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Westend Seniors Activity Centre



Westend Seniors Activity Centre

**PROPOSED
NEW
BYLAWS**

November 2018

**WESTEND SENIORS ACTIVITY CENTRE (WSAC)
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WESTEND SENIORS ACTIVITY CENTRE (WSAC) PROPOSED NEW BYLAWS

1 INITIAL PROVISIONS

1.1 Purpose of the Bylaws

These Bylaws set out the basic framework for the governance and business affairs of the Westend Seniors Activity Centre, which is a senior governed, not-for-profit society that works with seniors, particularly those residing in the West End of the City of Edmonton, to arrange activities and provide information, programs, and services which contribute to their more active living, their healthier aging, and their quality of life.

1.2 Definitions in the Bylaws

In these Bylaws the following words and terms are defined as follows:

- 1.2.1 **“Administration”** means the Executive Director and the other employees of this Organization.
- 1.2.2 **“Annual General Meeting”** means the regular annual meeting of the members of this Organization held in accordance with sections 3.1 and 3.2 of these Bylaws.
- 1.2.3 **“Board”** means the Board of Directors of this Organization.
- 1.2.4 **“Business day”** means any day other than Saturday or Sunday which is not a statutory holiday.
- 1.2.5 **“Facility”** means any real property owned, leased or rented by the Westend Seniors Activity Centre for the purpose of serving the Organization and its Members.
- 1.2.6 **“Lifetime Members”** means those Members of this Organization who currently meet all the requirements of subsection 2.1.3 of these Bylaws.
- 1.2.7 **“Nomination Day”** means the last day on which the Returning Officer will accept nomination forms from candidates seeking election to the Board in the upcoming Annual General Meeting or from their nominators.
- 1.2.8 **“Officers of the Board”** means the President, Vice President, Treasurer and Immediate Past President of this Organization, plus such other Board members as may be designated as Officers by the Board in accordance with the Organization’s Governance Policies.
- 1.2.9 **“Ordinary Members”** means those Members of this Organization who have met all the requirements of subsection 2.1.1 of these Bylaws and who currently meet all of the requirements of subsection 2.1.2 of these Bylaws.
- 1.2.10 **“Organization”** means the senior governed, not-for-profit society called the Westend Seniors Activity Centre.
- 1.2.11 **“Policy”** means a measure or a set of measures consistent with the Bylaws and approved in accordance with Article 6 of these Bylaws in order to give more specific direction regarding the programs, services, activities, or duties of this Organization.

1.2.12 **“Public Document”** means any of the following documents of this Organization:

- (a) these Bylaws,
- (b) any of the Policies currently in effect,
- (c) the Organization’s current budget,
- (d) the Organization’s most recent audited and accepted financial statements,
- (e) the minutes of the most recent Annual General Meeting with approved minutes,
- (f) the minutes of the most recent Special General Meeting with approved minutes
- (g) the minutes of any of its ten most recent Board meetings with approved minutes, or
- (h) any other document designated a Public Document in the Policies.

1.2.13 **“Robert’s Rules of Order”** means the edition of “Robert’s Rules of Order Newly Revised in Brief” specified in the Governance Policies.

1.2.14 **“Special General Meeting”** means a meeting of the members of this Organization which is called under special circumstances and held in accordance with sections 3.1 and 3.3 of these Bylaws.

1.2.15 **“Special Resolution”** means a resolution passed by a three-quarters (3/4) majority of the Ordinary and Lifetime Members present and voting at an Annual General Meeting or at a Special General Meeting of the Organization after at least twenty-one (21) days notice of the meeting has been provided. This notice must include the specific wording of this resolution. Such a resolution is required to approve new Bylaws, to rescind or amend existing Bylaws, to borrow money by issuing a debenture, or to dissolve the Organization.

1.3 Rules of Interpretation

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

1.3.1 The headings are for convenience only. They do not affect the interpretation of these Bylaws.

1.3.2 The numberings are only for reference and cross reference purposes. The provisions of these Bylaws are numbered as follows.

- n. - article (a heading in all capitals in bold type),
- n.n - section (its heading is in bold type),
- n.n.n - subsection (not named or bolded), and
- n.n.n. (a), (b), (c), etc. - clause (also not named or bolded).

