



Fraser Community League Bylaws

Article 1 - Name

The Name of the Society is the Fraser Community League.

Article 2 - Boundaries

The Community League shall encompass that portion of the City of Edmonton with boundaries described as follows or otherwise as may from time to time be determined jointly by the league executive, the Edmonton Federation of Community Leagues and the City Of Edmonton to reflect changes to named features: from the intersection of 144 Avenue NW and Victoria Trail NW east along 144 Avenue NW to 20 Street NW, southeast at a right angle to the North Saskatchewan River, northeast along the North Saskatchewan River to the Transportation Utility Corridor (Anthony Henday Drive), northwest along the Transportation Utility Corridor (Anthony Henday Drive) to 153 Avenue NW to Victoria Trail NW, south along Victoria Trail NW to 144 Avenue NW. All descriptions are assumed to follow the centre line of the indicated roadways, and a line approximating the centre line of the North Saskatchewan River and the future roadways through the center of the Transportation Utility Corridor, with the median and directional lanes being considered as one roadway. These boundaries shall not prohibit areas included in these boundaries separating from the community league in the future, provided Edmonton Federation of Community Leagues recommended procedures for doing so are followed. These boundaries are shown in the map included in these bylaws.

Article 3 - Defining and Interpreting the Bylaws

3.1 Definitions

In these Bylaws, the following words have these meanings;

- 3.1.1 **Act** means the Societies Act R.S.A 2000, Chapter S-14 as amended, or any statute substituted for it.
- 3.1.2 **Board** means the Board of Directors of this Society.
- 3.1.3 **Bylaws** means the Bylaws of this Society as amended
- 3.1.4 **Director** means any person elected or appointed to the Board including the Past President
- 3.1.5 **General Meeting** means the Annual General Meeting or a Special General Meetings at which all voting members of the League are eligible to vote
- 3.1.6 **Annual General Meeting** means the Annual General Meeting as described in Article 5.1
- 3.1.7 **Special General Meeting** means the Special General Meeting described in Article 5.2
- 3.1.8 **Board Meeting** means a meeting of the Board of Directors of the Society, which is open to all Members of the League, but at which only members of the Board may vote described in Article 7.1.5
- 3.1.9 **Member** means a Member of Society
- 3.1.10 **Officer** means any Officer listed in Article 6.2
- 3.1.11 **Pecuniary** means of or pertaining to money
- 3.1.12 **Registered Office** means the registered office for the Society
- 3.1.13 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society
- 3.1.14 **Society** means the Fraser Community League
- 3.1.15 **Special Meeting** means the special general meeting described in Article 5.3
- 3.1.16 **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 the proposed resolution. There must be approval by a vote of seventy-five percent (75%) of the voting members who vote in person;
- 3.1.17 **Voting Member** means a Member entitled to vote at the meetings of the Society
- 3.1.18 **Executive Committee** means the President, Vice President, Secretary, and Treasurer.
- 3.1.19 **Objects** are the objects of the League as filed with the Registrar in accordance with the act.
- 3.1.20 **Terms of Reference** means a document that governs the mandate and conduct of a League Committee as described in article 6.4.1
- 3.1.22 **Conflict of Interest** is defined as a situation where an Officer has a direct pecuniary interest in the outcome of a decision or action being considered by the League, such that an impartial observer might reasonably question

whether the individual is being influenced to act in support of that pecuniary interest instead of the best interest of the League.

Article 4 - Membership

4.1 Admission and Classification of Members

Any resident within the stated boundaries will be a full member upon payment of the membership fee in the current membership year, provided they agree with the objectives and bylaws of the community league. There are three categories of Members:

4.1.1 Full Member: Any adult, 18 years old or older, residing in the boundaries of the Society. Full members are Voting Members. Any resident within the boundaries described in Article X will be a full member upon payment of the membership fee.

