

SEESA South East Edmonton
Seniors Association
Activity Centre

See what's happening!

BYLAWS

Approved March 8, 2018

Filed with the Registrar of Corporations

Province of Alberta - March 14, 2018

**South East Edmonton Seniors Association
9350 – 82 Street
Edmonton, Alberta
T6C 2X8
780-468-1985**

BYLAWS

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March 13, 2018

SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of South East Edmonton Seniors Association (SEESA) on:

March 8, 2018

The bylaws were changed as follows:

- The existing bylaws are repealed
- They are replaced with the attached bylaws



Date: March 13, 2018

Authorized Official Signature: J. Brady.

Printed Name: Joan Brady

Title: President

South East Edmonton Seniors Association

**9350 – 82 Street
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780-468-1985**

BYLAWS

ARTICLE 1- PREAMBLE

1.1 NAME

The name of this Association is the South East Edmonton Seniors Association (also known as SEESA).

ARTICLE 2 - DEFINITIONS

In these bylaws the following words have these meanings:

- 2.1 Association means the South East Edmonton Seniors Association.
- 2.2 Board means the elected Board of Directors of the South East Edmonton Seniors Association.
- 2.3 Director means any person elected to the Board of Directors. Regular Members (see Article 3) of the Association may also become interim Directors if appointed by the Board, as outlined in Article 6.1.2 & 6.3.1
- 2.4 Annual General Meeting means the annual meeting of the Association as outlined in Article 4.2 and shall be the only scheduled general meeting of the membership.

ARTICLE 3- MEMBERSHIP

3.1 CLASSIFICATION OF MEMBERS

There are four (4) classes of members:

- (a) Regular members;
- (b) Honourary life members;
- (c) Lifetime members;
- (d) Associate members.

3.1.1 REGULAR MEMBERS

To become a regular member of the Association an individual must:

- (a) Have reached the age of fifty-five (55) or more and support the objectives of the association;
- (b) Have paid the annual membership fee;
- (c) Regular members have full voting privileges.

3.1.2 HONOURARY LIFE MEMBERS

Honourary life membership may be awarded to individuals at the discretion of the Board.

3.1.3 LIFETIME MEMBERS

Members who turn ninety (90) years of age and are in good standing for the past two (2) years will receive a lifetime membership commencing January first (1st) after their birthday.

3.1.4 ASSOCIATE MEMBERS

Associate membership is issued to an adult who has not reached the age of Fifty-Five (55) and who:

- (a) Is the spouse, partner, friend or relative of a regular member
- (b) Supplies a reference letter from a regular member
- (c) Supports the objectives of the Association
- (d) Pays the required membership fee

3.1.4.1 A regular member is limited to sponsoring one (1) individual as an associate member

3.1.4.2 Other associate memberships may be issued at the discretion of the board.

3.1.4.3 Associate members do not have voting privileges.

3.1.4.4 Current Associate members will retain their membership under these new by-laws.

3.1.4.5 Permanent SEESA staff members receive gratis associate membership.

3.2. TERM OF MEMBERSHIP AND FEES

3.2.1 The term of membership is the calendar year.

3.2.2 Regular membership fees are confirmed by a vote of the members at an annual general meeting or a special general meeting of the Association.

3.2.3 Membership is not transferable to another person.

3.3 RIGHTS AND PRIVILEGES OF MEMBERS

3.3.1 A member in good standing is one who has:

- (a) Paid the required membership fee;
- (b) Is not suspended or expelled from membership as provided for under articles 3.4 and 3.5.

3.3.2 Any member in good standing is entitled to:

- (a) Be notified of general meetings of the Association (4.2.2, 4.3.3);
- (b) Attend any general meeting of the Association;
- (c) Speak at any general meeting of the Association;
- (d) Hold one vote at a general meeting of the Association

3.4 SUSPENSION OF MEMBERSHIP

3.4.1 The Board by two-thirds (2/3) majority vote will suspend the membership of a member, for a specified time, for any one of the following reasons:

- (a) The member has failed to abide with the bylaws;
- (b) The member has disrupted meetings or functions of the Association;
- (c) The member has wilfully done anything deemed by the Board to be harmful to the Association.