1.3.3 In these Bylaws references to male or female persons shall be read as including all persons (regardless of race, ethnicity, gender, sexual orientation, class, religion or disability).

2 MEMBERSHIP IN THE ORGANIZATION

2.1 Membership and Membership Classes

2.1.1 To become an Ordinary Member an individual must:

- (a) apply for membership in the Organization,
- (b) be 55 years of age or older,
- (c) provide the Organization with his or her full name and residential address, and
- (d) pay the annual membership fee.

- 2.1.2** To retain Ordinary Membership an individual must:
- (a) advise the Organization of any changes to his or her name and residential address at least annually,
 - (b) continue to pay the annual membership fee, and
 - (c) be in full compliance with the Bylaws and Policies of the Organization.
- 2.1.3** To become a Lifetime Member and to retain Lifetime Membership an individual must:
- (a) be a founding member of the Organization or else be 85 years of age or over and have been an Ordinary Member for the past ten (10) years,
 - (b) update the Organization at least annually regarding his or her residential address, and
 - (c) be in full compliance with the Bylaws and Policies of the Organization.
- 2.1.4** To become an Honourary Member an individual must be appointed by a motion of the Board of Directors in recognition of his or her exceptional services to or exceptional support of the Organization. Honourary membership will continue for life unless it is ended by a motion of the Board or unless the Honourary Member fails to update the Organization at least annually regarding his or her residential address.

2.2 Membership Fees

All matters regarding membership fees for those members subject to an annual membership fee shall be governed by the Membership Policies.

2.3 Rights and Privileges of Members

- 2.3.1** Each Ordinary or Lifetime Member is entitled to:
- (a) attend and speak at Annual General Meetings and Special General Meetings of the Organization,
 - (b) vote on motions and resolutions at Annual General Meetings and Special General Meetings of the Organization,
 - (c) vote to elect Board Members at Annual General Meetings of the Organization,
 - (d) attend and observe regular Board meetings of the Organization in a non-voting capacity,
 - (e) inspect any or all of the Organization's Public Documents in the Organization's premises at a time during normal business hours specified by the member after giving the Executive Director or his or her designate at least one business day's notice of what is to be inspected and when,
 - (f) use the Organization's Facility during the normal business hours and participate in the Organization's programs, services, and activities subject to the limitations set out in the Bylaws, the requirements set out in the Policies, and the conditions and restrictions set out in the administrative guidelines established by the Executive Director, and
 - (g) exercise such other rights and privileges as given to such Members in the Bylaws and Policies.
- 2.3.2** Each Honourary Member is entitled to:
- (a) attend and observe Annual General Meetings and Special General Meetings of the Organization in a non-voting capacity but not to speak at such meetings unless invited to do so by the chairperson, and
 - (b) use the Organization's facility during its normal business hours and participate in the Organization's programs, services, and activities subject to the limitations set out in the Bylaws, the requirements set out in the Policies, and the conditions and restrictions set out in the administrative guidelines established by the Executive Director.

2.4 Ceasing Membership

- 2.4.1** A Member may choose to end his or her membership in the Organization in one of two ways:
- (a) by giving written notice of his or her intent to end his or her membership to the President or the Executive Director at any time, or
 - (b) by not paying his or her annual membership fee on or before the last business day of January if he or she is an Ordinary Member.
- 2.4.2** If a Member ends his or her membership under section 2.4.1 above he or she can rejoin the Organization by applying to do so and:
- (a) by meeting the provisions of clauses 2.1.1(c), 2.1.1(d) and 2.1.2(c) above if he or she qualifies as an Ordinary Member, or
 - (b) by meeting the provisions of subsection 2.1.3 above if he or she qualifies as a Lifetime Member.
- 2.4.3** The Board may recommend the expulsion of a Member after following the process specified in the Membership Policies. However, if the Board makes such a recommendation the following process shall then be followed:
- (a) The Board shall schedule a Special General Meeting or put this matter on the agenda of the next Annual General Meeting, and in either case it shall give at least twenty-one (21) days' notice of the proposed expulsion motion, including specific written notice to the Member proposed for expulsion.
 - (b) The proposed expulsion motion shall then be considered at this Special General Meeting or Annual General Meeting.
 - (c) If at least two thirds (2/3) of the Voting Members of the Organization present at this Special General Meeting or Annual General Meeting vote for expulsion, the Member in question shall be expelled immediately.