4.1.2 Honorary Life Member: May be conferred upon anyone who has made significant, positive contributions to the League. The decision for presenting candidates for life memberships to the membership will be at the discretion of the Board of Directors. Honorary Life Members are Voting Members. An Honorary Life Member may hold elected office.

4.1.3 Associate Member: Is a non-voting member (any business or institution located within the defined boundaries of the League or non-resident person who wishes to support the league and who has first purchased a membership in his or her home league). Associate Members are not Voting Members.

4.1.3.2 Associate Members Can not under normal situations hold office nor do they have the right to vote except in the event where the board has made reasonable effort to fill a position and no one from the community is interested in the position then an associate member may hold office and have the right to vote as per Fraser Policy and Procedures Manual

4.1.3.3 Only twenty-five percent (25%) of the filled board positions can be held by an associate member.

4.4 Membership Fees

4.4.1 The membership year is September First (1) to August Thirty-First (31)

4.4.2 The Board decides annual membership fees for each category of Members at the Annual General Meeting

4.5 Rights and Privileges of Members

4.5.1 Any Member in good standing is entitled to:

4.5.1.1 Receive notice of meetings of the Society;

4.5.1.2 Attend any meeting of the Society;

4.5.1.3 Speak at any meeting of the Society; and

4.5.1.4 Exercise other rights and privileges given to Members in these bylaws.

4.5.2 Voting Members Only Members in good standing (as defined in Article 4.4.1. And excluding associate members) can vote at meetings of the Society based on the following:

4.5.3 Member in Good Standing

4.5.3.1 Has paid membership fees or other required fees to the Society; and

4.5.3.2 Is not suspended as a Member as provided for under Article 4.5

4.6 Suspension of Membership

4.6.1 Decision to Suspend: The Executive Committee will be empowered to suspend any member from membership or a Board Member from office for one or more of the following reasons

4.6.1.1 If the Member has failed to abide by the Bylaws;

4.6.1.2 If the Member has been disloyal to the Society;

4.6.1.3 If the Member has disrupted meetings or functions of the Society; or

4.6.1.4 If the Member has done or failed to do anything judged to be harmful to the Society.

4.6.2 Notice to the Member: The affected Member will receive written notice of the Executive Committees intention to deal with whether that Member should be suspended or not. The Member will receive at least fourteen (14) days notice before the Special Meeting.

4.6.2.1 The notice will be sent via email collectively from the Executive Committee to the email on file, a phone call from the President will follow up said email.

4.6.2.2 The notice will state the reasons why suspension is being considered and the length of time for the suspension.

4.6.3 Decision of the Board: The member will have an opportunity to appear before the Board to address the matter.

4.6.3.1 The Board may allow up to three (3) persons to accompany the Member.

4.6.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board

4.6.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote. Quorum for such a hearing will be two thirds ($\frac{2}{3}$) of the Executive Officers.

4.6.3.4 The decision of the Board is final.

4.7 Termination of Membership

4.7.1 Resignation Any Member may resign from the Society by submitting handwritten or email notice to any member of the Executive Committee.

4.7.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members

4.7.2 Death The Membership of a Member is ended upon their death

4.7.3 Deemed Withdrawal

4.7.3.1 If a Member has not paid the annual membership fees or has moved outside of the defined community league boundary, the Member is considered to have submitted their resignation.

4.7.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.7.4 Expulsion

4.7.4.1 The Executive Committee will be given the power to suspend any members from membership or a Board Member from office for any conduct deemed harmful to the league or its purpose. The decision of the Executive Committee is final.

4.7.4.2 All complaints heard before the Executive Committee must be in writing and marked "Confidential and Without Prejudice". Such complaints must specify the bylaw violation or harmful behaviour and cite attempts at discipline prior to the complaint being filed.

4.7.4.3 Pending a full and proper hearing, such Member or Director will be placed on suspension.

4.7.4.4 The Member or Director will be given fourteen (14) days [notice collectively from the Executive Directors for the hearing, a phone call from the President will follow up said notice. The Executive Committee will hear the Members or Directors case.

