



# **BYLAWS**

**South East Edmonton Seniors Association**

**9350 – 82 Street**

**Edmonton, Alberta**

**T6C 2X8**

**(780) 468-1985**

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## **BYLAWS**

### **ARTICLE 1 – NAME OF ASSOCIATION**

- 1.1 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 “Accepted means of communication” means written or verbal communication by mail, email, telephone, text message or fax.
- 2.2 “Association” means the South East Edmonton Seniors Association.
- 2.3 “Act” means the Societies Act, R.S.A. 2000, c S-14 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the Bylaws references to the substituted provisions in the new statute or statutes.
- 2.4 “Board” means the Board of Directors of South East Edmonton Seniors Association.
- 2.5 “Capital expenses” means the costs associated with purchasing assets which are reported on the balance sheet and depreciated over time.
- 2.6 “Debenture” means a medium or long-term debt instrument used to raise money, at a fixed rate of interest, for upcoming projects.
- 2.7 “Director” means any person elected or appointed to the Board of Directors.
- 2.8 “Ex-officio” means by virtue of the position held in the Association.
- 2.9 “Executive Director” means the key management leader hired by the Board and responsible to oversee the administration and operation of the Association. The Executive Director works with, and reports to, the Board to fulfil the mission of the Association.
- 2.10 “Executive (closed) session” means to exclude non-members of the meeting body for confidential business matters (also known as an “in camera” discussion).
- 2.11 “Fiscal year” means the financial year of the Association determined by the board of directors.
- 2.12 “Financial Statements” means the audited financial statements for the financial year prepared by an appointed, independent, qualified professional.

- 2.13 “General meeting” means meetings of members of the Association and includes the Annual General Meeting (AGM) and any special general meeting.
- 2.14 “General (unanimous) consent” means adoption of a motion or action without a motion, used to expedite consideration of routine or non-contentious business. The chair may assume, after inquiry, general consent unless someone objects. Members show consent by their silence. If there is an objection, the chair states the question, allows desired debate (unless it is an *undebatable* parliamentary motion), and puts the question to a formal vote.
- 2.15 “Good standing” means a current paid membership, or a membership provided to a member as outlined herein, which has not been terminated.
- 2.16 “Officer” means a director also serving as President, Vice-President, Secretary, Treasurer, or immediate Past President.
- 2.17 “Operating expenses” means the costs associated with day-to-day operating activities which are reported on the income statement.
- 2.18 “Plurality ballot vote” means the candidates receiving the largest number of votes are elected; and, shall apply only if the number of nominees exceeds the number of available director positions as determined by the Board.
- 2.19 “Presiding Officer” (chair) means the individual who facilitates the meeting, usually the President. In the absence of the President, the Vice-President presides, or if both absent, the Secretary calls the meeting to order and conducts an election for a *chair pro tem* (presiding officer for that meeting, or portion thereof).
- 2.20 “Regular Member” means an individual in good standing, entitled to one vote at general meetings; and, includes Honorary Life and Lifetime members.
- 2.21 “Resolution” means a form of a main motion that is expressed formally in writing to attach a special level of importance or emphasis and may include a preamble of the reasons for the resolution.
- 2.22 “Special Resolution” means a resolution passed by a vote of not less than three-quarters (3/4) of the voting members present and voting at a general meeting with previous notice of not less than twenty-one (21) days, specifying the intention to propose the resolution, which shall be posted at a prominent location at SEESA and in the SEESA newsletter.

## **ARTICLE 3 – MEMBERSHIP**

3.1 There are four (4) classes of membership:

- (a) Regular;
- (b) Honorary Life;
- (c) Lifetime; and
- (d) Associate

Other membership categories may be approved by the Board for operational purposes with no voting privileges.

### **3.1.1 Regular Members**

To be a Regular member of the Association with voting privileges, an individual must:

- (a) have reached the age of fifty-five (55) or more;
- (b) support the objectives of the Association; and
- (c) be in good standing with the Association.

### **3.1.2 Honorary Life Members**

Honorary Life membership may be awarded to individuals at the discretion of the Board. Honorary Life members have the same voting privileges as Regular members.

### **3.1.3 Lifetime Members**

Members who turn ninety (90) years of age and were in good standing for the previous two (2) years will receive a Lifetime membership commencing the first of January after their birthday. Lifetime members have the same voting privileges as Regular members.

### **3.1.4 Associate Members**

Associate memberships do not have voting privileges. An individual:

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

## 3.2. MEMBERSHIP TERM

3.2.1 The term of membership is the calendar year.

3.2.2 Membership is not transferable nor refundable.

## 3.3 RIGHTS AND PRIVILEGES OF MEMBERS

3.3.1 A member in good standing is one who:

- (a) has paid the required membership dues. If in arrears (as per Article 3.4), a membership may be reinstated when the member pays the dues for the current year; and
- (b) is not currently expelled nor has a suspended or terminated membership (as per Article 3.6).