3 MEETINGS OF THE GENERAL MEMBERSHIP

3.1 Requirements for All Meetings of the General Membership

- 3.1.1** The Board of Directors shall ensure that at least twenty-one (21) days notice of each Annual General Meeting or Special General Meeting is given to the membership. This notice shall include the agenda of the meeting, its date, time, and place, and the specific wording of any Special Resolution to be considered at the meeting, and shall be given by the following:
- (a) a notice in the newsletter,
 - (b) a notice on the Organization's website,
 - (c) additional means if the Board deems that additional means are appropriate,
 - (d) written notice to the affected Member if the agenda includes a motion under clause 2.4.3(a) above, and
 - (e) written notice to the affected Board member if the agenda includes a motion under clause 4.3.2(d) below.
- 3.1.2** The quorum for each Annual General Meeting or Special General Meeting shall be two percent (2%) of the current number of the Organization's Ordinary and Lifetime Members.
- 3.1.3** Except where specifically provided otherwise in these Bylaws each Annual General Meeting or Special General Meeting shall be conducted in accordance with Robert's Rules of Order.
- 3.1.4** Passing a motion at any Annual General Meeting or Special General Meeting requires approval by a simple majority of the Ordinary and Lifetime Members present and voting unless these Bylaws or Robert's Rules of Order require a greater majority.

3.2 The Annual General Meeting

- 3.2.1** The Annual General Meeting of the Organization shall be held not sooner than the first business day of March and not later than the last business day of March each year.
- 3.2.2** The agenda of the Annual General Meeting shall include:
- (a) adoption of the minutes of the last Annual General Meeting and any Special General Meetings subsequent to it,
 - (b) presentation of reports on the previous year's activities and on the current and planned activities for the current year,
 - (c) presentation and acceptance of the audited financial statement for the previous year and the auditor's opinion on same,
 - (d) appointment of the auditor for the current year,
 - (e) presentation of the budget for the current year,
 - (f) election of the President, and
 - (g) election of members of the Board of Directors.
- 3.2.3** Additional items may be added to the agenda of an upcoming Annual General Meeting by any of the following means:
- (a) a motion approved by the Board,
 - (b) a motion which specifies the particular subject or subjects for discussion or decision to be added to the agenda and which is approved by at least two thirds (2/3) of the Ordinary and Lifetime Members of the Organization present at the previous Annual General Meeting or at a Special General Meeting held subsequent to the previous Annual General Meeting, or
 - (c) a petition which specifies the particular subject or subjects for discussion or decision to be added to the agenda, which is signed by three per cent (3%) or more of the Organization's Ordinary and Lifetime Members, and which is received by the President or the Executive Director at least twenty-one (21) days before the Annual General Meeting.

3.3 Special General Meetings

- 3.3.1** The Board of Directors may call one or more Special General Meetings during the year for one or more of the following – to:
- (a) discuss important issues of concern with the members of the Organization,
 - (b) seek advice or direction from the members of the Organization on financial, organizational, or other issues,
 - (c) decide on the expulsion of one or more Members of the Organization,
 - (d) consider the removal of a Board member from office,
 - (e) borrow funds through issuing a debenture or debentures, or
 - (f) consider proposed changes to these Bylaws.
- 3.3.2** Ordinary or Lifetime Members may petition the Board of Directors to call a Special General Meeting for one or more of the following purposes, which must be specified in the petition – to:
- (a) provide important information to the Board, other Members of the Organization, or both,
 - (b) discuss issues of concern with the Board and other Members of the Organization,
 - (c) provide advice or direction to the Board on financial, organizational, or other issues,
 - (d) consider the removal of a Board member from office,
 - (e) borrow funds through issuing a debenture or debentures, or
 - (f) consider proposed changes to these Bylaws.
- 3.3.3** If the purpose or one of the purposes of this Special General Meeting falls under one or more of clauses 3.3.2(a) 3.3.2(b) or 3.3.2(c) above, this petition must also specify the particular subject or subjects which are to be discussed or decided on at the Special General Meeting.