4.7.4.5 Quorum for such a hearing will be two thirds (2/3) of the Executive Officers

4.7.4.6 The Executive Committee will debate the matter "in private" and render a written decision within seventy-two (72) hours.

4.7.4.7 At the Conclusion of the hearing the majority vote of the Executive Committee will prevail.

4.7.4.8 If the individual fails to attend the hearing without reason, the suspension will be effective immediately

4.7.4.9 The Board of Directors may remove any Director from office, without a hearing, if they are absent from any three (3) consecutive meetings without regrets to the executive board.

4.7.4.10 If the decision of the Executive is to expel the Member, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

4.8 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

4.9 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation, or otherwise, they are liable for any debts owing to the Society at the date of ceasing to be a Member.

4.10 Limitations on the Liability of Members

No Member is, in their individual capacity, liable for any debt or liability of the Society.

Article 5 - General Meetings of the Society

5.1 The Annual General Meeting

5.1.1 The Society holds its Annual General Meeting within six (6) months of the year end for the presentation of the financial report and election of Officers. The Board sets the place, day and time of the Meeting.

5.1.2 The Secretary will notify members on the Fraser Community League website, in the newsletter, on the permanent changeable copy sign, by email to the last known email address and by other social media at least twenty one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.2 Special General Meeting of the Society

5.2.1 Calling of Special General Meeting A Special General Meeting may be called at any time:

- (a) By a resolution of the Board of Directors to that effect; or
- (b) Upon the written request of at least five (5) directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the Special General Meeting; or
- (c) Upon the written request of at least fifteen (15) voting members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.2.2 Notice The Secretary will notify members on the Fraser Community League website, in the newsletter, on the permanent changeable copy sign, by email to the last known email address and by other social media at least at least twenty-

one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

5.2.3 Agenda for Special General Meeting Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting

5.3 Proceedings at the Annual or Special General Meeting

5.3.1 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.

5.3.2 Quorum for all Annual General and Special General Meetings will not be less than fifteen (15) members entitled to vote.

5.3.3 Failure to Reach Quorum The President cancels the General Meeting if a quorum is not present within one-half ($\frac{1}{2}$) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half ($\frac{1}{2}$) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.4 Presiding Officer

5.3.4.1 The President chairs every Annual and Special General Meeting of the Society. The Vice President chairs in the absence of the President. The Treasurer chairs in the absence of the President and Vice President.

5.3.4.2 If neither the President, Vice President, or Treasurer is present within one-half ($\frac{1}{2}$) hour after the set time for the General Meeting, the Members present choose one Member to chair.

5.3.5 Adjournment

5.3.5.1 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.

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

5.3.4.3 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

5.4 Failure to Give Notice of Meeting:

No action taken at a General Meeting is invalid due to:

- (a) Accidental omission to give any notice to any member
- (b) Any member not receiving any notice; or
- (c) Any error in any notice that does not affect the meaning.

Article 6 - Voting

6.1 All voting members in good standing are entitled to vote at an Annual Meeting, and Special General Meeting.

6.2 Any member may attend Board Meetings but will not be allowed to vote. The board may, by resolution, determine the member's ability to speak to a matter on the agenda.

6.3 A show of hands will be used for voting, except for elections, significant financial and/or sensitive matters or when a secret ballot is requested by a member.

6.4 Associate Members do not have the right to vote except;

6.4.1 Associate Members who by exception holds a board position has the right to one vote

6.5 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.

6.6 The President declares a resolution carried or lost. The statement is final, and does not have to include the number of votes for and against the resolution.

Article 7- The Government of the Society

7.1 The Board of Directors - Governance and Management of the Society: 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.

