

DELTON COMMUNITY LEAGUE  
BYLAWS

**January 2019**

DELTON COMMUNITY LEAGUE 12325-88th Street Edmonton AB T5B 3S9

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## Delton Community League Bylaws

### **BYLAW ONE: Definitions**

The following definitions shall apply to all parts of these Bylaws:

- a. **"The League"** shall mean the Delton Community League.
- b. **"The Societies Act"** shall mean *The Societies Act* being Chapter S-14 of the Revised Statutes of Alberta 2000 and amendments thereto.
- c. **"Bylaws"** mean these Bylaws of Delton Community League.
- d. When the masculine gender is used in these Bylaws the same shall be construed as including the feminine gender where the context or the party referred to so requires.
- e. **Resolution:**
  - ~~i~~1. A **"Special Resolution"** shall mean a resolution passed by a majority of members in good standing, present in person at an Annual or General Meeting or at a Special Meeting called for that express purpose, upon the giving of ten (10) days notice.
  - ~~ii~~2. A resolution or motion proposed and passed as a Special Resolution at a General Meeting of which less than ten (10) days notice has been given if all those members in attendance agree.
- f. **Meeting types:**
  1. **"Executive Meeting"** shall mean meetings of the Executive officers of The League where at least three (3) members of the Executives are present.
  2. **"General Meeting"** shall mean monthly meetings between The League's members and the Board of Directors.
  3. **"Annual General Meeting"** shall mean an annual meeting happening during the last week of the month of ~~January~~ **February** of each year between the Board of Directors and members. During this meeting the annual financial and activities of The League in the previous year will be reported by the Board of Directors. Also during this meeting, any general elections as further described within Bylaw Nine will take place.
- g. **Officers and Board of Directors:-**
  1. The League's Executives include the Officers described under Bylaw Four.
  2. The League's Chairmen Committees includes the Officers described under ~~Bylaw~~ **Bylaw** Four.
  3. The "Board of Directors" shall mean all Officers of the Executives and Chairmen Committees.

### **BYLAW TWO: Name of the organization & boundaries**

- a. **Name:** The name of The League shall be **DELTON COMMUNITY LEAGUE**
- b. **Boundaries of The League:** For the purpose of The League, the words Delton Community League, shall mean that the portion of the City of Edmonton more particularly described as follows; that is to say The League shall be bounded on the east by 86<sup>th</sup> street, on the south by 122 Avenue, on the west by 97 Street and on the north by the Canadian National Rail-way tracks.



### **BYLAW THREE: Membership**

Any person eighteen (18) years of age and over, residing or owning real property within the described boundaries may become a member upon payment of the required membership fee and with consideration of the following:

- a. At the discretion of the Executive Board persons residing outside the described boundaries may become members upon payment of the required membership fees.
- b. All members are admitted only on the condition of submission to the Bylaws of The League.
- c. Any member wishing to withdraw from membership may do so by giving notice in writing to the Secretary; dues are not refundable.
- d. By a Special Resolution, any member may be expelled from membership for any cause which The League may deem sufficient.

e. There are five categories of membership:

~~i.1. Household Members:~~ reside in one household and act as a family unit. ~~Includes married couples, common-law couples and all of their children residing in the household.~~ Includes 2 adults and all youth under 18 in household. All adults within the household are permitted an individual vote.

~~ii.2. Individual Member:~~ any adult 18 years of age or older.

~~iii.3. Senior Members:~~ any community member 55 years of age or older. ~~This membership applies to individuals and extends to the immediate family of 55+ members residing in the same household.~~

~~iv.4. Honorary Life Member:~~ may be granted by the Executive in special circumstances. ~~Holder of such membership will be entitled to full membership rights except the holding of an elected position.~~

~~v.5. 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). An Associate Member is not and will not qualify for election or appointment to any executive position and may not vote at any general meeting. If such person does vote, his vote shall not be counted.