- 3.3.4** If the purpose or one of the purposes of this Special General Meeting falls under one or more of clauses 3.3.2(d), 3.3.2(e), or 3.3.2(f) above, this petition must also specify the draft wording of the proposed motion or Special Resolution.
- 3.3.5** If five percent (5%) or more of the Ordinary and Lifetime Members sign the petition specified in subsection 3.3.2 above and the petition also meets the applicable requirements of subsection 3.3.3 or 3.3.4, the Board of Directors must call a Special General Meeting for the purpose or purposes specified in the petition.

4 GOVERNANCE OF THE ORGANIZATION

4.1 The Board of Directors

- 4.1.1** The Board of Directors governs the Organization, sets its overall direction, and establishes, upholds, and where appropriate modifies the Organization's Policies.
- 4.1.2** The key responsibilities of the Board of Directors are as follows:
- (a) understanding the capacities and limitations of the Organization, particularly within the context of seniors' needs and the relevant programs and initiatives of governments and of other organizations serving seniors,
 - (b) preparing a strategic plan for the Organization, overseeing its implementation, assessing its results, and revising or replacing it when appropriate,
 - (c) establishing, reviewing, and amending the Organization's Policies, particularly those regarding its governance, its programs and services, its funding, and its financial and physical assets, to ensure that these Policies are appropriate, up to date, and properly implemented,
 - (d) employing an Executive Director to administer the Organization, giving him or her appropriate direction, and assessing his or her performance,
 - (e) promoting the objects of the Organization and promoting membership and participation in its programs, services, and activities,
 - (f) taking remedial action if significant problems arise in the communications among the Board, the Administration, the Organization's volunteers, and the Organization's general membership, or between any of these,
 - (g) reviewing and approving the Organization's annual budget before the Annual General Meeting,
 - (h) regularly considering revenue and expenditure monitoring reports and providing direction when the Organization's revenues, expenditures, or both, are deviating significantly from the annual budget or are expected to do so, and
 - (i) providing direction to ensure that the Public Documents, the financial records, and the other important records and documents of the Organization which are currently relevant to the Organization are accurate, complete, and available when required.
- 4.1.3** The size of the Board of Directors shall be a minimum of seven (7) members and a maximum of fourteen (14) members, and its composition shall be as follows:
- (a) the President, who is elected annually at the Annual General Meeting,
 - (b) not less than six (6) and not more than twelve (12) Directors who are elected for two year terms ending at the second Annual General Meeting following their election, and
 - (c) the Immediate Past President in the year following the election of a new President.
- 4.1.4** Each Board member must meet all of the applicable qualifications for seeking and holding office:
- (a) Each Board member and each candidate for Board membership must be an Ordinary or Lifetime Member, must be nominated by another Ordinary or Lifetime Member, and must have been an Ordinary Member for at least one year on the day of his or her nomination as a candidate for election to the Board or else be a Lifetime Member on the day of his or her nomination as a candidate for election to the Board.

- (b) Any Ordinary or Lifetime Member may run for both a Director position and the position of President if he or she meets the requirements of clause (a) above, but a Director whose term does not end at the next Annual General Meeting must resign his or her position as a Director in order to run for the position of President.
- (c) The President may serve a maximum of four consecutive one-year terms, after which he or she cannot be a candidate for President or for a Director position until the third Nomination Day after he or she ceased being President.
- (d) The Immediate Past President, who was the last person to occupy the office of President before being replaced during an Annual General Meeting by a new President, shall serve only a single one year term and cannot be a candidate for President or for a Director position until the second Nomination Day after he or she ceased being Immediate Past President.
- (e) Each Director may serve a maximum of three consecutive two-year terms, after which he or she cannot be a candidate for President or for a Director position until the second Nomination Day after he or she ceased being a Director.