7.1.1 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 include:

- (a) Promoting the objects of the society;
- (b) Promoting membership in the society;
- (c) Hiring employees, for the efficient functioning of the league's business;
- (d) Regulating employees duties and setting their salaries;
- (e) Maintaining and protecting the Society's assets and property;
- (f) Approving an annual budget for the Society;
- (g) Paying all expenses for operating and managing the Society;
- (h) Paying persons for services and protecting persons from debts of the Society;
- (i) Investing any extra monies;
- (j) Financing the *Operations of the Society*, and borrowing or raising monies;

- (k) Making policies for managing and operating the Society
- (l) Approving all contracts for the Society;
- (m) Maintaining all accounts and financial records of the Society;
- (n) Appointing legal counsel as necessary;
- (o) Making policies, rules, and regulations, for operating the Society and using its facilities and assets;
- (p) Selling, disposing of, or mortgaging any or all of the property of the Society; and
- (q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society;
- (r) Abide by the bylaws
- (s) Abide by decisions made by the Board and its committees including the Policies and Procedures Manual
- (t) Act in the best interest of the League

7.1.2 Composition of the Board: The Board consists of:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Past President, when applicable and
- (f) Additional positions as determined by the League and described in the Fraser Community League Policy and Procedure Manual

7.1.3 Election of the Directors and Terms of Office

7.1.3.1 All terms will be two (2) years: Half (½) of the positions will have their elections in years with odd numbers; the other half (½) will have their elections in years with even numbers

7.1.3.2 Voting Members may re-elect any Officer or Director of the Board for a maximum of two (2) consecutive terms **except;**

7.1.3.3 Should the Board fail to recruit a member to fill a position where the maximum term has been met, one (1) additional, or third (3rd) consecutive term will be allowed for the incumbent in that position to a maximum of six (6) years as per Fraser Community League Policy and Procedures Manual.

7.1.3.4 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.

7.1.4 Resignation, Death or Removal of a Director

7.1.4.1 A Director or Board Member may resign from office by giving one (1) month notice in writing. The resignation takes effect either at the end of the months notice, or on the date the Board accepts the resignation.

7.1.4.2 Voting Members may remove any Director including the executive committee, before the end of their term. A Special General Meeting called for this purpose. There must be approved by a vote of seventy-five percent (75%) of the voting members who vote in person. Please refer to Robert's Rules of Order.

7.1.4.3 If there is a vacancy on the Board, the remaining Directors may appoint a member in good standing to fill that vacancy until the next AGM.

7.1.5 Board Meetings

7.1.5.1 The Board may meet a minimum of seven (7) times per year.

7.1.5.2 The President calls the meetings. The President also calls a meeting if any four (4) Directors make a request in writing and state the business for the meeting.

7.1.5.3 Ten (10) days notice for Board Meetings is emailed to each Board Member required. Board Members may waive notice.

7.1.5.4 A majority of the Directors - fifty percent (50%) present at any Board meeting, where at least one (1) is an Executive Board Member, is a quorum.

7.1.5.5 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week

7.1.5.6 Each Director, including the President has one (1) vote

7.1.5.7 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.

7.1.5.8 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board

7.2 Officers

7.2.1 The Officers of the Society are;

7.2.1.1 The President, Vice-President, Secretary, Treasurer and Past President (if applicable)

7.2.1.2 The Directors of the League are elected or nominated to the portfolios as outlined in the Fraser Community League Policy and Procedure Manual

7.3 Duties of the Board Members

7.3.1 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) Acts as the spokesperson for the Society or appoints a designate;
- (d) Chairs the Executive Committee
- (e) Carries out other duties assigned by the Board such as signing authority as outlined in the Fraser Community League Policy and Procedures Manual; and
- (f) Is a signing authority
- (g) Is authorized to use the Seal of the Society

7.3.2 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 signing authority
- (d) Is responsible for the annual review of the Bylaws, Policies and Procedures;
- (e) Is a member of the Executive Committee; and
- (f) Carries out other duties assigned by the Board as outlined in the Fraser Community League Policy and Procedures Manual.
- (g) Is authorized to use the Seal of the Society