- 3.4.2 The member shall be sent a notice of the intention of the Board to suspend membership, stating the reasons for the proposed suspension, two (2) weeks prior to the meeting that is scheduled to deal with this matter. Circumstances, such as seriousness of the misconduct, can override this two-week notification.
- 3.4.3 The member shall be given the opportunity to appear before the Board.
- 3.4.4 The member shall be allowed to have one other person present, having given prior notice to the Board.
- 3.4.5 The Board shall determine how the matter shall be dealt with and may limit the time given the member to address the Board.
- 3.4.6 The Board may exclude the member from its discussion of the matter, including the vote on the issue of suspension.
- 3.4.7 The length of the suspension shall be set by the Board.
- 3.4.8 The decision of the Board is final.

3.5 TERMINATION OF MEMBERSHIP

- 3.5.1 Termination of membership can be for any one of the following reasons:
 - (a) A member may resign officially from membership by a signed notice in writing delivered to the front desk attention to the President. The effective date of withdrawal will become official at the next board meeting. No membership fee will be refunded. Personal debts to the Association must be paid (3.6);
 - (b) Non-payment of the annual membership fee;

(c) Expulsion. (3.5.2).

3.5.2 Expulsion:

The choice of the process for expulsion rather than suspension will depend on the seriousness of the offence by the member, e.g. criminal acts or other matters having long-term effects for the Association.

- (a) Any member may be expelled from membership for any cause which the Board deems harmful to the interests of the Association;
- (b) This decision must be approved by a two-thirds (2/3) majority vote of the members of the Board. A special meeting may be called for that purpose;
- (c) The decision of the Board to expel is final.

3.6 LIABILITY OF MEMBERS

3.6.1 Although a membership may be suspended or terminated, the member involved is liable for any personal debt owing the Association at the date of suspension or termination.

3.6.2 No member, in an individual capacity, is liable for any debt or liability of the Association.

ARTICLE 4- MEETINGS OF THE ASSOCIATION

4.1 TYPES OF MEETINGS

The types of meetings of the Association are:

- (a) The annual general meeting;
- (b) Special general meetings.

4.2 ANNUAL GENERAL MEETING

- 4.2.1 The annual general meeting of the Association shall be called by the President and held not later than March 15 of each year.
- 4.2.2 Notice of the annual general meeting shall be given at least thirty (30) days in advance in the two monthly newsletters of the Association preceding the meeting date and advertised in the regular outlets used by the Association.
- 4.2.3 The Board shall report on the past year's activities and deal with any business specified in the meeting notice.
- 4.2.4 An annual audited financial statement for the past year shall be submitted to the membership for their approval.(6.11.2)
- 4.2.5 The annual budget for the current year shall be submitted to the membership for their approval.
- 4.2.6 Election of members for the Board of Directors shall take place:
- a) Election of President & 1st Vice President shall take place.
 - b) Election of 2nd Vice President shall take place if required;
- 4.2.7 The quorum shall consist of a minimum of fifty (50) of the voting members present at a duly called annual meeting.

4.2.8 The President cancels the general meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) month later at the same time and place. Members will be notified of the rescheduled meeting. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3 SPECIAL GENERAL MEETINGS

4.3.1 The Board may call a special general meeting for the purpose of providing reports, seeking advice and directions from members of the Association, or discussing matters of public concern.

4.3.2 The Executive Committee shall call a special general meeting upon receipt of a petition, signed by at least one-quarter (1/4) of the voting members in good standing, stating the reason for requesting the meeting and the proposed motion(s) intended to be submitted at the meeting.

4.3.3 Ten (10) days notice of any special general meeting shall be given to the members of the Association by posting such notice at the SEESA Centre in a prominent place. This notice shall state the reason for calling the special general meeting.

4.3.4 The quorum shall consist of a minimum of fifty (50) voting members present at a duly called special general meeting.

4.3.5 A simple majority of the members in attendance shall decide the question at any special general meeting, except for matters covered under specific clauses of the Association.

ARTICLE 5 – VOTING

5.1 ELECTION PROCEDURES AT THE ANNUAL GENERAL MEETING

5.1.1 Election voting is to be supervised by the Nomination Committee.

5.1.2 Each voting member must be a regular member, honorary member or a lifetime member and be in good standing.

5.1.3 Election voting shall be by personal attendance. Voting by proxy is not allowed. Each voting member has only one (1) vote.