4.2 Board of Directors Elections

4.2.1 The annual nomination and election process for Board positions shall be initiated at the Board's December meeting as follows:

- (a) At this meeting the Board shall set the Nomination Day, which shall be a business day on or after January 21 and on or before January 31 of the following year.
- (b) Unless the Board determines otherwise at this meeting, the number of Director positions to be filled at the upcoming Annual General Meeting shall be twelve (12) less the number of Directors whose terms of office do not end at that Annual General Meeting.
- (c) At this December meeting the Board shall also appoint a Nominations Committee consisting of three to five members, of which the chair and up to one other shall be Board members, up to two may be Past Presidents, and up to three may be Ordinary or Lifetime Members of the Organization who are neither Board Members nor Past Presidents.
- (d) The duties of the Nominations Committee shall be to encourage suitable candidates to run for the position of President and for the vacant Director positions and to publicize and conduct at least one candidate forum between Nomination Day and the Annual General Meeting.

4.2.2 The election of candidates to the Board of Directors shall proceed as follows:

- (a) Balloting for all contested Board positions shall occur near the beginning of the Annual General Meeting to give time to count ballots and to resolve ties and other problems before the end of this meeting.
- (b) At this time Ordinary and Lifetime Members present may vote for one Presidential candidate and for as many Director candidates as there are Director positions open to be filled at the Annual General Meeting.
- (c) If it is contested the position of President shall be won by the qualifying candidate who receives the most votes.
- (d) However, if after the ballot counting there is a tie the election of the President shall be resolved by an immediate vote on the floor to decide between the tied candidates, with the results being announced immediately.
- (e) If the successful candidate for President also ran for a Director position the votes for him or her as a Director candidate shall then be immediately nullified.
- (f) If the Director positions are contested they shall be won by the qualifying candidates in the order of their vote counts, which means that the Director candidate who receives the most votes shall be elected first, the Director candidate who receives the second largest number of votes shall be elected second, and so on until all the Director vacancies are filled or else all of the candidates receiving votes have been elected.
- (g) However, if after the ballot counting there is a tie in Director votes that affects the choice of successful Director candidates the process set out in clause (h) below shall be followed instead.

- (h) If clause (g) above applies, all the Director candidates who would be elected irrespective of how the tie is resolved shall be declared elected, and then the election of the remaining Director or Directors shall be resolved by an immediate vote on the floor between the tied Director candidates, with the results being announced immediately.

4.2.3 The designation and responsibilities of the Returning Officer, the process for counting ballots, and all other procedural requirements of the nomination and elections process shall be governed by the Governance Policies.

4.2.4 The following election processes shall only take effect if the election process set out in subsection 4.2.2 above fails to fill all the vacancies on the Board of Directors:

- (a) If the process set out in subsection 4.2.2 does not result in filling the position of President or in filling all of the Director vacancies specified in clause 4.2.1(b) above, the Organization shall then immediately attempt to fill all remaining Board vacancies by accepting nominations of Ordinary and Lifetime Members from the floor at the Annual General Meeting, appointing the nominee to each uncontested position, and then if necessary holding a floor vote or votes to choose among the nominated candidates for any contested position or positions.
- (b) If the measures specified in subsection (a) above do not result in the election of a President, the Directors and the Immediate Past President (if there is one) shall meet within twenty-one (21) days of the Annual General Meeting and elect one of the Directors as President.
- (c) If the measures specified in subsection (a) above do not result in the election of enough Board members to meet the minimum size of seven (7) members, the Directors, the President, and the Immediate Past President (if there is one) shall meet within twenty-one (21) days of the Annual General Meeting to choose enough suitable Ordinary or Lifetime Members to bring the size of the Board up to seven (7) members.
- (d) The Ordinary or Lifetime Members chosen under clause (c) above shall immediately become additional Directors but shall only serve until the next Annual General Meeting rather than serving a two year term.

