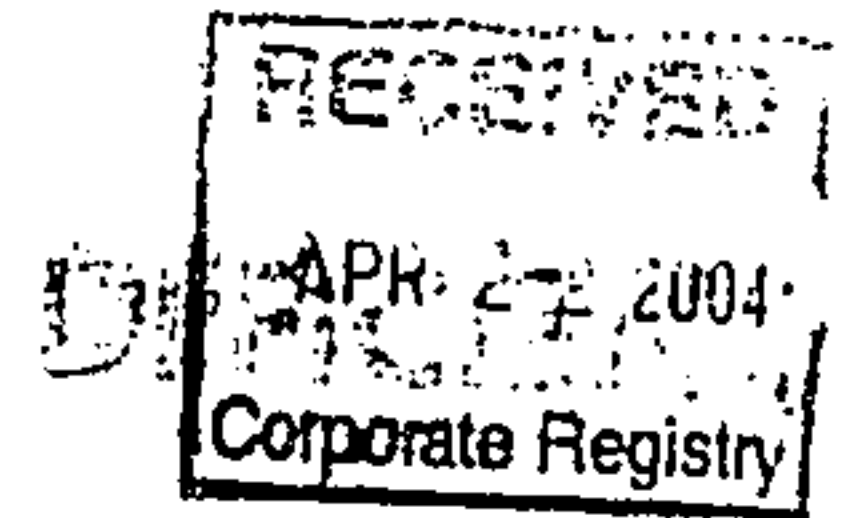


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GREATER WINDERMERE COMMUNITY LEAGUE BYLAWS

Article 1: Name

The legal name of the organization will be "The Greater Windermere Community League," hereinafter referred to as "the League."

Article 2: Boundaries

The League will be bounded on the north side by Anthony Henday Drive, on the south by 41 Avenue SW, on the east by Whitemud Creek, and on the west by the North Saskatchewan River in the west.

Article 3: Definitions

Board of Directors: Will consist of the elected officers and directors as specified in these bylaws.

Executive Committee: will consist of the officers of the League being the President, Vice President, Secretary, Treasurer and Past President.

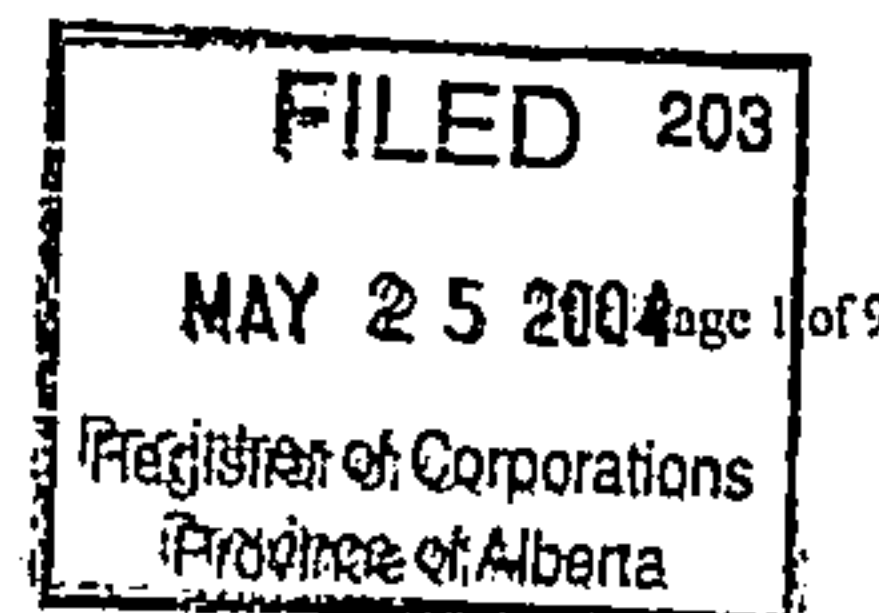
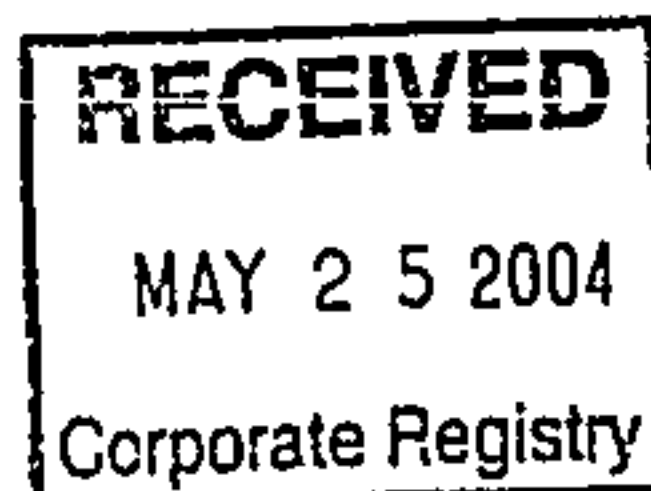
A Special Resolution, a resolution at any meeting for which 21 days notice has been provided, requiring a vote of three-quarters (3/4) majority of those present. A special resolution will be required for all Bylaw revisions, significant financial matters outside the approved budget and over \$5,000, policy issues, or other major issue as specified in these Bylaws or at the discretion of the Board of Directors.

