

**Special Resolutions for membership consideration at the 2021 Annual General Meeting of the South East Edmonton Seniors Association held August 31, 2021 at 2:00 PM in the SEESA Activity Centre, 9350 82 Street NW, Edmonton, Alberta.**

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***NOTE:** A “Special Resolution” means a resolution passed by a vote of not less than three-quarters (3/4) of the Regular members present and voting at a general meeting.*

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**MOTION 2021.1 Meetings and Voting**

Be it resolved that the Bylaws of the South East Edmonton Seniors Association (as approved by membership on March 5, 2019) be amended to read as follows.

Article 4 – Meetings of the Association

4.1.2 Regular, special, annual and committee meetings of SEESA may be conducted using any means, or combination of means, of communication by which all members participating in the meeting can hear each other simultaneously during the meeting.

4.1.3 A member participating in a meeting by these means is deemed to be present in person.

4.1.4 Notice of meetings may be given by email, mail, telephone, text message or fax.

4.1.5 Voting, to include ballot votes, may be done electronically or by show of hands.

4.1.6 Voting at any general meeting may be in person or by electronic means by a member in good standing and not by proxy. Vote may be by show of hands, or by paper or electronic ballot if requested by 50% of the voting members present

4.1.7 The President may cast a vote at a general meeting only when the vote is by ballot.

4.2.2 Notice of the annual general meeting shall be given in writing or electronically, to the last known street or electronic address of each member, at least thirty (30) days prior to the date of the Annual General Meeting.

4.2.7 Fifty (50) Regular members shall constitute a quorum.

(a) The presiding officer shall cancel the general meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting shall be rescheduled between four to six weeks later. 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.

4.3.3 Unless a proposed motion qualifies as a Special Resolution, a minimum of ten (10) days notice of any special general meeting shall be given to the members of the Association. This notice shall state the reason for calling the special general meeting.

#### Article 6 – Election Procedures

6.5 A minimum of two (2) Regular members, present at the meeting, shall be appointed to oversee the conduct of election voting.

6.6. After the vote has been tallied, a third Regular member, shall verify the count. Any hard copy ballots used shall be destroyed. Any electronic vote record shall be deleted.

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### **MOTION 2021.2 Member Communications**

Be it resolved that the Bylaws of the South East Edmonton Seniors Association (as approved by membership on March 5, 2019) be amended to read as follows.

#### Article 2 – Definitions

2.1 “Accepted means of communication” means written or verbal communication by mail, email, telephone, text message or fax

#### Article 3 – Membership

3.4.1 Membership shall be terminated for any of the following reasons:

(a) A member may resign officially from membership by providing a notice addressed to the Board. The effective date of withdrawal will become official at the following scheduled board meeting. Membership dues are non-refundable.

#### Article 5 – Nomination Procedures

5.2 SEESA Nomination Applications will be available on the SEESA website and at the SEESA location. Applications addressed to the Nominating Committee will be accepted at the front desk or at the designated email address.

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**MOTION 2021.3    ASSOCIATE MEMBERSHIP**

Be it resolved that the Bylaws of the South East Edmonton Seniors Association (as approved by membership on March 5, 2019) be amended to read as follows.

Article 3 - Membership

3.1.4 Associate membership may be issued at the discretion of the Board to an adult that:

- a) has not reached the age of Fifty-five (55);
- b) supports the objectives of the Association; and
- c) pays the required membership dues.

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**MOTION 2021.4    Director and Officer Indemnification**

Be it resolved that the Bylaws of the South East Edmonton Seniors Association (as approved by membership on March 5, 2019) be amended to read as follows.

Article 7 - Governance

**NEW** Article 7.8 Protection and Indemnity of Directors and Officers.

7.8.1 Each Director and Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his / her role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or for an act in his / her role for the Association, unless the act is fraud, dishonesty or bad faith.

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

**NOTE:** *Introduction of this new Article will require that the existing Articles 7.8 through 7.16 be renumbered as 7.9 through 7.17.*

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**MOTION 2021.5 Appointed Public Individual**

Be it resolved that the Bylaws of the South East Edmonton Seniors Association (as approved by membership on March 5, 2019) be amended to read as follows.

Article 7 - Governance

7.1.3 The Board may appoint a public individual to serve on the Board with the same status as any other elected or appointed director. A public individual's term of office shall be from the date of appointment until the following Annual General Meeting.

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**MOTION 2021.6 Executive Director**

Be it resolved that the Bylaws of the South East Edmonton Seniors Association (as approved by membership on March 5, 2019) be amended to read as follows.

Article 7 - Governance

7.1.1 The Board governs SEESA. The Board delegates authority to oversee the management and operation of SEESA to the Executive Director, or to one or more other Board designates.

7.5.3 The Board may hire an Executive Director who shall fulfill the duties of the managerial position as directed by the Board. The Executive Director shall, ex officio, be an officer of the Association, be a Board member, shall be entitled to receive notice and attend all meetings of the Board, committees and membership; may participate in debate; and shall have nonvoting status on the Board.

Article 9 – Seal of the Association

9.1 The seal of the Association shall be kept in the custody of the Board's designate and when used shall be authenticated by two (2) signing officers (as per Article 7.13.2).

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**MOTION 2021.7 President Election**

Be it resolved that the Bylaws of the South East Edmonton Seniors Association (as approved by membership on March 5, 2019) be amended to read as follows.

Article 6 – Election Procedures

Delete Article 6.3.

Re-number Article 6.4 to 6.3.

6.3 Directors shall be elected by plurality vote if the number of nominees exceeds the number of available positions as determined by the Board. If the number of nominees is equal to, or less than, the number of available positions, the presiding officer may declare the nominees elected by acclamation (general consent).

***NOTE:** This change will require that the existing Articles 6.5 and 6.6 be renumbered to 6.4 and 6.5.*

Article 7 - Governance

7.9.2 At the first board meeting following the annual general meeting, the directors shall elect the officer positions of President, Vice-President, Secretary and Treasurer.

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**MOTION 2021.8 Terms of Office**

Be it resolved that the Bylaws of the South East Edmonton Seniors Association (as approved by membership on March 5, 2019) be amended to read as follows.

Article 7 - Governance

7.2.1 The term of office for the President shall be one (1) year with a maximum of three (3) consecutive years in each elected term.

7.2.2 The term of office for directors of the Board shall be three (3) years and limited to two (2) consecutive terms, maximum six (6) years.

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

7.4.1 Any Board member who is unwilling or unable to fulfill director duties or has willfully done anything that violates the SEESA Code of Conduct is subject to removal from office by a two-thirds (2/3) vote of directors present and voting at a meeting of the Board.

7.4.2 A member of the Board may withdraw from the Board upon the Board's acceptance of a written notification.

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