5.1.4 Voting for all Board Members shall be done by secret ballot. A minimum of two (2) voting members, present at the meeting, shall be appointed to carry out the distribution, collection, and counting of the ballots. A simple majority will determine the outcome.

5.1.5 After the ballots have been tallied, a third voting member appointed by the current past president, shall verify the count, and then the ballots shall be destroyed.

5.1.6 In case of a tie, another vote is taken until a winner is declared.

5.1.7 Nominations for Board member positions shall be considered by completing the Nominations Application form and submitting it to the Nomination Committee a minimum of fourteen (14) days prior to the AGM

5.2 GENERAL BUSINESS VOTING AT ANNUAL GENERAL MEETINGS, SPECIAL GENERAL MEETINGS, BOARD MEETINGS AND EXECUTIVE MEETINGS

- 5.2.1 Each voting member must be a regular member, honorary member or a lifetime member and be in good standing.
- 5.2.2 Voting will be done by show of hands. Voting may be held by secret ballot, if so requested by a majority of the voting members present. Voting by proxy is not allowed.
- 5.2.3 A simple majority of the voting members present will be required to pass any motion.
- 5.2.4 The President does not vote unless there is a tie at which time he or she will have the deciding vote.

ARTICLE 6 - GOVERNANCE

6.1 BOARD OF DIRECTORS/OFFICERS AND COMMITTEES

- 6.1.1 The SEESA board of Directors governs SEESA. The Board may enact and enforce policies, regulations or directives regarding the management and operation of SEESA, and such policies, regulations or directives shall be consistent with these bylaws. Without limiting the general responsibilities of the Board, the Board may delegate its powers and duties to the Executive Director
- 6.1.2 The Board of the Association will have a minimum of eight (8) members and a maximum of thirteen (13). The officers will be Past President, President, 1st Vice President, 2nd Vice President (if required) Treasurer and Secretary.
 - (a) The Board may appoint a Public Member to sit on the Board in an ex officio non-voting position.
- 6.1.3 Those members elected to the Board shall assume their duties immediately following the annual general meeting.

6.1.4 Members of the Board shall not be directly related: spouses, siblings or children.

6.2 TERMS OF OFFICE/LENGTH OF SERVICE

6.2.1 The term of office for the president shall be one (1) year with a maximum of four (4) consecutive years.

6.2.2 The term of office for the directors of the Board shall be two (2) years and limited to two (2) consecutive terms, maximum four (4) years.

6.2.3 A director, after serving two consecutive terms, shall not be eligible for re-election for one (1) year, unless:

(a) That director is elected to the position of president;

6.3 VACANCIES

6.3.1 The Board is empowered to fill any vacancy on the board by appointing a regular member, honorary member or lifetime member (in good standing) of the Association to fill the unexpired term of office as interim director. To continue in office, the appointed director must be elected at the next annual general meeting, or special general meeting.

6.3.2 A director's position shall be considered vacant when:

(a) A written resignation has been received;

(b) The director has been absent from three (3) consecutive regularly scheduled board meetings without notifying the Board;

(c) Incapacitating illness or death of the director occurs

6.4 WITHDRAWAL/EXPULSION

- 6.4.1 Any Board member who is unwilling or unable to fulfill elective duties or has willfully done anything deemed by the Board to be harmful to the Association is subject to removal from office by a two-thirds (2/3) majority vote, by secret ballot of those Board members present and voting at a meeting of the Board of Directors.
- 6.4.2 A member of the Board may withdraw from the Board of Directors upon submission of a written resignation stating the reason.

6.5 POWERS AND DUTIES OF THE BOARD

- 6.5.1 The Board shall define policy and implement decisions through committees with the assistance of the Executive Director.
- 6.5.2 The Board shall appoint the auditors to examine the financial records of the Association. (6.11)
- 6.5.3 The Board will hire an Executive Director who will fulfill the duties of the managerial position as directed by the Board and will provide information to the Board and all Committees. The Executive Director is an ex officio member of the Board with no vote.