Prospective Resident: any person who provides reasonable evidence to the Executive Committee that they have a commitment or an intention to become a resident of the Windermere area in the near future (examples of such evidence could be: (a) purchase of a residential lot from a recognized developer within the past five years, (b) ownership of a suitable residential lot (e.g. less than three acres) for five years or less, (c) commencement of construction of a residence within the previous five years).

Article 4: Goals and Objectives

The objectives of the League will be to improve the quality of life for all residents in the community:

- o To facilitate consultation in land use planning and development, and transportation matters which apply to the neighbourhood,
- o To provide cultural, social, and lifelong learning activities, as well as sports and recreational programs,
- o To provide facilities in which to conduct the activities of the league



Article 5: Membership

5.1 Any resident (or prospective resident, as defined in "Definitions" above) within the stated boundaries will be a full member upon payment of the membership fee, provided he/she agrees with the objectives of the League.

There will be the following categories of membership:

5.1.1 FULL membership (any person or group residing in one household acting as a family unit) with two votes per household,

5.1.2 Associate Membership - a non-voting member (any business or institution located within the defined boundaries of the League, or resident or prospective resident who wishes to be on the League's mailing list but does not wish to have voting rights, or non-resident person who wishes to support the Community League. Associate Members may volunteer for the League in a non-governance capacity.

5.2 Membership fees will be determined each year at the Annual General Meeting.

5.3 The membership year will be from September 1 to August 31 of each year.

5.4 Withdrawal or Termination from membership: Withdrawal will be by providing a letter to the Secretary of the league, non-payment of annual fees or moving out of the defined boundaries of the league. Termination of membership for just cause will be dealt with in the manner prescribed in Article 12.1.

Article 6: Meetings

6.1 General Meetings

6.1.1 Notice: At least 21 days' notice of all Annual, General, or Special General meetings will be delivered (by mail, email, fax, through the newsletter or by telephone) to the last-known address of each member of the League.

6.1.2 Quorum: A quorum for all Annual, General, or Special General Meetings will be 10 members.

If a quorum is not present at a meeting, then a second meeting will be called for the purpose of passing a specific motion(s) a week later. During that time, all efforts will be taken to inform all Directors or members of the meeting and encourage their attendance. If there is still not a quorum at this second meeting, then the number of people in attendance will be considered a quorum.

6.2 Annual General Meeting: The League will hold an Annual General Meeting no less than ninety days or greater than six months after the financial year-end for the presentation of the financial report and election of officers.

6.3 Special General meetings may be called at the discretion of the President, and must be

called upon receipt by the President within 20 days of receipt of a written request for such meeting signed by 20 of the members of the League. Any call for a Special General Meeting must include specific reference to the item(s) to be dealt with.

6.4 The Board of Directors will meet each month, except in the months of July and August. The Board shall set the day of the month at the first meeting after the AGM.