4.3 Board Procedural Requirements

4.3.1 The following provisions apply to meetings of the Board of Directors:

- (a) The Board of Directors shall meet at least eight (8) times a year, including at least once in March and at least once in December.
- (b) Board meetings shall be at such dates and times as decided upon by the Board members but the President may also call special meetings to address an urgent or important matter or matters.
- (c) Except in emergency situations the members of the Board and the members of the Organization shall be given at least three days' notice of the date, time, location, and proposed agenda of each Board meeting by e-mail or a notice on the Organization's notice board.
- (d) Except as provided in clause (e) below the quorum for each Board meeting shall be fifty per cent (50%) plus one of the current number of Board members.
- (e) Despite clause (d) above if any Board members have been excluded from or have withdrawn from a Board meeting because of an actual or perceived conflict of interest, the quorum for that meeting shall be fifty per cent (50%) plus one of the current number of Board members less the number of Board members who have been excluded or who have withdrawn because of the actual or perceived conflict of interest.
- (f) The President shall have no vote on any matter unless there is a tie, in which case he or she may cast the deciding vote.
- (g) Minutes of each Board meeting must be taken and then must be approved at a subsequent Board meeting.
- (h) Except where specifically provided otherwise in these Bylaws the meetings of the Board shall be conducted in accordance with Robert's Rules of Order.
- (i) The Governance Policies shall govern the Board's other procedures.

- 4.3.2** The following provisions apply to the departure or removal of Board members:
- (a) A Board member may resign from the Board by providing the President or the Board with a written notice which includes the effective date of his or her resignation.
 - (b) Unless prior notification has been provided to and accepted by the Board, a Board member who misses three consecutive Board meetings shall be considered as having vacated his or her Board membership unless the Board decides that the circumstances warrant the member staying on the Board.
 - (c) A Board member who ends his or her membership in the Organization under the provisions of subsection 2.4.1 above or who is expelled from the Organization under the provisions of subsection 2.4.3 above shall be considered as having vacated his or her Board position at the same time.
 - (d) A Board member may be removed from office by a two-thirds (2/3) majority vote of the Ordinary and Lifetime Members present at an Annual General Meeting or a Special General Meeting if at least twenty-one (21) days' notice of the motion to remove the Board member, including specific written notice to the Board member proposed for removal, has been provided.
 - (e) If a Board member resigns, is removed from the Board, or is otherwise unable to complete his or her term of office, the Board of Directors may appoint an Ordinary or Lifetime Member as a replacement Director for the remainder of the former Board member's term of office.
 - (f) Despite clause (e) above the Board must promptly appoint a replacement Director if not doing this would mean that the size of the Board of Directors would be below the minimum size of seven (7) members for more than thirty (30) days.

4.4 Officers of the Board

4.4.1 The President

- (a) leads the Board of Directors, coordinates its work, and may call special Board meetings to address urgent or important matters,
- (b) chairs the Annual General Meeting, all Special General Meetings, and all Board of Directors meetings, and arranges for the minute taking for same, unless he or she is unable to attend,
- (c) chairs the Executive Committee and the Human Resources Committee,
- (d) is responsible for supervising the Executive Director on behalf of the Board, and
- (e) acts as spokesperson for the Board and may act as spokesperson or authorize another Board member to act as spokesperson for the Organization, if he or she deems this appropriate.

4.4.2 The Vice President

- (a) chairs General Meetings of the membership and Board of Directors meetings and arranges for the minute taking for same in the absence of the President,
- (b) chairs the Planning Committee and is a member of the Executive Committee,
- (c) replaces the President at various functions when requested by the President, and
- (d) carries out other duties assigned by the President or the Board.

4.4.3 The Treasurer

- (a) chairs the Finance Committee and is a member of the Executive and Human Resources Committees,
- (b) monitors the financial position of the Organization, including the status of the Organization's investments and its revenues and expenditures as compared to the budget, and presents financial monitoring reports at each regular Board meeting,
- (c) helps develop the budget for the new year and presents it to the Board in time for it to be approved before the Annual General Meeting,
- (d) makes a budget presentation at the Annual General Meeting, and presents or assists with the presentation of the audited financial statements for the previous year at the Annual General Meeting,

