

The Societies Act of Alberta

**BYLAWS OF THE CANMORE SENIORS
ASSOCIATION**

Filed September 25, 2019

PART I – GENERAL

ARTICLE I - Designation

- 1.1 The society shall be designated as the *Canmore Seniors Association* ("CSA").
- 1.2 The CSA is an Alberta non-profit society and a registered charity under the Charities Directorate of the Canada Revenue Agency.

ARTICLE 2 - Objects of the Association

- 2.1 To maintain a permanent, non-profit society to represent and serve the senior citizens of the Canmore area.
- 2.2 To organize activities for the edification and entertainment of its Members.
- 2.3 To maintain facilities in which the foregoing objects can be achieved.

ARTICLE 3 - Interpretation

- 3.1 In these Bylaws unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and vice versa, and the following words shall have the following meanings unless the context otherwise requires:

- (a) "Act" means the Societies Act R.S.A. 2000, Chapter S-14, as amended from time to time.
- (b) "Annual General Meeting" ("AGM") means that meeting to be held as set forth in Article 17 herein.
- (c) "Board" means Board of Directors of the CSA as elected pursuant to Article 7 herein.
- (d) "Conflict of Interest" includes a situation in which a Board or committee member could benefit personally, directly or indirectly, from a decision made by the Board or Committee of which he or she is a member.
- (e) "Director(s)" means the director(s) of the CSA who hold office as such in accordance with these Bylaws.
- (f) "Officer(s)" means the officer(s) of the CSA who hold office as such in accordance with these Bylaws.
- (g) "Voting Member" means any person who is a Member of the CSA.
- (h) "Quorum" means a fixed minimum percentage or number of Members of the CSA who must be present before the Members can conduct valid business.
- (i) "Special Meeting" means a general meeting of members other than an AGM.
- (j) "Special Resolution" means a resolution passed by a majority of not less than three-fourths (3/4) of Members entitled to vote in person at an AGM or Special Meeting where notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

PART II – MEMBERSHIP

ARTICLE 4 – Membership

- 4.1 Members are those persons who are 55 years of age or older who have paid the appropriate CSA membership and have signed any applicable liability waiver.
- 4.2 Membership in the CSA terminates on June 30th of any year unless a renewal is processed.
- 4.3 In the conduct of CSA business, all Members are required to behave in accordance with these Bylaws.

- 4.4 The Board may approve membership for persons under 55 from time to time in special circumstances as determined by Board Policy.
- 4.5 An appropriate fee shall be charged for membership in the CSA as determined by a three quarters (3/4) majority vote of the Board.
- 4.6 No Member of the CSA, in the Member's individual capacity, is liable for a debt or liability of the CSA.

ARTICLE 5 – Membership Voting Rights

- 5.1 Each Member is entitled to one vote on all motions proposed at the AGM and at any Special Meeting.
- 5.2 The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE 6 – Membership Ceases

- 6.1 A Member may terminate his or her membership in the Society by way of notice in writing or via email to the CSA.
- 6.2 A Member may be expelled or suspended from the CSA, for just and reasonable cause as determined by the Board. The suspension or expulsion will be decided by the Board in accordance with a procedure established by the Board.
- 6.3 Failure of any Member to pay the appropriate annual membership fee will cause his or her membership to be terminated.

PART III - DIRECTORS

ARTICLE 7 – Board of Directors and Appointment of Officers

- 7.1 The affairs of the CSA shall be managed by a Board which consists of not less than less than seven (7) and not more than thirteen (13) Directors, each of whom at the time of his or her election, and throughout the term of office, shall be a Member of the CSA.

