

**Westend Seniors Activity Centre - Bylaws
Special Resolution AGM 2022**

Motion 1

Bylaw 4 GOVERNANCE OF THE ORGANIZATION 4.1 The Board of Directors 4.1.4	
Motion: Moved by Jay Pritchard seconded by Kay Rother that 4.1.4 the Board amend the Bylaws to make provision for non-members to sit on the Board (c) and the subsequent re-lettering of the points be accepted as proposed.	
<p>Current:</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	<p>Proposed:</p> <p>(c) The Board makes provision for non-members to sit on the Board</p> <p>(d) 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.</p> <p>(e) 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.</p> <p>(f) 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.</p>
Rationale for the change: allow for a wider range of specialization of skills from the general public that will enhance the Board's ability to meet their goals and strategic plan.	
Carried: January 27, 2022.	

Motion 2

Bylaw 4 GOVERNANCE OF THE ORGANIZATION 4.2 Board of Directors Elections 4.2.1
Motion: Moved by Dolores Brent and seconded by Kay Rother 4.2.1 The annual nomination and election process for Board positions shall be initiated at the Board's December meeting as follows: be accepted as proposed.

<p>Current</p> <p>The annual nomination and election process for Board positions shall be initiated at the Board's December meeting as follows:</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	<p>Proposed</p> <p>The annual nomination and election process for Board positions shall be initiated no later than at the Board's December meeting as follows:</p> <p>(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.</p> <p>(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.</p> <p>(c) At the 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.</p> <p>(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.</p>
<p>Rationale for the change: proposed for clarity</p>	
<p>Carried: January 27, 2022.</p>	

Motion 3

<p>Bylaw 4 GOVERNANCE OF THE ORGANIZATION 4.3 Board Procedural Requirements 4.3.1</p>	
<p>Motion: Moved by John Kennedy and seconded by Robert Smith that 4.3.1 be changed as proposed with a new (g) and the subsequent re-lettering of the points.</p>	
<p>Current:</p>	<p>Proposed:</p>

<p>(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.</p> <p>(g) Minutes of each Board meeting must be taken and then must be approved at a subsequent Board meeting.</p> <p>(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.</p> <p>(i) The Governance Policies shall govern the Board's other procedures.</p>	<p>(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.</p> <p>(g) Motions passed at a meeting of the Board of Directors take effect immediately.</p> <p>(h) Minutes of each Board meeting must be taken and then must be approved at a subsequent Board meeting.</p> <p>(i) Except where specifically provided otherwise in these Bylaws the meetings of the Board shall be conducted in accordance with Robert's Rules of Order.</p> <p>(j) The Governance Policies shall govern the Board's other procedures.</p>
<p>Rationale for the change: Clarity needed so the motions passed at a Board meeting can be implemented immediately and don't have to wait until the minutes of the Board meeting are passed to be implemented.</p>	
<p>Carried: September 30, 2021</p>	

Motion 4

<p>Bylaw 4 GOVERNANCE OF THE ORGANIZATION 4.4 Officers of the Board 4.4.2 The Vice President (b)</p>	
<p>Motion: Moved by Kay Rother and seconded by Dolores Brent that 4.4.2 The Vice President (b) be accepted as proposed.</p>	
<p>Current: (b) chairs the Planning Committee and is a member of the Executive Committee</p>	<p>Proposed: (b) chairs the Planning Committee and is a member of the Executive Committee and Human Resources Committee</p>
<p>Rationale for the change: For succession planning purposes, it provides experience</p>	
<p>Carried: September 30, 2021.</p>	

Motion 5

<p>Bylaw 4 GOVERNANCE OF THE ORGANIZATION 4.6 Financial Management 4.6.6 (b)</p>	
<p>Motion: Moved by Rick Batty and seconded by Kay Rother 4.6.6 (b) The Organization may only borrow funds to carry out its objects if the applicable requirements are fully met: (b) be accepted as proposed.</p>	
<p>Current: (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 1.2.16 must be met.</p>	<p>Proposed: (b) If the Organization wishes to borrow funds by issuing a debenture or debentures all of the requirements for approving a Special Resolution must be met.</p>

Rationale for the change: The numbering in the Bylaws change as the Initial Provisions are added and/or deleted. Striking out this phrase will eliminate any confusion of cross reference numbers.