- (e) makes recommendations to the Board on the investment and disposition of surplus and reserve funds, and
 - (f) carries out other duties assigned by the President or the Board.
- 4.4.4** The Immediate Past President
- (a) advises the incoming President and the Board, particularly on the background to sensitive current issues and on important ongoing activities of the Organization, and
 - (b) carries out other duties assigned by the President or the Board.
- 4.4.5** The Vice President and the Treasurer shall each be elected for a one year term by the Board of Directors at the first Board meeting following the Annual General Meeting.
- 4.4.6** The Board may designate one or more other Board members as an Officer or Officers and specify his, her, or their responsibilities in accordance with the Governance Policies.
- 4.4.7** The Governance Policies shall also address the consequences of the departure, repositioning, or removal of Officers of the Board.
- 4.5 Board Committees**
- 4.5.1** All Board Committees shall be responsible to the Board of Directors and chaired by Board members.
- 4.5.2** The standing committees of the Board shall include the following:
- (a) the Executive Committee,
 - (b) the Planning Committee,
 - (c) the Finance Committee,
 - (d) the Human Resources Committee, and
 - (e) the Nominations Committee.
- 4.5.3** The Board may establish additional standing Board committees and it may also establish ad hoc Board committees to strengthen Board decision-making or to coordinate or carry out important tasks or special projects designated by the Board.
- 4.5.4** The Governance Policies shall specify the composition and responsibilities for each Board committee specified in subsections 4.5.2 and 4.5.3 above.
- 4.6 Financial Management**
- 4.6.1** The registered office of the Organization is located in Edmonton, Alberta.
- 4.6.2** The fiscal year of the Organization shall be the calendar year.
- 4.6.3** Other than the cash used for day to day operations, all the funds of the Organization shall be deposited in or invested through a local branch of a chartered bank, a trust company, the Alberta Treasury Branches, or a credit union.
- 4.6.4** The financial statements of the Organization shall be audited annually and the audit process shall be governed by the standards of the Chartered Professional Accountants of Alberta. In addition the audited financial statement for the previous year and the auditor's opinion on same shall be presented to the Members of the Organization for acceptance at the Annual General Meeting.

- 4.6.5** The Board must designate a sufficient number of signing officers to sign cheques, orders to pay, contracts, and other written instruments on behalf of the Organization. The Board must also designate replacement signing officers promptly when one or more signing officers is unable or unwilling to act in this capacity. The signing officers required to sign a cheque, an order to pay, a contract, or another written instrument on behalf of the Organization shall be specified in the Financial Policies.
- 4.6.6** The Organization may only borrow funds to carry out its objects if the applicable requirements are fully met:
- (a) If the Organization wishes to borrow funds without issuing a debenture, notice of the motion to borrow funds must first be provided to the Board members prior to the Board meeting where this motion is to be considered, and then the motion to borrow the funds must be approved by a two-thirds (2/3) majority of the Directors present at the meeting.
 - (b) If the Organization wishes to borrow funds by issuing a debenture or debentures all of the requirements for approving a Special Resolution which are specified in subsection 1.2.15 must be met.
- 4.6.7** No member of the Board shall receive any remuneration for carrying out Board duties or for providing services to the Organization. However, a Board member may be reimbursed for reasonable expenses incurred in the performance of his or her Board duties or for reasonable expenses incurred while working for the Organization as a volunteer in accordance with the Financial Policies.
- 4.6.8** The Organization shall not pay any dividends and shall not distribute any of its property among some or all of its Members.

5 ADMINISTRATIVE AND OPERATIONAL ISSUES

5.1 Insurance

- 5.1.1** The Organization shall obtain and maintain suitable insurance to adequately protect its Board members, its employees, and its volunteers in the case of liability for loss or damage caused by anything said or done or omitted to be done in good faith in the performance or intended performance of their functions, duties or powers under these Bylaws or for the Organization.
- 5.1.2** The insurance required in subsection 5.1.1 above need not include coverage for damages caused by defamation.
- 5.1.3** The Organization shall obtain and maintain suitable insurance to adequately protect against loss or damage to its interest in any building owned, leased or rented by the Organization, the contents of any such building, and any other assets of the Organization of significant value.

5.2 The Executive Director

- 5.2.1** The Executive Director shall be the Chief Executive Officer of the Organization and shall be responsible to the Board for managing its Facility and all of its operations, programs, services, activities, and records appropriately. In meeting these responsibilities the Executive Director shall establish administrative guidelines regarding staff responsibilities, use of the Organization's Facility, participation in the Organization's programs, services, and activities, and other matters as appropriate.
- 5.2.2** The Executive Director may establish operating committees to assist with program delivery, Facility maintenance, and program monitoring as well as other operational issues. Board members may serve on operating committees, but only as individual Members of the Organization and not in their capacity as Board members.