6. Out of Area Members: These are members that do not reside within the boundaries of Delton. Holder of such membership will be entitled to full membership rights except the holding of an elected position. ~~with exception of members that live in communities of Eastwood and Elmwood park.~~

~~vi.7. Authorized Out of Area Members:~~ These members reside in the adjacent communities of Eastwood, Elmwood Park, Alberta Avenue and Westwood. These members are entitled to hold elected executive positions.

f. Membership shall be for a period of one year, and this year shall commence on the 1st day of September and end on the 31st day of August of the following year, as per Edmonton Federation of Community League guidelines.



- ~~i.~~1. Any Edmonton Federation of Community League member holding a valid membership shall be granted full membership rights for the duration of the membership year, upon relocating their residence within The League's boundaries.
- ~~ii.~~2. The League will accept any Edmonton Federation of Community Leagues member in good standing in The League's programs provided The League's members have had prior opportunity to register. Such acceptance will include the same program fees as for The League's members.
- ~~iii.~~3. The Board of Directors at any General Meeting shall determine the annual membership fee.

- g. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.

#### **BYLAW FOUR: Officers:**

The League shall have the following Officers:

The "Executives" shall include:

- a. President;
- b. Vice-President;
- c. Immediate Past President (or Member at Large, if the Immediate Past President is unable to continue his duties);
- d. Secretary; and
- e. Treasurer.

The "Chairmen" shall include:

- f. Chairman Facilities and Infrastructure;
- g. Chairman Programs and Social Committee;
- h. Chairman Membership and Communication Committee;
- i. Chairman Soccer, other Sports, wellness and volunteer coordination Committee; and
- ~~ii.~~ In addition, The League may elect or appoint such other Committee Chairmen as it deems necessary.

#### **BYLAW FIVE: Election of Officers**

a. Nominations:

- 1. Nomination of Executives to be elected shall be:
  - i. President;
  - ii. Vice President;
  - iii. Secretary;
  - iv. Treasurer; and
  - v. And or Member at Large, if the Immediate Past President is unable to continue his duties.
- 2. Nomination of Chairmen to be elected shall be:
  - i. Chairman Facilities and Infrastructure;
  - ii. Chairman Programs and Social Committee;
  - iii. Chairman Membership and Communication Committee;



- iv. Chairman Soccer, other Sports, wellness and volunteer coordination Committee;
- v. And other positions as determined by the Board Directors

b. Procedures:

1. Any Member of The League shall have the right to nominate one candidate for each or any office. The nominee shall signify, in writing, or vocally, at the Annual General Meeting, if willing to accept the nomination.
2. The Past President shall have charge of a slate of nominations for the election of the officers for the ensuing year; shall present the same at the Annual General Meeting; and shall, if required, introduce and give qualifications of all nominees.
3. Nominations may be forwarded to the Vice President at least one week prior to the Annual General Meeting.
4. Nominations may be made from the floor of the Annual General Meeting as well as by the nominating committee.
5. All voting at elections when an office or position is contested, shall be by secret ballot. If a candidate does not receive a majority of votes cast at an election on the first ballot, the candidate receiving the least number of votes shall be dropped from the ballot and further vote shall be taken and so on until one candidate secures a majority of the votes.
6. The Vice President shall prepare the ballots and select two non-voting scrutineers, approved by the members at the Annual General Meeting, to handle ballots, if so required.
7. The candidates shall have the opportunity to express their platforms, at the Annual General Meeting, before voting occurs.

c. Officers-Executive Officers of The League shall be elected under the following conditions:

1. All officers with the exception of the Immediate Past President shall be elected by the majority vote of the fully qualified members only, at the Annual General Meeting of The League.
2. Candidates for office must be accredited members of The League ~~and the Honorary Life Members~~ and or Authorized Out of Area Members. All other Members shall not qualify to run as candidates.
3. The officers shall be the Board of Directors for the purpose of interpreting these Bylaws and maintaining the general well-being of The League and the aims and objects set out in the preamble of incorporation.
4. An Individual Member may stand for two offices but a person elected to one office shall not stand for another office.
5. An office-elect takes possession of the office at the next Board of Directors meeting held after the election.
6. All terms will last two (2) years.
7. The President and Treasurer will have their elections in years with even numbers. ~~The President must reside within the boundaries of Delton Community League.~~
8. The Vice President and Secretary will have their elections in years with odd numbers.
9. If an office is not filled at the Annual General Meeting, the new Executives shall be empowered to appoint a member, in good standing, to the vacant position; the appointment to be ratified at the next General Meeting.
- 9-10. Presidential candidates must have served a minimum of one term in another Executive position prior to being elected as President.

