

McQueen Community League

BYLAWS

Approved for adoption at the

October 9, 2019 GM

McQueen Community League Bylaws

Articles:

1. Name

The name of the society shall be the McQueen Community League. The McQueen Community League is referred to hereinafter as "MCL".

2. Bylaws

These are the general Bylaws of MCL and replace all previous Bylaws.

3. Boundaries

The boundaries of the MCL are as follows:

The area bounded: on the South by 107 Avenue,
 on the West by 149 Street,
 on the North by 111 Avenue, and
 on the East by 142 Street.

4. Membership

4.1. The Membership of the MCL includes any individual who has paid the membership fee of the MCL within the current membership year, who resides and/or owns property within the boundary as defined in Article 3, and who have submitted a completed MCL membership application form to the MCL membership director. The individual will now be referred to hereinafter as the "Member".

4.1.1. Membership may be granted to individuals who reside outside of the MCL boundaries as defined in Article 3. These members will have no voting rights as stated in Articles 4.2 and 6.1.3.

4.1.2. Honorary Membership may be granted to individuals who have contributed to the MCL in an outstanding way. Individuals may be nominated for honorary membership by special resolution at any general meeting. Honorary memberships have all the same rights and privileges as other memberships, but do not expire with time.

4.1.3. Membership may be terminated by the Member submitting a request in writing to the board of directors that their membership be terminated.

- 4.2.** The Membership of the MCL who reside within the boundaries of the MCL as defined in Article 3 are entitled to vote, (one (1) vote per Membership per matter to be voted on) at general meetings (annual and special) and to attend board of directors meetings.
- 4.3.** A Member of the MCL may be a Member not in good standing if that Member has intentionally acted to harm the MCL, as determined by the board of directors. Members not in good standing are not entitled to vote at general meetings (annual and special) or to attend board of directors meetings.
- 4.4.** A Member of the MCL may be expelled from the Membership of the MCL by a vote of seventy-five percent or more ($\geq 75\%$) of the board of directors.
- 4.4.1.** Members of the MCL Membership 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.
- 4.4.2.** Expulsions from the Membership of the MCL are effective immediately upon the completion of the vote to expel.
- 4.4.3.** Members who have been expelled from the MCL Membership are entitled to an appeal, wherein a special general meeting shall be called and the status of the expelled Member shall be confirmed or overturned by a vote of two-thirds or more ($\geq \frac{2}{3}$) of the Membership present at the special general meeting. Members are only eligible to vote on the expulsion of another Member if they were a registered Member of the MCL at the time of the incident which resulted in expulsion.

5. Governance

5.1. Board of directors

- 5.1.1.** The MCL shall be governed by a board of directors consisting of not less than six (6) and not more than twelve (12) directors.
- 5.1.2.** The board of directors shall be elected at the annual general meeting (“AGM”) of the MCL by the voting Members. In order to be elected to the board of directors, a candidate must be a Member of the MCL, must reside within the boundaries of the MCL as defined in Article 3, and must receive the support of a simple majority of those present at the annual general meeting.

- 5.1.3.** A director elected at the annual general meeting shall assume office on the 1st day of the 1st month following the election.
- 5.1.4.** The board may appoint additional directors, provided that the number of directors does not exceed twelve (12). Any such appointment must have the support of two-thirds ($\frac{2}{3}$) of the existing directors on the board. Any director who is appointed by the board must have their appointment ratified at the next general meeting of the MCL. A person so appointed assumes office immediately upon appointment; term limits are subject to Article 5.1.5.
- 5.1.5.** The term of office of a director shall be a maximum of two (2) years from the date that they assume office. A member who has served three (3) consecutive terms as a director must remain off the board of directors for a period of one (1) year before seeking re-election to the board.
- 5.1.6.** 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.
- 5.1.7.** A director shall be deemed to have resigned from the board if they miss three (3) board of directors meetings per AGM-to-AGM period without valid reasons brought to the board's attention. Such a person may be reinstated to the board by a resolution with the support of the board (subject to Article 5.1.4).
- 5.1.8.** Directors may be removed from office in the case of unsatisfactory performance and/or inappropriate behavior.
- 5.1.8.1.** A Director may be removed from the board by a motion with two-thirds ($\geq\frac{2}{3}$) of the board in favor of removal. Board members may not vote on a motion for their removal from office.
- 5.1.8.2.** A director may be removed from the board by a petition for removal signed by fifty percent (50%) of the registered Membership. Should a registered Member wish to petition for the removal of a director, they are required to notify the board of directors in writing. The board of directors is required to send written notice of the petition to all registered Members within fourteen (14) calendar days of receiving the notification. The petitioning member shall be in charge of collecting signatures for the petition, and has sixty (60) calendar days from the date that the Membership is notified of the petition to submit the petition to the board of directors. If over fifty percent (50%) of the

Membership has signed the petition, the director shall be removed from the board of directors, effective upon receipt of the petition.