6.6 MEETINGS OF THE BOARD OF DIRECTORS

- 6.6.1 The Board shall hold meetings as often as necessary but at least once every three (3) months.
- 6.6.2 Dates for regular meetings of the Board shall be set in advance for the current year by the President, after consultation with the Board, at their first meeting following the annual general meeting. Such dates may be changed by providing four (4) days notice in writing by current accepted means of communication.

- 6.6.3 A special meeting of the Board may be called on the instruction of any two (2) members of the Board, provided they request the President by mail or electronic mail to call such a meeting and state the business to be brought before the meeting.
- 6.6.4 Meetings may be held without notice if a quorum of the Board is present; however, any business transacted at such a meeting shall be ratified at the next regularly scheduled meeting of the Board.
- 6.6.5 Members in good standing or special guests may be invited by the President to attend a board meeting.
- 6.6.6 Meetings of the Board are open to members of the Association. Members must request of the President, by mail or electronic mail, one (1) week in advance, to speak to the Board on a specific issue, or observe.
- 6.6.7 The quorum for a Board meeting shall be a majority of the Board members.

6.7 LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

- 6.7.1 A Director or Officer is not liable for the acts of any other Director, Officer or employee. A Director or Officer is not responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association. A Director or Officer is not liable for any loss due to an oversight or error in judgement, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

6.8 OFFICERS

- 6.8.1 The officers of the Board shall be the President, Vice-President(s), the immediate Past President, the Secretary and the Treasurer, and they shall form the Executive committee.

- 6.8.2 At the first board meeting following the annual general meeting, the Board shall elect the remaining position for the Executive Committee.

6.9 DUTIES OF OFFICERS

6.9.1 President

The President shall:

- (a) Be the chairperson of the Board and shall preside at all meetings of the Board and the Association;
- (b) Have authority to call unscheduled meetings;
- (c) Be the Chairperson of the executive committee;
- (d) Be an ex-officio member of all committees, with vote, except the nominations committee;
- (e) Automatically remain on the Board in the position of Past President;
- (f) Be one of the signing officers;
- (g) Be the spokesperson for the Association;
- (h) Provide leadership to the Board;
- (i) Carry out other duties assigned by the Board.

6.9.2 Vice-President(s)

The 1st Vice-President shall:

- (a) Be the President Elect.
- (b) Be a member of the Executive committee;

- (c) In all respects act as President in the President's absence;
- (d) Be responsible for the annual review of the governing documents of the Association;
- (e) Be a signing officer for the Association;
- (f) Carry out other duties assigned by the Board.

The 2nd Vice-President shall:

- (a) Be a member of the Executive Committee
- (b) Be a signing officer for the Association if required;
- (c) Assist the 1st Vice-President;
- (d) Carry out other duties assigned by the Board.

6.9.3 Past President

The Past President shall:

- (a) Be a member of the Executive committee and a voting member of the Board;
- (b) Be a signing officer for the Association;
- (c) Carry out other duties assigned by the Board.

6.9.4 Secretary

The Secretary shall:

- (a) Be a member of the Executive committee;

- (b) Attend meetings of the Association, the Board and the Executive committee and keep minutes of the same;
- (c) Maintain the official minute records of the Association;
- (d) Be a signing officer for the Association;
- (e) Carry out other duties assigned by the Board.

6.9.5 Treasurer

The Treasurer shall:

- (a) Be a member of the Executive committee;
- (b) Be responsible for both the receipt and deposit of all funds;
- (c) Be responsible for the financial records as required;
- (d) Submit a financial statement to the board whenever required;
- (e) Present an audited financial statement to the membership at the annual general meeting;
- (f) Be a member of the finance committee but not the chair;
- (g) Be a signing officer for the Association;
- (g) Carry out other duties as directed by the board.

6.10 FINANCIAL MANAGEMENT

- 6.10.1 The fiscal year shall be the calendar year.
- 6.10.2 The executive Committee will sign all cheques drawn on the monies of the Association. There will be a maximum of seven (7) signers. The board shall designate the Executive Director as the seventh (7th) signer to sign budgeted item cheques.
- 6.10.3 Appointed Board members cannot be given signing authority. (6.3.1)
- 6.10.4 All cheques of the Association must be signed by two (2) of the designated signers.
- 6.10.5 All unscheduled expenditures over an amount specified by the Board are to be approved by the Executive committee and reported to the Board at the next scheduled meeting of the Board.
- 6.10.6 All contracts and legal documents of the Association must be signed by two (2) of the designated signers or other person(s) authorized to do so by resolution of the Board.