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b. Filling of vacant office:

1. In case an officer dies, resigns, or ceases to be a member, or for any reason becomes unable to attend the duties of his office, the vacancy thereby caused may be filled for the unexpired portion of such officer's term of office by the election of a substitute by any General Meeting of The League.
2. An officer may retire from his office upon giving notice to The League in General Meeting, or to the President of The League; and such retirement shall take effect in accordance with such notice.
3. The office of any elected officer shall be vacated if the person ceases to be a member, or is absent from three (3) consecutive Executive meetings without just cause.
4. The League by a Special Resolution may remove any officer before the expiration of his term of office and elect another member in his stead. The person so elected shall hold office during time only as the office in whose place he was elected would have held the same if he had not been removed.
5. If a member of the Board of Directors moves out of the community during their term of office they will maintain voting privileges until the end of their term.
6. If the outgoing President is unable to continue his duties as Immediate Past President, the executive should make this position open to a "Member At Large", to be elected at the Annual General Meeting. This position will have Executive voting rights.
7. No officer of The League shall be entitled to receive any ~~renumeration~~ remuneration for his services as such.
8. Unless otherwise disqualified, any retiring officer of The League shall be eligible for immediate re-election to the same or any other office.

**BYLAW SIX: Management of The League**

- a. The Executives govern and manage the affairs of The League. The Executives may hire a paid administrator to carry out management functions under the direction and supervision of the Executives.
- b. The Executives have the powers of The League, except as stated in the *Societies Act*. The powers and duties of the Executives include:
  1. Promoting the objects of The League;
  2. Promoting membership in The League;
  3. Hiring employees, for the efficient functioning of The League's business;
  4. Regulating employees' duties and setting their salaries;
  5. Maintaining and protecting The League's assets and property;
  6. Approving an annual budget for The League;
  7. Paying all expenses for operating and managing The League;
  8. Paying persons for services and protecting persons from debts of The League;
  9. Investing any extra monies;
  10. Financing the operations of The League, and borrowing or raising monies;
  11. Making policies for managing and operating The League;
  12. Approving all contracts for The League;
  13. Maintaining all accounts and financial records of The League;
  14. Appointing legal counsel as necessary;



15. Making policies, rules and regulations for operating The League and using its facilities and assets; and
  16. Selling, disposing of, or mortgaging any or all of the property of The League.
- c. All Executive Members shall be empowered to appoint assistants and form ad hoc committees as deemed necessary.

**BYLAW SEVEN: Duties of Officers**

**a. PRESIDENT:**

1. Shall preside over all meetings of The League and serve as the Chair. The President will not vote, except in the event of a tie, at which point his vote will serve to break the tie.
2. Shall be responsible for the general administration of the affairs of The League.
3. Shall preside at all meetings of The League and shall ex-officio be a member of all committees.
4. He shall, with the Treasurer, sign on behalf of The League all the deeds, contracts, conveyances, bills, notes, cheques, debentures and all other papers and documents which pertain to the affairs of The League.
5. Shall automatically assume position of Past President at conclusion of term.
6. Lead the development of the strategic, operations, sustainability and growth plans of The League.

**b. VICE PRESIDENT:**

1. Shall perform the duties of the President in the absence of the President, and perform a such other duties as the officers or members may require of him from time to time.
2. Shall fill the vacancy if the office of the President becomes vacant between elections.
3. Shall act as "parliamentarian" to advise the President and Executive officers of The League's Bylaws; to pass comment on any question which may arise, The League's Bylaws or the regulations as laid down in The Societies Act, for the Chair to rule on.
4. Shall carry out, under the direction of the Executive, periodic review of The League's Bylaws.
5. Shall be responsible for the distribution of The League's Bylaws upon request.
6. Shall assume the role of responsibilities of The League with Alberta Gaming and Liquor Cannabis, and oversee The League's participation in Casinos and Bingos. Alternatively, the Vice President can appoint another member in good standing for the aforementioned responsibilities for a one-year term.
7. Shall ensure that the annual Not-for-Profit society filing with Corporate Registries is done in a timely manner.