5.2.3 The Executive Director shall be the only employee of the Organization who reports directly to the Board through the President. He or she shall be accountable to the Board for providing leadership and direction to the Organization's other employees and to its volunteers, and for the work and behavior of the Organization's volunteers and employees.

5.2.4 The Executive Director's authorities and responsibilities are further governed and clarified by the Policies.

5.3 Access and Activity Conditions and Limitations

5.3.1 Access to the Organization's Facility or to any portion of this Facility may be restricted or prohibited by the Board or the Administration with no notice or with minimal notice for safety, security, or program reasons.

5.3.2 Participation in the Organization's programs, services and activities and use of its Facility by Members, volunteers, and other users shall be subject to the limitations set out in the Bylaws, the requirements set out in the Policies, and the conditions and restrictions set out in the administrative guidelines established by the Executive Director.

6 POLICIES AND POLICY MAKING

6.1 Approving, Amending, and Repealing Policies

6.1.1 The process for approving a new Policy, for amending an existing Policy, or for repealing an existing Policy is as follows:

- (a) The Board must be given at least seven (7) days' notice of the proposed new Policy, the proposed amendment, or the proposed repeal of an existing Policy.
- (b) This notice must include the actual wording of the proposed new Policy, the actual wording of the proposed amendment, or the actual wording of the proposed motion to repeal an existing Policy.
- (c) The motion to approve the proposed new Policy, the motion to approve the proposed amendment, or the motion to repeal an existing Policy must be approved without any consequential amendments by a two-thirds (2/3) majority of the Board members present at a duly constituted Board meeting.

6.1.2 Any new Policy and any amendment to an existing Policy must also be recorded in the master index of the Organization's Policies before it takes effect. The repeal of any existing Policy must also be recorded in the master index of the Organization's Policies before it takes effect.

6.2 Limitations to Policies

6.2.1 Unless a Policy has been approved in accordance with section 6.1 above it shall not have any force or effect. Unless a Policy amendment or the repeal of a Policy has been approved in accordance with section 6.1 above it shall not have any force or effect.

6.2.2 No provision of any Policy which is inconsistent with any provision in the Bylaws shall have any force or effect.

7 AMENDING THE BYLAWS

7.1 Required Process

7.1.1 The Bylaws of the Organization may only be approved, amended or rescinded by passing a Special Resolution at an Annual General Meeting or at a Special General Meeting.

- 7.1.2** Notice of a Special Resolution to approve, amend or rescind Bylaws of the Organization shall include the specific wording of the Special Resolution and shall be given not less than twenty-one (21) days before the Annual General Meeting or the Special General Meeting where the Special Resolution will be considered.
- 7.1.3** Notice of the Special Resolution shall be provided to the Organization's Members by the following means:
- (a) a notice in the Organization's newsletter,
 - (b) a notice on the Organization's website, and
 - (c) additional means if the Board deems that additional means are appropriate.
- 7.1.4** The Special Resolution must be passed by a vote of not less than three quarters (3/4) of the Ordinary and Lifetime Members present and voting.

7.2 Taking Effect

No new Bylaw nor the rescission of or amendment to any existing Bylaw shall take effect until the change has been registered by the Registrar in accordance with section 15(2) of the Societies Act.

7.3 Limitation to Amendments

The Bylaws shall not be amended to enable the Organization to pay dividends to any of its Members or to distribute any of its property among some or all of its Members.

8 DISSOLUTION OF THE ORGANIZATION

8.1 Special Resolution

If its Members wish to dissolve the Organization they must pass a Special Resolution to accomplish this.

8.2 Assets During and After Dissolution

8.2.1 The Organization shall not pay any dividends to any of its Members and shall not distribute any of its property among some or all of its Members during the dissolution process.

8.2.2 If the Organization is dissolved by a Special Resolution any funds remaining after payment of all debts and liabilities shall be disbursed to one or more eligible charitable groups for the benefit of seniors. Any assets remaining after payment of all debts and liabilities shall be transferred to the same eligible charitable group or groups.