6.11 AUDIT

- 6.11.1 All accounts and records shall be audited annually by a Chartered Professional Accountant.
- 6.11.2 The audited annual financial statement for the last year shall be submitted to the members at the annual general meeting of the Association.(4.2.4)

6.12 BORROWING POWERS

6.12.1 The Association may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise the funds.

6.12.2 Borrowing shall be exercised only under the authority of the Association. In no case shall debentures be raised or loans be established without the approval, by Special Resolution, of the Association.

6.13 REMUNERATION

6.13.1 Directors and Officers shall serve without remuneration.

6.14 REVIEW OF FINANCIAL RECORDS BY MEMBERS:

6.14.1 The financial records of the Association shall be made available for review by voting members upon receipt of a written request to the Board.

6.14.2 If queries arise the Board will arrange a specific time and place for review.

6.15 COMMITTEES

6.15.1 The following types of committees function for the Association:

- (a) Executive committee;
- (b) Standing committees;
- (c) Special or ad hoc committees.

6.16 EXECUTIVE COMMITTEE

6.16.1 Duties of the Executive Committee.

The Executive Committee shall:

- (a) Conduct the business of the Association between meetings of the Board and carry out assignments as may be given to it by the Board;
- (b) Appoint the chairperson of the standing committees, and present names to the Board for approval at the first regular meeting of the Board after the annual general meeting;
- (c) Have the power to authorize unscheduled or emergency expenditures for the purpose of continuing the operation of the facility, and report such expenditures at the next meeting of the Board for ratification. Committee members will be notified by current accepted means of communication.
- (d) Be signing officers for the Association;
- (e) All decisions made by the Executive Committee shall be brought to the Board for ratification;
- (f) Any three (3) members of the Executive Committee shall constitute a quorum.

6.17 STANDING COMMITTEES

6.17.1 The Board shall establish standing committees as are necessary to achieve the objectives of the Association.

6.17.2 Standing committees shall address Policies and Procedures, Finance, Human Resources, Nominations and Elections, and other areas as deemed necessary.

6.17.3 The Board shall delegate the powers to standing committees as outlined in Rules for Standing Committees.

6.17.4 Chairperson of a standing committee may be appointed, from among the directors, by the Executive committee.

6.18 SPECIAL COMMITTEES

6.18.1 The Board will appoint and dissolve ad hoc committees to undertake specific functions on behalf of the Association. All ad hoc committees shall report to the Board.

ARTICLE 7 - AMENDMENTS TO BYLAWS

7.1 Under the leadership of the 1st Vice-President of the Association, proposed changes to bylaws, having been approved by the Board, shall be presented to the members at the annual general meeting.

7.2 These bylaws may be amended at any general meeting of the Association by a special resolution of the members by a vote of three quarters (3/4) of the members present. A notice shall be posted at a prominent location at SEESA and in current accepted means of communication for a minimum of one (1) month prior to the meeting date. Such notice shall specify the intention to propose the amendments as a special resolution.

ARTICLE 8- SEAL OF THE ASSOCIATION

8.1 The seal of the Association shall be kept in the custody of the Executive Director and when used shall be authenticated by the signature of the President and one other member of the Executive Committee.

ARTICLE 9 - DISSOLUTION

- 9.1 The Association may be terminated by a motion passed by three quarters (3/4) of the voting members present at an Annual, General or Special Meeting.
- 9.2 In the event of dissolution of the Association, all its remaining assets, and future benefits, after an audit and payment of liabilities, shall be distributed to one or more recognized senior-serving organizations in Edmonton.

The names of the recipient senior-serving organizations and the percentage of funds each shall receive shall be voted upon by the voting members and shall require a simple majority.

ARTICLE 10 - PARLIAMENTARY AUTHORITY

- 10.1 The current edition of Robert's Rules of Order Newly Revised shall apply on all questions of procedures and parliamentary law not specified in these bylaws.