**c. SECRETARY:**

1. Shall be the custodian of The League's records pertaining to the office.
2. Shall keep accurate minutes of all meetings including the exact wording of motions, identifying the mover and second, and the result of the voting on such motions.
3. Shall have minutes of Executive or General Meeting(s) in -the hands of The Executive prior to next meeting.
4. Shall oversee the correspondence of The League.
5. Any and all changes to minutes of prior meeting to be duly recorded in current minutes.



6. Shall provide up-to-date contact lists for the Executive and Committee Chairs.
7. Shall work with other Executives to have a full inventory of all assets of The League.

**d. TREASURER:**

1. Shall receive all monies collected on behalf of The League and issue duplicate receipts.
2. Shall pay all bills and expenses when approved by formal motion at an Executive or General Meeting (same to be accompanied by back-up documents).
3. Shall keep accurate records.
4. Shall deposit funds of The League in The League's Bank Account(s).
5. Shall present a written itemized financial report to each Executive Meeting.
6. The book(s) shall be audited no later than 90 days of year end.
7. The amount to be charged to someone issuing an NSF cheque to The League shall be decided at an Executive Meeting. It is the responsibility of the Executives to collect.
8. Shall keep Bonds of indemnity for Board of Director members with signing authority or access to monies of The League.
9. Shall ensure there is adequate insurance coverage for The League including liability insurance for all Executives and Chairman.
10. The Treasurer of The League shall maintain the custody of the seal of The Delton Community League and whenever used shall be authenticated by the signatures of any two of the three required signees.
11. At the Annual General Meeting of The League Treasurer shall present a statement of the affairs of The League for the preceding year, after the same has been dully audited and shall report the financial position of The League as often as required by The League in any General Meeting.

**e. IMMEDIATE PAST PRESIDENT (or MEMBER AT LARGE)**

1. Shall serve in advisory capacity.
2. Shall assume any responsibility assigned by the President.

**f. CHAIRMAN FACILITIES AND INFRASTRUCTURE COMMITTEE:**

1. Shall have charge of all buildings, works, improvements, tools and equipment.
2. Shall be responsible for the supervision of hall rentals and ice rink rental, ensuring League access takes priority.
3. Shall be responsible for the development and maintenance of the community centre, rinks, parking lot, and other league facilities.
4. Shall prepares an annual budget for the facilities and submits it to the Treasurer.
5. Reviews and prepares policy and procedures with respect to the facilities and usage of equipment and safety.
6. Reports on monthly basis to the Board of Directors.
7. Shall be responsible to ensure all Maintenance Agreements are properly adhered to including the implementation of such and the inspections and maintenance as required. This must be properly recorded in a separate log that is maintained by the Secretary.
8. Shall be responsible for any fire inspections by City of Edmonton.

**g. CHAIRMAN MEMBERSHIP AND COMMUNICATIONS:**

1. Shall be in charge of the annual membership campaign.





2. ~~keeps~~Keeps a record of and maintains the membership lists and other records pertaining to membership.
3. Ensures compliance with the EFCL Code of Ethics with respect to selling memberships.
4. Reviews ~~and~~ ~~prepares~~ ~~policy~~ ~~and~~ ~~procedures~~ ~~with~~ ~~respect~~ ~~to~~ membership and communications.
5. Is responsible for communicating league initiatives to membership via a variety of publication tools, including but not limited to: e- newsletters, mailed newsletters, signage and social media.
6. Writes and posts content, or chooses and oversees a Communications Committee with the required skillsets.
7. Coordinates the scheduling and delivery of the newsletter and promotes League's event.
8. Is responsible for updating and maintaining The League website or choosing and overseeing a website committee with the required skillset.
9. Prepares an annual budget for membership and communications and submits it to the Treasurer.
10. Reports monthly to the Board of Directors.