6.4.1 Special Board Meeting: The President will, upon receipt of a written request signed by at least four members of the Board of Directors, call a Special Meeting of the Board of Directors within 10 days of receipt of the request. At least 7 days' notice (by mail, email, fax, through the newsletter or by telephone - to the last-known address of each member of the League) will be given for any Special Board of Directors Meetings. Any call for a Special Board of Directors Meeting must include specific reference to the item(s) to be dealt with.

6.4.2 Quorum for any Board of Directors' Meetings will be 50% +1 members of the Board. Any business transactions conducted at a meeting where quorum is not present will be ratified at the next regularly called meeting of the Board; otherwise they will be null and void.

Article 7: Voting

7.1 Any full member as specified in Section 5.1, who is of the age of majority and is in good standing, upon payment of the membership fee is entitled to vote.

7.2 Such voting must be made in person, and not by proxy or otherwise. -

7.3 Any member may attend the Board of Directors' meetings, but will not be allowed to vote. The Board may, by resolution, determine the members' ability to speak to a matter on the agenda. The Board may restrict the attendance of all or certain members at Board meetings, or at the meetings of specified Committee meetings, where the Board deems there to be a conflict of interest or a risk to confidentiality of information at that meeting.

7.4 A show of hands will be adequate for voting, except for nominations/elections, significant financial questions, and any controversial or confidential matters where a secret ballot is required or can be requested. The Board may require the possession of membership cards to attend League meetings or FULL membership cards as an entitlement to vote.

Article 8: Auditing

8.1 The books, accounts, and records of the Secretary and Treasurer will be audited once per year by a duly qualified accountant or by two members of the League, not currently serving on the board, elected for that purpose at the Annual General Meeting.

8.2 That auditor at the Annual General Meeting will submit a complete and proper statement of the standing of the books for the previous year.

8.3 The fiscal year will end on August 31st.

8.4 The books and records may be inspected by any member at the Annual General Meeting, or at any time upon giving two weeks notice and arranging a time satisfactory to the Directors in charge of the records. Board of Directors' will at all times have reasonable access to such books and records.

Article 9: Board of Directors

The Board will, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the League. This will include the creation of a Director position on the board at its discretion – such action to be ratified by the next General, or Special General meeting of the League.

Any Director may resign from the Board by submitting such request in writing to the President. Such resignation will be effective immediately.

In the event of a vacancy as a result of resignation, death, or removal, or the creation of a new Director position, the Board is empowered to fill the vacancy by appointment for the remainder of the term. Such appointment is to be ratified at the next General Meeting. The person so appointed will hold office for the remainder of the term of that member he/she is replacing would have held.

The Board of Directors, and their respective duties, is as follows:

9.1 President: The President will:

- preside at all meetings;
- be an ex-officio member of all committees, except a Nominating Committee;
- be charged with the general supervision of all the activities of the League;
- nominate a Director who is willing to serve and stand in for or replace the President, as circumstances require;
- be a member of the Executive Committee
- be a signing authority, and
- act as the official spokesperson of the league or appoint a designate.

9.2 Past President: The Past President will:

- assume Ad Hoc duties at the discretion of the Board;
- act as the Nominating Committee Director; and
- be a member of the Executive Committee {Optional}.

9.3 Vice President: The Vice President will:

- preside at any meetings the President is absent from;
- assume any duties from the President as required;
- act as a signing authority;
- be responsible for the annual review of the Bylaws, Policies and Procedures; and
- be a member of the Executive Committee.

9.4 Secretary: The Secretary will:

- attend all meetings of the League, the Board, and the Executive Committee and keep accurate minutes of the same;
- be responsible for the minute and meeting notice distribution;
- have charge of minute book and other records;
- have charge of all correspondence of the League under the direction of the President and the Board;
- act as a signing authority;
- be a member of the Executive Committee; and
- have charge of the seal of the society.

In the absence of the Secretary, such officer as may be appointed by the Board will discharge these duties.