- 5.1.9. The board of directors shall meet once per calendar month at least nine (9) times per year. Notice of a meeting shall be given to directors a minimum of seven (7) clear days before the meeting, unless all directors agree to abridge the notice period.
- 5.1.10. Quorum for a meeting of the board of directors shall be the two-thirds ($\frac{2}{3}$) the number of board members.
- 5.1.11. The board of directors may determine the rules of order which shall govern its meetings.
- 5.1.12. Directors may only abstain from casting a vote on a motion if they declare a legitimate conflict of interest that prevents them from voting. In cases where directors abstain from casting a vote on a motion, their abstinence 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.
- 5.1.13. **Emergency powers of the board of directors:**
 - 5.1.13.1. An emergency situation is defined as a situation that meets the following criteria:
 - 5.1.13.1.1. The situation requires board intervention to be resolved,
 - 5.1.13.1.2. The situation requires intervention before the next scheduled meeting of the board of directors to prevent negative impact on the organization, and/or
 - 5.1.13.1.3. It is not possible to schedule an emergency meeting of the board that can be attended by a quorum of board members.
 - 5.1.13.2. In the case of an emergency situation, the president is required to oversee the emergency decision-making progress. The president is required to:
 - 5.1.13.2.1. Attempt to contact each director until the director is contacted, or until the president has unsuccessfully attempted to contact the director through a minimum of two (2) methods of communication,
 - 5.1.13.2.2. Propose a board action that will resolve the emergency situation,
 - 5.1.13.2.3. Take a vote of the contacted directors on the action proposed in Article 5.1.13.2.2. The president is empowered to implement the action if all

successfully contacted directors vote in favor of the action (unanimous). Votes may be counted over email, so long as the president has made verbal contact with the voting director.

5.1.13.2.4. If the successfully contacted directors do not unanimously support a course of action by the time that board action is required, the president must act on behalf of the board and be accountable for those decisions.

5.1.13.3. All actions taken by the board in emergency situations must be ratified at the next scheduled board meeting.

5.1.14. Directors shall not receive any remuneration for their work on the MCL board of directors.

5.2. Executive committee

5.2.1. The board of directors of the MCL shall appoint an executive committee from its members.

5.2.2. The executive committee of the MCL will consist of the president, the vice-president, the secretary, and the treasurer.

5.2.3. The president, vice-president, secretary, and treasurer of the MCL shall be chosen by the board of directors at the first meeting of the board of directors following the AGM. Should a position become vacant, the board shall fill it as needed. Unless otherwise vacated, the positions of president, vice-president, secretary and treasurer shall be held until the first AGM following appointment of the positions.

5.2.4. The president shall plan and preside over all meetings of the board of directors and all general and special meetings of the MCL, 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 according to board directives.

5.2.5. The vice-president shall assume the duties of the president in the absence of the president.

5.2.6. The secretary shall ensure that the minutes of all meetings 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 MCL is published in accordance with its Bylaws and policies.

- 5.2.7. The treasurer shall ensure that the books of account of the MCL are properly kept. The treasurer shall also be responsible for ensuring that the financial summary is presented regularly to the board and at the AGM.
- 5.2.8. The board may add other members to the executive committee as it sees fit.
- 5.2.9. The executive committee shall meet as required. Notice of the meeting shall be given at least seven (7) days before the meeting, unless all members of the executive committee agree to abridge the notice period. This could be once or twice per year for season start up and conclusion.
- 5.2.10. The executive committee is responsible for ensuring that all policies and directives of the board of directors are implemented.
- 5.2.11. A member of the executive committee may resign their position on the executive committee by submitting a letter of resignation to the board of directors. A director may resign from the executive committee without resigning from the board of directors.

5.3. Other committees and/or director positions

- 5.3.1. There may be the following standing committees of the MCL:

The nominating committee,
the financial committee, and
the policy committee.

- 5.3.2. The nominating committee shall annually complete an assessment of the existing board members. They shall recommend candidates for board appointment at the AGM, based on the qualifications of outgoing board members and their perception of required qualifications for new board members.
 - 5.3.2.1. Any person wishing to submit their name for candidacy to the nominating committee may be required to submit a resume to the nominating committee for review at least one (1) calendar month before the AGM.
- 5.3.3. The financial committee shall be chaired by the treasurer and shall oversee the accounts of the MCL.
- 5.3.4. The policy committee shall recommend policies to the board and periodically review all policies of the board.

- 5.3.5.** The board of directors may create other committees as deemed necessary, as long as all committees contain at least one sponsoring Director.
- 5.3.6.** Committees created by the board of directors can be delegated authority to act on behalf of the board of directors, but not responsibility. The authority delegated to a committee shall be limited to the authority explicitly described in the motion to create the committee.