**h. CHAIRMAN OF SOCIAL AND PROGRAMS COMMITTEE:**

1. Shall be responsible for all matters pertaining to social and program activities of The League. These activities will include but not limited to: ~~F~~Family Day, ~~M~~Mother's Day, ~~F~~Father's Day, Halloween party, New Year's Eve party, wine and paint night, pub night, school is out for the summer, kids activities in the summer, green shack program and any other events as approved by the Board of Directors.
2. Shall prepare an annual budget for program and social activities and submits it to the Treasurer;
3. Reviews and prepares policy and procedures with respect to social activities; and.
4. Shall work with the Soccer and Social Chairman to coordinate volunteers for all The League's events.
5. Shall coordinate League activities with the City of Edmonton Recreation Department.
6. Reports monthly to the Board of Directors.

**i. CHAIRMAN OF SOCCER, OTHER SPORTS WELLNESS AND VOLUNTEER COORDINATION COMMITTEE:**

1. Shall be ~~responsible~~ ~~for~~ ~~all~~ ~~matters~~ ~~pertaining~~ ~~to~~ ~~sports~~, ~~including~~ the registration and organization of soccer and other sports including but not limited to: wellness programs, yoga and others by the Board of Directors.
2. Shall organize both indoor and outdoor soccer program and organize season ending wrap up party.
3. Recruits representatives or acts as the representative to the sports governing bodies, including Edmonton Minor Soccer Association.
4. Through Soccer registration, recruit volunteers for The League and oversee the volunteer coordination program for The League.
5. Work with other members of Board of Directors on allocating volunteers into activities of The League including but not limited to: Bingos, Casinos, ~~F~~Family Day, ~~M~~Mother's Day, ~~F~~Father's Day, Halloween party, New Year's Eve party, wine and paint night, pub



night, school is out for the summer, kids activities in the summer and facilities clean up days.

6. Prepares an annual budget for the sports programs and submits it to the Treasurer;
7. Reviews and prepares policy and procedures with respect to sports programs and
8. Reports monthly to the Board of Directors.

- j. Each additional Chairman of Committee ~~shall ensure that members of subcommittees are presented to the Board. Additionally, the Chairman must preside over the subcommittee meetings, and shall make known to The League the names of such chosen members and shall convene and preside over the meeting this committee.~~
- k. The duties of Committee Chairmen not listed shall be put forth by the Executives.
- l. ~~Each additional chairman of Committee and shall make known to The League the names of such chosen members and shall convene and preside over the meeting this committee.~~

#### **BYLAW EIGHT: Membership in Federation and Dissolution of The League**

- a. The League is an incorporated member of the Edmonton Federation of Community Leagues and shall subscribe such annual fees as may be set from time to time by the member Leagues. Paid up membership entitles The League to participation in all activities promoted by Federation.
- b. 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.

#### **BYLAW NINE: Financials and Meetings**

- a. The fiscal year of The League shall end on the 31<sup>st</sup> day of December.
- b. The League shall have multiple bank accounts as deemed necessary at the same bank.
- c. The League may borrow money on the strength of its assets, and may repay such loans from its surplus, but such borrowing shall be sanctioned by the passing of a Special Resolution.
- d. Any two of the three: President, Vice President, Treasurer shall be authorized to sign cheques, notes, debentures and all other papers and documents which pertain to the affairs of The League.
- e. The President and the Executives of The League shall be empowered to spend not more than \$10,000.00 of The League's funds on any single item without the expressed approval of the membership.
- f. No officer, standing committee, or member of The League, shall expend in excess of \$200.00 of The League's fund or incur any indebtedness in excess of \$200.00 on behalf of The League without express authority for doing so given by the Executive.
- g. As of the 31<sup>st</sup> day of December The League's Book(s) shall be closed and shall contain general particulars of the assets, liabilities, revenue and expenditures of The League. A Certified Accountant must audit the same book.
- h. Each Chairman will submit a budget to be approved by the Executives at the beginning of each fiscal year. The budget will be considered expressed authority. (See Article f)
- i. Under "emergency conditions" the President may hire suitable trades people without calling a Special Executive Meeting or Special Meeting.