7.3.3 The Secretary

- (a) Attends all meetings of the Society, the Board and the Executive Committee
- (b) Keeps accurate minutes of these minutes,
- (c) Has charge of the minute books and other records;
- (d) Has charge of the Board's correspondence under the direction of the President and the Board;
- (e) Makes sure all notices of various meetings are sent;
- (f) Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- (g) Carries out other duties assigned by the Board as outlined in the Fraser Community League Policy and Procedures Manual; and
- (h) Is a signing authority
- (i) Is authorized to use the Seal of the Society

7.3.4 The Treasurer

- (a) Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board
- (b) Makes sure a detailed account of revenues and expenditures is presented at every Board and General Meeting;
- (c) Makes sure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting;
- (d) Is a member of the Executive Committee;
- (e) Carries out other duties assigned by the Board as outlined in the Fraser Community League Policy and Procedure Manual; and
- (f) Is a signing authority
- (g) Is authorized to use the Seal of the Society

7.3.5 Other Director Positions

Duties and Responsibilities of all Officers and Directors of the Board are described in the Fraser Community League Policy and Procedure Manual.

7.4 Board Committees

7.4.1 Establishing Committees The Board may appoint committees to advise the Board. These committees will carry out the functions and otherwise act in accordance with such resolutions or "Terms of Reference" as may be passed by the Board of Directors or at a General Meeting. The Terms of Reference shall include; Committee Name, Type and Classification, Duties, Committee membership, Tenure of membership, Chair appointed by, Frequency of meetings, resources and outcomes. A sample is available in the Fraser Community League Policy and Procedure manual for reference.

7.4.2 General Procedure for Committees Committees and general procedure for committees are described in the Fraser Community League Policy and Procedure Manual.

7.4.3 Executive Committee (President, Vice President, Secretary, Treasurer and Past President where applicable will form an Executive Committee) This committee may meet from time to time between League Meetings if an urgent matter arises that can not wait until the next meeting. All decisions of the Executive Committee are to be ratified at the next Board Meeting. Full details are described in the Fraser Community League Policy and Procedure Manual.

Article 8- Finance and Other Management Matters

8.1 The Registered Officers

The Registered Office of the Society is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

8.2 Finance and Auditing

8.2.1 The fiscal year of the Society ends on August thirty-first (31) of each year.

8.2.2 The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant or by two financial Reviewers who are members of the League not currently serving on the board, appointed for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books will be presented by the Auditor/Financial Reviewer at each Annual General Meeting.

8.2.3 The Executive of the League shall be empowered to spend not more than five thousand dollars (\$5,000) of League funds outside the approved budgets at the Annual General Meeting, without the express approval of the membership at a General Meeting or Annual Meeting. The executive shall provide a report of any expenditure under four thousand nine hundred and ninety nine dollars and ninety nine cents (\$4999.99) at the next General or Annual Meeting.

8.2.4 No officer, committee or member of the league shall expend any money of the League, or incur any indebtedness on behalf of the League, or sell or dispose of any property of the League, without express authority for them to do so first duly given by the League in a General Meeting or Annual Meeting of the League. Under these circumstances where the matter needing attention is considered to be an emergency, and if not acted upon, would be detrimental (causing loss, damage, harm, injury) to the operation of the League, the Executive Committee may make an emergency expenditure and have it ratified at the next meeting of the League.

8.2.5 All monies owing shall be due and payable within thirty (30) days of invoicing.

8.2.6 Returned cheques shall incur a service charge to be determined by the board. Repeat offenders may be requested to pay in cash.

8.3 Seal of the Society

8.3.1 The Board may adopt a seal as the Seal of the Society

8.3.2 The President and Secretary have control and custody of the seal, unless the Board decides otherwise

8.3.3 The Seal of the Society can only be used by the Executive Committee of the Board.

8.4 Cheques and Contracts of the Society

8.4.1 The Executive Committee (or designated officer if required) sign all cheques drawn on the monies of the Society. Two (2) signatures are required on all cheques.

8.4.2 No two (2) signing officers of the League may be related by marriage or birth. If two members of the executive committee are married a designated officer can be voted in to sign cheques.