Carried: May 27, 2021.

Motion 6

Westend Seniors Activity Centre BYLAWS revised Table of Contents

Moved by Jay Pritchard seconded by Dolores Brent that the revised **Table of Contents** be accepted as proposed.

Current:
See APPENDIX 1
WSAC **BYLAWS**

Proposed:
See APPENDIX 2
WSAC **BYLAWS**

Rationale for the change: Westend Seniors Activity Centre **BYLAWS Table of Contents** be revised to improve the overall organization of the Table of Contents.

Carried: November 25, 2021.

Motion 7

Westend Seniors Activity Centre BYLAWS revised Title Page

Moved by Ruth Ann Linklater seconded by Dolores Brent that the revised Title Page be accepted as proposed.

Current
See APPENDIX 3
WSAC **BYLAWS**

Proposed
See APPENDIX 4
WSAC **BYLAWS**

Rationale for the change: The 40th Anniversary Logo dated 2018 is outdated. Removing the Logo will bring the Westend Seniors Activity Centre **BYLAWS** Title Page up to date.

Carried: November 25, 2021.

Appendix 1

Motion 6

Current

**WESTEND SENIORS ACTIVITY CENTRE (WSAC)
TABLE OF CONTENTS OF THE PROPOSED NEW BYLAWS**

Provision	Page	
1	Initial Provisions	1
1.1	Purpose of the Bylaws	1
1.2	Definitions in the Bylaws (1.2.1 to 1.2.17).....	1
1.3	Rules of Interpretation.....	2
1.3.1	"The heading are for convenience only"	2
1.3.2	"The numberings are for reference and cross reference purposes only", and a description of them is provided	2
1.3.3	"References to male or female persons shall be read as including all persons" ..	2
2	Membership in the Organization	2
2.1	Membership and Membership Classes	2
2.1.1	"To become an ordinary member"	2
2.1.2	"To become a lifetime member"	3
2.1.4	"To become an honorary member"	3
2.2	Membership Fees	3
2.3	Rights and Privileges of Members	3
2.3.1	Ordinary and Lifetime Members	3
2.3.2	Honourary Members	3
2.4	Ceasing Membership	4
2.4.1	Member ceasing membership voluntarily	4
2.4.2	Member rejoining after ceasing membership voluntarily	4
2.4.3	Board may recommend expulsion of a member	4
3	Meetings of the General Membership	4
3.1	Requirements for All Meetings of the General Membership	4
3.1.1	Requirements for notice of meetings	4
3.1.2	Quorum for each Annual General Meeting and Special General Meeting	5
3.1.3	"The AGM and Special General Meetings shall be conducted in accordance with Robert's Rules of Order"	4
3.1.4	Voting requirements to pass a motion	4
3.2	The Annual General Meeting	5
3.2.1	Date of the Annual General Meeting	5
3.2.2	The Agenda for the Annual General Meeting shall include.....	5
3.2.3	Means to add items to the Agenda of the Annual General Meeting	5
3.3	Special General Meetings	5
3.3.1	Reasons the Board may call one or more Special General Meetings	5
3.3.2	Reasons Ordinary or Lifetime members may petition for a Special General Meeting	5
3.3.3	Petition under 3.3.2(b) or 3.3.2(c) must be specific	6
3.3.4	Petition under 3.3.2(d) or 3.3.2(e) must meet further requirements	6
3.3.5	Percentage of Ordinary and Lifetime members who must sign petition	6