6. General meetings

6.1. General (annual and special)

- 6.1.1.** The quorum at a general meeting for the MCL shall be eight or more (≥ 8) Members of the MCL at the time of the general meeting.
- 6.1.2.** Subject to Articles 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 two-thirds ($\frac{2}{3}$) majority of Members present at the general meeting.
- 6.1.2.1.** Matters that result in organizational debt, as outlined in Articles 7.4 and 7.5, shall be decided by a four-fifths ($\frac{4}{5}$) majority of Members present at the general meeting.
- 6.1.2.2.** The dissolution of the MCL shall be governed by the process outlined in Article 9.
- 6.1.2.3.** Modifications to the Bylaws of the MCL shall be decided upon at general meetings, and shall be decided by a four-fifths ($\frac{4}{5}$) majority of members present at the general meeting.
- 6.1.3.** All registered Members of the MCL who reside within the boundaries of the MCL as defined in Article 3 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. Review Article 4.2

6.2. Annual general meeting

- 6.2.1.** The AGM of the MCL shall be held within four (4) months of the financial year end, on a date determined by the board of directors.

6.2.2. Notice of the AGM shall be given before thirty (30) clear days in advance. Notification of the AGM will be accomplished via communication methods approved by the board of directors that are relevant and/or applicable at that time.

6.2.3. The agenda for the AGM shall be prepared by the board of directors and shall be distributed to the Membership at the AGM. The agenda shall include, at a minimum, an annual summary report, a presentation of the financials of the organization (as detailed in Article 7.3), reports from all committees formed over the previous year, reports from the directors, a presentation of the planned board activities for the upcoming year, the election of board members to fill vacant board positions (as detailed in Article 5.1.4), and decisions on all special resolutions brought forward by the Membership. To be included in the agenda for the AGM, special resolutions must be received by the secretary fourteen (14) clear days before the AGM.

6.3. Special general meetings

6.3.1. A special general meeting may be called in one of the following three (3) ways: at the discretion of the board president, or with a letter signed by a minimum of three (3) board members, or with a letter signed by a minimum of fifteen (15) members.

6.3.2. Notice for a special general meeting must be given in the same manner as the notice for the AGM. The notice shall include a statement of the purpose of the special general meeting.

7. Records and financial matters

7.1. The records and books of account of the MCL shall be retained by the treasurer of the board of directors or a designate. Audited financial statements shall be made available upon request; individuals who have requested to inspect the records and books of account will be given access at one (1) of the three (3) subsequent board of directors meetings after the request has been received by the board in writing.

7.2. The board of directors shall appoint auditors each year to audit the books of account. The audit must be done by persons who do not have signing authority on any of the MCL's bank accounts, and have not had signing authority within the previous two (2) calendar years. The selected auditor will be approved by the board of directors, and the audit must be completed in time for the AGM.

7.3. 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 MCL's income, disbursements, assets, and liabilities.

7.4. The board may not incur any debt without successfully obtaining authorization from the Membership by way of a general meeting. If the board of directors is requesting permission from the Membership to incur debt, the notice for the general meeting shall explicitly state that the organization may incur debt as a result of the meeting, and the general meeting shall be subject to Article 7.4.1.

7.4.1. Before requesting authorization to incur organizational debt, the board of directors 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.

7.5. Debt incurred by the organization is restricted in use to the plan outlined in Article 7.4.1. Amendments to the use of debt must receive support of the Membership at a general meeting.

7.6. Any contract or other legal document relating to the business of the MCL may be signed by any person appointed by the board of directors to sign on its behalf.

8. Dispute resolution bylaws clause

8.1. This section applies to any dispute arising out of the affairs of the society or the application of its bylaws:

8.2. 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
 - i. a Member, or
 - ii. a former member who was a Member within the previous twelve (12) months.

8.3. 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.

8.4. The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.

8.5. 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.

8.6. 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.

9. Dissolution

9.1. The MCL may be dissolved by a special resolution, passed by a majority of not less than four-fifths ($\frac{4}{5}$) of the Members present at a special general meeting of the MCL, called for the express purpose of considering dissolution.

9.2. The meeting to dissolve the MCL shall have a quorum of fifty-one percent (51%) of the Membership present and shall require notice of thirty (30) clear days.

9.3. Upon dissolution, the property of the MCL shall be distributed to a registered charitable local organization whose objectives are similar to those of the MCL.

Date: _____

Signature: _____	<u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:				
Signature: _____	<u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:				
Signature: _____	<u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:				
Signature: _____	<u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:				
Signature: _____	<u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:				
WITNESS Signature: _____	<u>City/Town</u>	Address	<u>Province</u>	<u>Apartment</u> <u>Postal Code</u>
Print Name:				