8.4.3 The Treasurer and any other person on the board, employee or contractor, who by nature of their office handles the League funds, shall not be related by birth or marriage.

8.4.4 No two (2) members of the same household will be signing authorities. No signing authority will sign a cheque where they are the payee.

8.4.5 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board

8.5 The Keeping and Inspection of the Book and Records of the Society

8.5.1 The secretary keeps a copy of the Minute Books and records the minutes of all meetings of the Members and the Board

8.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all the meetings of the Society, the Board and the Executive Committee.

8.5.3 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 laws.

8.5.4 A member wishing to inspect the books or records of the Society must give thirty (30) days notice to the President or Secretary of the Society of their intention to do so.

8.5.5 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.

8.5.6 All financial records of the Society are open for such inspection by the Members.

8.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

8.6 Borrowing Powers

8.6.1 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.

8.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

8.6.3 The Society may at the boards discretion have issued a credit card with a limit not more than \$4000 to be used for society business. All transactions must be in accordance to section 8.2 and monthly statements must be reviewed by the board and accepted in the minutes.

8.7 Remuneration

8.7.1 No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.

8.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed providing that the expense has either been approved in the budget or approved by the board in accordance with section 8.2.

8.8 Protection and Indemnity of Directors and Officers

8.8.1 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.

8.8.2 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 bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.

8.8.3 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 tht statement or report.

8.9 Conflict of Interest and Related Restrictions

8.9.1 Conflict of Commitment: Board Members shall act at all times in the best interest of the Society. This means setting aside personal self-interest and performing their duties in such a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

8.9.2 No Board Member shall directly or indirectly receive any profit from their position in performance of their duties.

8.9.3 No immediate family members or close personal or business associates of a Board Member shall directly or indirectly receive any profit from the Society, except where every effort has been made to ensure all residents of Fraser Community have had a fair and equitable opportunity for the position, job or endeavor.

8.9.4 Members or Officers who believe that they may be in a real or perceived conflict of interest with any of the provisions of Article 7.9 will either recuse themselves from all deliberations, activities and votes related to the matter in question or will disclose the real or perceived conflict to the Board.

8.9.5 In the event that a conflict of interest is disclosed to the Board, the Board will, by majority resolution, decide to:

8.9.5.1 Ask the individual in conflict to recuse themselves from all deliberations, activities, and voties related to the matter in question; or

8.9.5.2 Note the conflict and, if needed, specify limitations on the involvement of the individual in the deliberations, activities, and votes related to the matter in question.

8.9.6 In the event that business in being considered where the Chair is alleged to have a conflict of interest, the Chair will vacate the position for proceeding related to the matter in question and a new Chair will be appointed until the matter is resolved. The Chair will not be filled by the person who made the allegation. Refer to the Fraser Community League Policies and Procedures for more information on Conflict of Interest

8.10 Amendments to the Bylaws

8.10.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General, Special General, or Annual General Meeting with twenty-one (21) days notice in writing or otherwise as set out in Article 4.

8.10.2 Any proposed changes must be reviewed at a Board of Directors meeting before being forwarded to a General, Special General, or Annual General Meeting.

8.11 Dissolution

Upon dissolution of the League, all real property, fixtures, and liquid 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. The real property will pass to the City of Edmonton, pursuant to the Tripartite License Agreement.

8.12 Parliamentary Authority

The rules contained in "Robert's Rules of Order," in its most current edition, will govern the proceedings at all meetings and in all cases where they are applicable, provided that they are not inconsistent with the Bylaws or the requirement of the *Societies Act*.

8.13 Memberships in the Edmonton Federation of Community Leagues (EFCL)

This league will retain membership in the EFCL and abide by the EFCL's Code of Ethics.

8.14 City of Edmonton Tripartite License Agreement

The league is required to be in good standing with City of Edmonton Tripartite License Agreement and abide by the Tripartite Agreement at all times.