#### **BYLAW TEN: Meetings and Quorum**

- a. The Annual General Meeting shall be held at the Delton Community League Hall at such time as may be determined by The League in its General Meeting; to receive the reports of the Board Directors for the preceding year, to elect officers and to transact such other general business as may legally come before the meeting.
- b. The League shall also hold a General Meeting once each month at such date as shall be fixed at the next preceding General Meeting, and such meeting shall be known as monthly General Meeting; provided however that by a majority vote, the membership may decide to suspend ~~summer~~ **July & August** meetings.
- c. The President may, whenever he thinks fit convene a Special Executive Meeting and or Special General Meeting; and shall, upon the written requisition of ten or more members, call a **“Special General Meeting”** at such time and place as the requisitioning may prescribe. All such requisitions shall express the object of the meeting proposed to be called and shall be left with the Secretary, who shall promptly advise the President thereof.
- d. Upon being advised of such requisition, the President shall forthwith proceed to convene a Special General Meeting. If he does not proceed to convene the same, to be held within one week from the date of the requisition begin left with the Secretary, the requisitionists or any ten or more members may themselves convene a meeting.
- e. Notice of any Special General Meeting shall be given to all members by the Secretary by e-mail, mail, by telephone or by another effective method, at least one day (exclusive Sunday) previous to such meeting.
- f. The accidental omission to give notice of any meeting to any member shall not invalidate the proceedings of any such meeting.
- g. Eight or more members personally present shall be a quorum for any General Meeting Special General Meeting and Annual General Meeting, and no business shall be transacted unless a quorum be present at the commencement of the meeting.
- h. At any Executive Meeting of The League, three Executive Members shall constitute a quorum.

#### **BYLAW ELEVEN: Votes of Members**

- a. Any person who is not a member of The League shall not be entitled to vote at any meeting.
- b. Any member of League in good standing who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have only one vote at all the meetings excluding Executive Meetings and must vote personally and not by proxy. Only Executives shall have voting powers at the Executive Meetings.
- c. Voting shall be done by a show of hands at all meetings, except that voting may be done by secret ballot when deemed necessary by the majority of those present.
- d. In the event of any vote resulting in a tie, the chairman of the meeting shall have the deciding vote.
- e. Motions, at any meeting, will be decided by a simple majority, except in the case of a Special Resolution.
- f. At any meeting unless a poll is demanded by the chairman or by three or more members present, a declaration by the chairman that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, an entry to that effect in the



minute book of The League shall be conclusive evidence of the fact, without proof of the number of portion of the votes recorded in favour of or against such resolution.

- g. If a poll is demanded it shall be taken forthwith in such a manner as the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting. The demand for a poll may be withdrawn.

#### **BYLAW TWELVE: Disciplinary Procedure**

- a. There shall be a Discipline Committee comprised of the elected Executives.
- b. The jurisdiction of the Discipline Committee shall be:
  - 1. To receive charges in writing pursuant to these Bylaws.
  - 2. Hold hearings
  - 3. Hear witnesses and receive evidence.
  - 4. To render its decision and reason for a decision in writing as required.
  - 5. To impose suspension or expulsion as deemed necessary.
- c. Any member of The Delton Community League may be suspended or expelled who:
  - 1. Willfully violates any Bylaws of The League.
  - 2. Without proper authority uses the name of The League.
  - 3. Misappropriates monies belonging to The League.
  - 4. Engages in conduct prejudicial to the best interest of The League.
- d. The Elected Executive shall be empowered to expel any members from membership under Article C provided such member is given the opportunity to have a proper hearing.
- e. By a Special Resolution, any Chairman or officer may be removed from office before expiration of term for conduct injurious to The League or its purposes, provided such member is given the opportunity to have a proper hearing.
- f. A member shall have a further right of appeal with respect to any suspension or expulsions from The Delton Community League provided, however, that the appeal shall be taken in writing with reasons, to the Edmonton Federation of Community Leagues, within sixty (60) days of the date of the decision by The Executive of The Delton Community League.

#### **BYLAW THIRTEEN: Amendments to the Bylaws**

- a. 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.
- b. Any proposed changes should be passed at an Executive Meeting before passing to a General, Special General, or Annual Meeting. The Board of Directors and members can then indicate support or disagreement for the proposed amendments.
- c. Notice of such proposed changes will be given in writing with Notice of a General, Special General, or Annual General Meeting.