9.5 Treasurer: The Treasurer will:

- be responsible for all financial records of the League;
- be responsible, on behalf or in the name of, the League, for all monies collected or otherwise received, issuing receipts, payments of all accounts when properly approved, and keep proper accounts, receipts, and vouchers of same, and the deposit of funds to the League's bank accounts;
- report the financial standing at every Board and General Meeting;
- present to the Annual Meeting an audited/reviewed statement of the financial affairs for the preceding fiscal year;
- review and prepare policy and procedures with respect to the financial matters of the league;
- recommend, in conjunction with the President, an Annual Budget to the Board of Directors
- act as a signing authority for the league; and
- be a member of the Executive Committee.

9.6 Program Director: The Program Director will

- be responsible for all programs, including talent competitions, educational events, Playschool, etc.
- prepare an annual budget for programs and submit it to the Treasurer;
- review and prepare policy and procedures with respect to programs; and
- report monthly to the Board of Directors

9.7 Membership Director: The Membership Director will:

- be responsible for the organization, timing and completion of the annual Membership campaign;
- keep a record of and maintain the membership lists and other records pertaining to membership;
- ensure compliance with the EFCL Code of Ethics with respect to selling memberships;
- prepare an annual budget for membership and submit it to the Treasurer;
- review and prepare policy and procedures with respect to membership; and
- report monthly to the Board of Directors.

9.8 Development Director: (commonly referred to as Civics Director) will:

- liaise with Planning and Development, Transportation, City Council, etc.;
- provide liaison to the Board with any Ad Hoc Committees relating to specific development issues;
- prepare a project budget for committee and submit it to the Treasurer; and
- report monthly to the Board of Directors.

9.9 Communications Director: The Communications Director will:

- be responsible for the publication of the newsletter or participate in collecting articles for the newsletter;
- oversee the delivery of the newsletter;
- be responsible for the maintenance of the League website;
- arrange for publicity for league events;
- prepare an annual budget for publicity and submit it to the Treasurer;
- review and prepare policy and procedures with respect to publicity; and
- report monthly to the Board of Directors

9.10 Other Common Directorships:

- Social Director
- Sports Director
- Facilities Director
- Neighbourhood Watch Zone Leader

Article 10: Committees

10.1 Executive Committee: The League's Executive Committee as described above may meet from time to time between Board Meetings if an issue of an urgent nature arises. All decisions of the Executive Committee are to be ratified at the next regularly scheduled Board Meeting or are to be deemed null and void.

10.2 Ad Hoc Committees: The League may at times create such Ad Hoc Committees as may be deemed necessary, either in General or Board of Directors' Meetings, in order to conduct the League's business. Such Committees will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board of Directors or at a General Meeting. Such Committees will be answerable to and report to the Board and will have a definite time of termination at the time they are created.

10.3 Standing Committees: The League may, at its discretion, create such Standing Committees as may be deemed necessary, either in General or Board of Directors' Meetings. Such Committees will carry out functions and otherwise act in accordance with such resolutions or 'Terms of Reference', as may be passed by either the Board of Directors or in a General Meeting. Such Committees will be answerable to and report to the Board and will continue to exist for an indefinite period of time.

Article 11: Elections

11.1 Elections will be held at the Annual General Meeting. Officers and Directors will take office immediately following that Annual General Meeting.

11.2 All terms will be for two years.

11.2.1 The President, Secretary, Sports Director, Communications Director, Facility Director, Social Director, and Zone Leader positions will have their elections in years with odd numbers.

11.2.2 The Vice President, Treasurer, Programs Director, Development (Civics) Director and Membership Director positions will have their elections in years with even numbers.

11.3 The President, Treasurer, Secretary and Vice President will not hold office for more than three consecutive terms.

11.4 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. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election.

Article 12: Disciplinary Hearing and Termination

12.1 The Executive Committee will be empowered to expel any member from membership or a Board Member from office for any conduct deemed injurious to the League or its purposes. This decision will be final.

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

12.1.2 The Executive Committee will hold a hearing where the Member or Director, upon being given 14 days' notice, in writing, has the opportunity to attend and present his or her case. At the conclusion of the hearing, the majority vote of the Executive Committee will prevail. If the individual fails to attend the hearing, without excuse, the termination will be effective immediately.

