may be canceled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.
- 8.2. The twenty-one (21) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3. The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

9. Dispute Resolution Bylaws Clause

- 9.1. This section applies to any dispute arising out of the affairs of the society or the application of its bylaws:
- 9.2. The Dispute may be between:
 - A. members, or
 - B. the Society and its Directors or its Officers, or
 - C. the Society or its Directors or its Officers and either
 - a. a member, or
 - b. a former member who was a member within the previous # months.
- 9.3. Any dispute subject to Subsection 1 and 2 will be resolved by:
 - A. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
 - B. Written appeal to the board (and/ or other appropriate committee) for a decision. If resolution is not achieved, then by:
 - C. 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:
 - D. Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.
- 9.4. The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.
- 9.5. 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.
- 9.6. 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.

10. Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 10.1. Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 10.2. Headings are for convenience only. They do not affect the interpretation of these Bylaws.

11. Dissolution

- 11.1. 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.
- 11.2. Upon dissolution, pending any contractual obligations, the property of the Society shall be distributed to the Edmonton Federation of Community Leagues who will hold the assets in trust for any Community League which may emerge in the boundaries of the League.