3.3.2 A member in good standing is entitled to:

- (a) be notified of, attend, participate in discussion, and vote at the general meetings of the Association;
- (b) register for and attend member-only programs and functions.

## 3.4 RESIGNATION FROM MEMBERSHIP

3.4.1 Membership shall be terminated for any one 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.
- (b) A member does not renew membership.

## 3.5 LIABILITY OF MEMBERS

3.5.1 A member, whose membership is terminated, remains responsible for and must repay any personal debt owed to the Association as of the date of termination.

3.5.2 No member, in an individual capacity, shall be liable for any debt or liability of the Association.

### 3.6 DISCIPLINE OF MEMBERS

3.6.1 The Board shall be authorized to suspend or terminate the membership of, or expel, any member of the Association for cause, which includes the following:

- (a) violating any provision of the articles, bylaws, or policies of the Association;
- (b) disrupting meetings or functions of the Association;
- (c) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- (d) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

3.6.2 A decision to expel a member, or to suspend or terminate membership shall require a two-thirds (2/3) vote of the Board. In the event that the Board determines that a member should be expelled, or membership be suspended or terminated, the President (or alternate board designate) shall act and the member may respond as follows:

- (a) the Board shall provide twenty (20) days' notice of suspension, termination or expulsion to the member with the reasons stated;
- (b) the member may provide written submissions to the Board, within such twenty (20) day period, in response to the notice;
- (c) if the Board receives written submissions in response to the notice, the Board shall consider such submissions in arriving at a final decision;
- (d) if the Board does not receive a response, the Board may proceed to notify the member that the member is expelled, or membership is suspended or terminated;
- (e) the Board shall notify the member concerning such final decision within a further twenty (20) days from the end of the first twenty (20) day period [as per 3.6.2 (a)] or from the date of receipt of the submissions (whichever occurs first); and
- (f) the decisions of the Board are considered final and are not subject to the right of appeal.

3.6.3 Upon termination of a membership, the rights of membership automatically cease to exist, including, but not limited to, the right to vote, attend meetings, or participate in any programs or functions of the Association.



## **ARTICLE 4 – MEETINGS OF THE ASSOCIATION**

### **4.1 TYPES OF MEETINGS AND VOTING**

4.1.1 The types of membership meetings of the Association are:

- (a) Annual General Meeting; and
- (b) Special General Meeting.

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, 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 ANNUAL GENERAL MEETING

- 4.2.1 The Annual General Meeting of the Association shall be held not later than May 15 of each year.
- 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.
- 4.2.3 The Board shall report on the past year's activities and present any business specified in the meeting notice.
- 4.2.4 The annual audited financial statements for the previous fiscal year shall be presented to, and adopted by, the membership.
- 4.2.5 The Financial Auditor shall be recommended by the Board of Directors and appointed by the membership at the AGM.
- 4.2.6 Elections shall take place for Directors.
- 4.2.7 Fifty (50) Voting 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 SPECIAL GENERAL MEETINGS

- 4.3.1 The Board may call a Special General Meeting as may be necessary for decisions, for the purpose of providing reports, for seeking advice and/or directions from members of the Association, or for discussing matters of public concern.
- 4.3.2 The Board shall call a Special General Meeting upon receipt of a petition, signed by at least one-quarter (1/4) of the Regular 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 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.
- 4.3.4 Fifty voting members shall constitute a quorum.

## **ARTICLE 5 – NOMINATION PROCEDURES**

- 5.1 Nominations shall open a minimum of six weeks in advance of the annual meeting and shall close two weeks in advance of the Annual General Meeting. A notice of call for nominations will be posted.
- 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.
- 5.3 Completed and submitted nomination applications will be considered by the Nominating Committee. The Nominating Committee's duty is to:
  - 5.3.1 Determine the eligibility requirements for each available position;
  - 5.3.2 Review applications, conduct interviews, and select nominees that meet the requirements;
  - 5.3.3 Provide a report at the general meeting stating the nominations for director positions; and
  - 5.3.4 Carry out other duties assigned by the Board.
- 5.4 If a suitable candidate is not found for a position to ensure the minimum number of directors meets Article 7.1.2, the committee may leave that position open for nominations from the floor at the general meeting. Nominees from the floor must be in attendance, be eligible and demonstrate qualifications for the position prior to election.
- 5.5 The process of making nominations is subject to the following rules:
  - 5.5.1 A Regular member can nominate himself or herself.
  - 5.5.2 A Regular member should not offer more than one nomination to a position.
  - 5.5.3 A Regular member can be nominated for more than one office but cannot serve in more than one office if elected.
  - 5.5.4 The nominee may decline the nomination at any time during the nominating process.