**WESTEND SENIORS ACTIVITY CENTRE (WSAC)
TABLE OF CONTENTS OF THE PROPOSED NEW BYLAWS**

Provision	Page
4	Governance of the Organization 6
4.1	The Board of Directors 6
4.1.1	The Board of Directors governs, etc. the Organization's Policies 6
4.1.2	Key Responsibilities 6
4.1.3	The size of the Board 6
4.1.4	Requirements for each board member to be a board member..... 7
4.2	The Board of Directors Elections..... 7
4.2.1	The annual nomination process 7
4.2.2	The election shall proceed as follows 7
4.2.3	The designation and responsibilities of the Returning Officer are governed by the Nominations and Elections Policies 8
4.2.4	Additional Elections processes if the previous process fails to fill all the vacancies on the Board of Directors 8
4.3	Board Procedural Requirements 8
4.3.1	Provisions that apply to meetings of the Board of Directors 8
4.3.2	Provisions for departure or removal of Board members 9
4.4	Officers of the Board 9
4.4.1	The President 9
4.4.2	The Vice President 9
4.4.3	The Treasurer..... 9
4.4.4	The Immediate Past President 10
4.4.5	Term of office and election to office of the Vice President and the Treasurer 10
4.4.6	Board may designate one of more Board members as an Officer or Officers and designate responsibilities 10
4.4.7	Board policies shall address consequences of the departure, repositioning or removal of Officers of the Board..... 10
4.5	Board Committees 10
4.5.1	All Board committees shall be responsible to the Board of Directors and chaired by Board members 10
4.5.2	Standing committees of the Board include 10
4.5.3	The Board may establish additional standing board committees and ad hoc committees 10
4.5.4	Board Policies shall specify the composition for each board committee 10
4.6	Financial Management..... 10
4.6.1	The Registered Office of the Organization is located in Edmonton, Alberta 10
4.6.2	The Organization's fiscal year shall be the calendar year 10
4.6.3	Other than cash used for day to day operations all funds of the organization shall be deposited or invested through a local branch of a chartered bank, a trust company, the Alberta Treasury Branches or a credit union..... 10
4.6.4	The financial statements of the Organization shall be audited annually 10
4.6.5	The Board shall designate a sufficient number of individuals with signing authority 11
4.6.6	Conditions to be met for the Organization to borrow funds 11
4.6.7	Board members shall not receive remuneration for carrying out their board duties 11
4.6.8	No dividends or distribution of the Organization's property to Members 11

**WESTEND SENIORS ACTIVITY CENTRE (WSAC)
TABLE OF CONTENTS OF THE PROPOSED NEW BYLAWS**

Provision	Page
5	Administrative and Operational Issues 11
5.1	Insurance 11
5.1.1	Insurance to cover board members, staff and volunteers 11
5.1.2	Insurance need not cover for damages caused by defamation 11
5.1.3	Insurance needs to cover for loss or damage to assets of significant value 11
5.2	The Executive Director 11
5.2.1	The ED shall be the chief Executive Officer and responsible to the Board 11
5.2.2	The ED may establish operating committees to assist with managing the operation 11
5.2.3	The ED shall be the only employee of the Organization who reports to the Board 12
5.2.4	The ED's authorities and responsibilities are governed and clarified by the Human Resources Policies and the Board Policies 12
5.3	Access and Activity Conditions and Limitations 12
5.3.1	Access to the Organization's facility or portion thereof may be restricted or prohibited by the Board or the Administration with minimal or no notice for safety, security or program reasons 12
5.3.2	Participation in the Organization 's programs, etc. by members, volunteers and other users are subject to limitations 12
6	Policies and Policy Making 12
6.1	Approving, Amending and Repealing Policies 12
6.1.1	The Process for approving a new Policy or amending an existing Policy or repealing an existing Policy 12
6.1.2	Changes in Policies must be recorded in the Organization's master index before it takes effect 12
6.2	Limitations to Policies 12
6.2.1	A Policy has no effect unless it has been approved in accordance with section 6.1 12
6.2.2	No provision of any policy that is inconsistent with any provision in the bylaws shall have any force or effect 12
7	Amending the Bylaws
7.1	Required Process
7.1.1	The Bylaws may be amended only by passing a Special Resolution at an Annual General Meeting or at a Special General Meeting 12
7.1.2	Notice of the proposed amendment(s) shall include specific wording 13
7.1.3	Notice of the proposed amendment(s) shall be given by.. 13
7.1.4	The Special Resolution requires a majority three-quarters vote 13
7.2	Taking Effect - No Bylaw amendment shall take effect until it has been registered by the Registrar in accordance with section 15(2) of the Societies Act 13
8	Dissolution of the Organization 13
8.1	A Special Resolution is required 13
8.2	Assets During and After Dissolution 13
8.2.1	No dividends or distribution of any property to members 13
8.2.2	Funds remaining to be distributed to one or more eligible charitable groups for the benefit of seniors 13