12.1.3 The quorum for such a hearing will be two-thirds (2/3) of the Executive Officers.

12.1.4 The Executive Committee will debate the matter 'in private' and render a written decision in writing within 72 hours.

12.2 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 injurious behavior and cite attempts at discipline prior to the complaint being filed.

12.3 The Board of Directors may remove any Director from office, without a hearing, if he/she is absent from any three consecutive meetings without regrets.

Article 13: Remuneration

13.1 No Director will receive any remuneration for his/her services. A Director may receive reimbursements for expenses, with presentation of receipts, incurred as a result of performing the League's business.

Article 14: Financial

14.1 The Board or Directors may open one or more accounts, designate signing Directors, and generally execute all documents connected with the transaction of the League's business with any chosen Chartered Bank, Trust Company, Treasury Branch, or Credit Union.

14.2 For the purpose of carrying out its objectives, the League may draw, make, accept, endorse, discount, execute and issue cheques, promissory notes and bills of exchange, but only to the extent authorized by resolution of the Board of Directors.

14.3 All bills, notes, cheques, debentures and other papers and documents which pertain to the finances of the League will be signed by any two members of the executive who have been granted signing authority by resolution of the Board of Directors.

14.4 The Annual Budget will be submitted by the Treasurer on behalf of the Board of Directors for approval at the Annual General Meeting or at a General Meeting in the fall, and will be circulated to the members with the Notice of the General Meeting.

14.5 The League may, by a Special Resolution, borrow or raise or secure the payment of money, or issue debentures.

14.6 No two members of the same household will be signing authorities. Also no signing authority will sign a cheque where they are the payee.

Article 15: Amendments to the Bylaws

15.1 These Bylaws may be rescinded, altered, or added to by a Special Resolution at a General, Special General, or Annual General Meeting with 21 days' notice in writing.

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

Article 16: Dissolution

16.1 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 Tri-partite License Agreement.

Article 17: 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 these Bylaws or the requirements of the Societies Act.

Article 18: Administration

18.1 The use, care, and safekeeping of the seal of the League will be the responsibility of the Secretary, and it will be used only when authorized by a resolution of the Board of Directors, and it will be affixed to documents and instruments when required by law or convention.

18.2 The Board of Directors has the right to hire such persons as may be deemed necessary for the efficient functioning of the League's business.

18.3 The League will retain membership in the Edmonton Federation of Community Leagues.

[Signatures on following page]

Dated 21 April, 2004.

Signature: <i>M. Frerichs</i>	Address: 132 Windermere ^{Apartment} <i>Crescent</i>
Print Name: M. FRERICHS	City/Town: <i>Edm.</i> Province: <i>AB</i> Postal Code: <i>T6R2H6</i>

Signature: <i>Afzal Zakaria</i>	Address: 121 WINDERMERE ^{Apartment} <i>Crescent</i>
Print Name: AFZAL ZAKARIA	City/Town: <i>EDMONTON</i> Province: <i>ALBERTA</i> Postal Code: <i>T6R2H6</i>

Signature: <i>Gregg Gayhard</i>	Address: <i>13103-4 Ave. SW</i> ^{Apartment}
Print Name: GREGG GAYHARD	City/Town: <i>EDMONTON, AB</i> Province: <i>AB</i> Postal Code: <i>T6W1A5</i>

Signature: <i>Carmen Hecht</i>	Address: 160 Windermere ^{Apartment} <i>Drive</i>
Print Name: Carmen Hecht	City/Town: <i>Edmonton</i> Province: <i>AB</i> Postal Code: <i>T6R2H6</i>

Signature: <i>Gary R. Kern</i>	Address: 260 WINDERMERE ^{Apartment} <i>DRIVE</i>
Print Name: GARY R. KERN	City/Town: <i>EDMONTON</i> Province: <i>AB</i> Postal Code: <i>T6R2H6</i>

WITNESS

Signature: <i>John F. Doyle</i>	Address: 306 REEVES WAY ^{Apartment}
Print Name: JOHN F. DOYLE	City/Town: <i>EDMONTON</i> Province: <i>ALBERTA</i> Postal Code: <i>T6R2B4</i>

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