## **ARTICLE 6 – ELECTION PROCEDURES**

- 6.1 The presiding officer shall continue presiding, even if he or she is one of the nominees.
- 6.2 Election voting shall be permitted only by Regular members present at the meeting. Voting by proxy is not allowed. Each Regular member has only one (1) vote.
- 6.3 Directors shall be elected by plurality ballot 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).
- 6.4 A minimum of two (2) Regular members, present at the meeting, shall be appointed to oversee the conduct of election voting.
- 6.5 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.

## **ARTICLE 7 – GOVERNANCE**

- 7.1 Board of Directors
  - 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.
  - 7.1.2 The Board shall have a minimum of eight (8) members and a maximum of thirteen (13), and the number within this range may from time to time be established by ordinary resolution of the Board. The officers shall include President, Vice-President, Treasurer, Secretary and immediate Past President.
  - 7.1.3 The Board may appoint a public individual with nonvoting status to serve on the Board with the same status as any other elected or appointed director. A public individual's term shall be from the date of appointment until the following Annual General Meeting.
  - 7.1.4 Directors elected to the Board shall assume their duties immediately following the annual general meeting.
  - 7.1.5 Directors shall not be related to other board members or staff members, such as siblings, parents, children or others.

## 7.2 Terms of Office/Length of Service

7.2.1 The term of office for the President shall be one (1) year with a maximum of four (4) consecutive years, and until a successor is elected.

7.2.2 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.

7.2.3 A director, after serving two consecutive terms, shall not be eligible for re-election for one (1) year, unless that director is elected to the position of President.

7.2.4 The immediate Past President shall serve one (1) year.

## 7.3 Vacancies

7.3.1 The Board may fill any vacancy on the Board by appointing a Regular member, Honorary member or Lifetime member (in good standing) 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.

7.3.2 A director 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; or
- (c) Upon an incapacitating illness or death of a director.

## 7.4 Withdrawal/Expulsion

7.4.1 Any Board member who is unwilling or unable to fulfill director 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) ballot 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 signed written letter.

## 7.5 Powers and Duties of the Board

7.5.1 The Board may, by resolution, establish rules, regulations, and policies, not inconsistent with the bylaws, relating to the efficient governance, management and operation of the Association.

7.5.2 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.

## 7.6 Meetings of the Board of Directors

7.6.1 The Board shall hold meetings as often as necessary but at least once every three (3) months.

7.6.2 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.

7.6.3 Any two members of the Board may provide a request for a special meeting to the President by accepted means of communication and state the urgent business.

7.6.4 The quorum for a Board meeting shall be a majority of the Board members.

7.6.5 Board meetings may be open to:

- (a) Members in good standing, or special guests, invited by the President; and
- (b) Members in good standing who submit a request to the President by accepted means of communication a minimum of one (1) week in advance of a Board meeting stating the reason, whether to speak to the Board on a specific issue or to observe.

7.6.6 Non-members of the Board may be excluded at any time from part or all of board meetings. Non-members of the board do not have the right to participate nor vote but may be invited to express views. To exclude all non-members of the board from certain business matters of the meeting, a motion to go into “executive session” (also known as an “in camera” discussion) may be adopted.

## 7.7 Directors' Duties & Responsibilities

7.7.1 Directors shall abide by the bylaws, the relevant legislation that governs the Association, and the fundamental duties for overseeing the Association.

The fundamental duties are:

- (a) Duty of Care: Exercise reasonable skill and competence as expected from a person in ordinary circumstances.
- (b) Duty of Diligence: Attend meetings and be informed regarding the governance and the issues that affect the Association.
- (c) Duty of Loyalty: Act with honesty and in good faith with a view to the best interests of the Association;
- (d) Carry out duties as assigned by the Board.

## 7.8 Protection and Indemnification 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.

## 7.9 Officers

7.9.1 The officers shall be the President, Vice-President, Secretary, Treasurer, and immediate Past President.

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.

## 7.10 Duties of Officers

In addition to Directors' duties and responsibilities (as per Article 7.7), the following duties shall apply:

### 7.10.1 President

The President shall:

- (a) preside at meetings of the Board and the Association. If absent, the Vice-President shall preside, or members may elect a chair pro-tem;
- (b) be authorized to call unscheduled meetings;
- (c) be, ex-officio, a voting member of all board committees except the Nominating Committee;
- (d) automatically remain on the Board in the position of Past President for one (1) year;
- (e) be a signing officer for the Association;
- (f) be the spokesperson for the Association;
- (g) provide leadership to the Board; and
- (h) carry out other duties assigned by the Board.

### 7.10.2 Vice-President

The Vice-President shall:

- (a) act as President as needed in the event of the President's absence;
- (b) be a signing officer for the Association; and
- (c) carry out other duties assigned by the Board.