Appendix 2

Motion 6

Proposed

**WESTEND SENIORS ACTIVITY CENTRE (WSAC)
TABLE OF CONTENTS OF THE PROPOSED NEW BYLAWS**

PROVISION	PAGE
1 INITIAL PROVISIONS	2
1.1 - PURPOSE OF THE BYLAWS	2
1.2 - DEFINITIONS IN THE BYLAWS.....	2
1.3 - RULES OF INTERPRETATION.....	3
2 MEMBERSHIP IN THE ORGANIZATION.....	3
2.1 - MEMBERSHIP AND MEMBERSHIP CLASSES.....	3
2.2 - MEMBERSHIP FEES	4
2.3 - RIGHTS AND PRIVILEGES OF MEMBERS.....	4
2.4 - CEASING MEMBERSHIP	5
3 MEETINGS OF THE GENERAL MEMBERSHIP.....	5
3.1 - REQUIREMENTS FOR ALL MEETINGS OF THE GENERAL MEMBERSHIP	5
3.2 - THE ANNUAL GENERAL MEETING	6
3.3 - SPECIAL GENERAL MEETINGS.....	6
4 GOVERNANCE OF THE ORGANIZATION	7
4.1 - THE BOARD OF DIRECTORS	7
4.2 - BOARD OF DIRECTORS ELECTIONS	8
4.3 - BOARD PROCEDURAL REQUIREMENTS	9
4.4 - OFFICERS OF THE BOARD.....	10
4.5 - BOARD COMMITTEES	11
4.6 - FINANCIAL MANAGEMENT	11
5 ADMINISTRATIVE AND OPERATIONAL ISSUES.....	12
5.1 - INSURANCE	12
5.2 - THE EXECUTIVE DIRECTOR.....	12
5.3 - ACCESS AND ACTIVITY CONDITIONS AND LIMITATIONS	13
6 POLICIES AND POLICY MAKING.....	13
6.1 - APPROVING, AMENDING, AND REPEALING POLICIES.....	13
6.2 - LIMITATIONS TO POLICIES.....	13
7 AMENDING THE BYLAWS.....	13
7.1 - REQUIRED PROCESS	13
7.2 - TAKING EFFECT	14
7.3 - LIMITATION TO AMENDMENTS.....	14
8 DISSOLUTION OF THE ORGANIZATION	14
8.1 - SPECIAL RESOLUTION	14
8.2 - ASSETS DURING AND AFTER DISSOLUTION.....	14

Appendix 3

Motion 7

Current



*Westend Seniors Activity
Centre*

BYLAWS

*Registered in accordance with the provisions
of section 15 of the Societies Act in August 2021*

Appendix 4

Motion 7

Proposed



WE Seniors.ca

Westend Seniors Activity Centre

Westend Seniors Activity Centre

BYLAWS

*Registered in accordance with the provisions
of section 15 of the Societies Act in August 2021*