### 7.10.3 Past President

The Past President shall, during the one-year term:

- (a) be a signing officer for the Association; and
- (b) carry out other duties assigned by the Board.



#### 7.10.4 Secretary

The Secretary shall:

- (a) attend meetings of the Association, the Board and the Executive Committee and record minutes of the meetings. In the secretary's absence, the chair may appoint a recording secretary.
- (b) maintain the official minute records of the Association;
- (c) be a signing officer for the Association; and
- (d) carry out other duties assigned by the Board.

#### 7.10.5 Treasurer

The Treasurer shall:

- (a) submit a financial report to the Board at least quarterly or when requested;
- (b) arrange for presentation of the audited financial statements to the membership at the Annual General Meeting;
- (c) be a signing officer for the Association; and
- (d) carry out other duties as directed by the Board.

### 7.11 Executive Committee

7.11.1 The Executive Committee includes: the President, Vice-President, Treasurer, Secretary, Past President, and, ex-officio, Executive Director.

7.11.2 The Executive Committee shall:

- (a) be authorized to conduct business of the Association in the event of unanticipated or emergency situations, including non-budgeted expenditures for the purpose of continuing the operation of the facility. The committee shall report such expenditures at the next meeting of the Board for ratification.
- (b) be notified of executive committee meetings by current accepted means of communication.
- (c) conduct business with a quorum of at least three (3) members of the Executive Committee.

## 7.12 Committees

7.12.1 Standing committees are established on a permanent basis, carry out assigned functions and make recommendations to the Board. Members of the standing committees may be elected by the Board or appointed by the President.

Standing committees of the Association are:

- (a) Governance Committee
- (b) Nominating Committee
- (c) Finance Committee

The Board may establish other standing committees as deemed necessary to carry out the work of the Association.

7.12.2 Special, or ad hoc, committees may be established by the Board for specific tasks and for a limited duration; carry out their assigned functions; report to and make recommendations to the Board; and then disband when the assigned task is completed. These committees may include board members and non-board members who volunteer or who are appointed.

## 7.13 Financial Management

7.13.1 The fiscal year shall be the calendar year.

7.13.2 The signing officers of the Association shall include the President, Vice- President, Treasurer, Secretary, Past President and Executive Director.

7.13.3 All cheques or electronic payments must be signed by two (2) signing officers (as per Article 7.13.2).

7.13.4 One signing officer shall be designated by the Board for credit card purchases.

7.13.5 All unscheduled expenditures over an amount specified by the Board are to be reported at the next scheduled meeting of the Board.

7.13.6 All contracts or other legal documents relating to the Association must be signed by a person appointed by the Board with signing authority on it's behalf.

#### 7.14 Financial Audit

7.14.1 All accounts and records shall be audited annually by an independent qualified professional.

7.14.2 The audited annual financial statements for the previous fiscal year shall be presented to the members at the Annual General Meeting of the Association (as per Article 4.2.4).

7.14.3 The Board shall appoint the auditor for the Association.

#### 7.15 Borrowing Powers

7.15.1 For the purpose of carrying out its objectives, the Association may borrow, raise, or secure the payment of money in such manner as it considers appropriate, and in particular by the issue of debentures. In no case shall debentures be issued without the sanction of a Special Resolution of the Association.

7.15.2 Without limiting the borrowing powers of the Association, the Board may from time to time on behalf of the Association, without authorization from the members, borrow or secure the payment of money upon the credit of the Association for capital and operating expenses and authorize signing officers (as per Article 7.13.2) to charge, borrow, or secure, including, but not limited to:

- (a) credit cards
- (b) overdraft account
- (c) short-term loans

Provided that its borrowings shall be limited to borrowing money for current operating expenses and limited to a maximum of \$10,000 for capital expenses in any fiscal year.

#### 7.16 Remuneration

7.16.1 Directors and Officers shall serve without remuneration.

## 7.17 Review of Financial Records by Members

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

7.17.2 If queries arise, the Board shall arrange a specific time and place for review.

## **ARTICLE 8 – AMENDMENTS TO BYLAWS**

8.1 Bylaws may be amended or revised by Special Resolution at any general meeting of the Association.

8.2 Amendments and revisions to the bylaws become effective when filed with Alberta Corporate Registry.

## **ARTICLE 9 – SEAL OF THE ASSOCIATION**

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

## **ARTICLE 10 – DISSOLUTION**

10.1 The Association may be terminated by a motion adopted by two-thirds (2/3) of the Regular members present and voting at a general meeting.

10.2 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 Regular members.

## **ARTICLE 11 – PARLIAMENTARY AUTHORITY**

- 11.1 The Board of Directors may determine the rules of order which shall govern meetings that are not inconsistent with the bylaws and any special rules of order that the Association may adopt.

For more information, contact:



**South East Edmonton  
Seniors Association**

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