- 7.2 The Board may exercise such powers and do such acts as to fulfill the mandate of the CSA according to the objects including purchasing and dealing with any assets such as real estate, stocks, bonds, securities and the like.
- 7.3 A Nominating Committee chairperson is to be appointed each year to establish a committee to find and present a proposed slate of nominees for election to the Board of Directors.
- 7.4 The Officers of the CSA will consist of a President, Vice-President, Treasurer, and Secretary and may include a Past President. Officers will be elected by the Board at the first meeting of the Board following the AGM for such terms as are specified in Article 9.3 below, and at such other times as the Board may direct. Officers will be elected from among the Directors but only an individual who has previously served as President of the CSA may hold the office of Past President.
- 7.5 The President, Vice President, Treasurer and Secretary shall constitute the Executive Committee of the Board. The Past President may also be a member of the Executive Committee.

ARTICLE 8 – Nomination and Voting for Directors

- 8.1 The President or Secretary shall present a slate of candidates for election as Directors at the AGM.
- 8.2 Directors will be elected at an AGM by a majority vote of the voting Members present.

ARTICLE 9 – Term and Continuation for Directors, and Officers

- 9.1 Directors shall be elected for a two (2) year term.
- 9.2 Directors can serve for a maximum of three (3) consecutive terms.
- 9.3 Officers will be elected for a two (2) year term.
- 9.4 A Director who holds the office of Past President, may remain in office until a new Past President is available to assume the office.

ARTICLE 10 – Resignation and Termination

10.1 A Director ceases to be a member of the Board and a vacancy shall exist if:

(a) The Director resigns in writing;

(b) The Director is absent from three (3) consecutive Board meetings without the agreement of the Board and it is resolved at a subsequent meeting that the Director be removed and that the Director's office be vacated;

(c) A Director is removed from office for just and reasonable cause by a two thirds (2/3) vote of the Board, at a Board Meeting called at least 10 days in advance, by written notice or by email, issued by the Secretary stating the purpose of the meeting; or

(d) The Members may remove any Director before the end of his or her term by a Special Resolution at a Special Meeting called for that purpose.

ARTICLE 11 – Vacancies – Board of Directors

11.1 Vacancies on the Board, however caused, may exist as long as there is at least one Director.

11.2 Any member of the Board may nominate any Member they see fit to fill a vacated position until the next AGM. This person shall take a seat on the Board upon being duly voted in by the Board. Directors are otherwise voted upon by Members of the CSA at the AGM.

ARTICLE 12 – Remuneration

12.1 The Directors shall serve as such without remuneration and Directors shall not directly or indirectly receive any profit from their positions as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 13 – Liability and Indemnity of the CSA

- 13.1 The CSA and its Directors, Officers, employees or committee members will not be responsible for any actions or damages caused by any other Member or held liable for their actions. The CSA shall maintain liability insurance for all events and for the Directors and Officers of the CSA.
- 13.2 The CSA shall indemnify and hold harmless, out of the funds of the CSA, every Director and Officer of the CSA and their heirs, executors and administrators from and against all personal and legal liability arising out of any act or omission on the part of such Director or Officer, provided that said act or omission occurred within the course and scope of the Director's or Officer's duties on behalf of the CSA, and further provided that such act or omission was made honestly and with a view to the best interests of the CSA or, in the case of criminal or administrative action or proceeding, the Director or Officer had reasonable grounds for believing and did believe, that their conduct was lawful.

PART IV – OFFICER DUTIES

ARTICLE 14 – Officer Duties

- 14.1 **President:** The President shall preside as Chair at all meetings of the Board and Membership.
- (a) The President shall be an ex-officio member of all committees.
 - (b) The President shall also be charged with the general management and supervision of the affairs and operations of the Society.
- 14.2 **Vice-President:** In the absence of the President, the Vice-President shall act and perform the duties of the President in the conduct of the President's office. The Vice-President will be responsible for special projects assigned or approved by the President.
- 14.3 **Treasurer:** The Treasurer shall receive and disburse all funds of the CSA in accordance with its Bylaws, and as directed by the Board.
- (a) The Treasurer shall keep detailed accounts of all income and expenditures.

(b) The Treasurer shall distribute the funds of the CSA under the direction of the Board.

(c) The Treasurer shall submit a financial statement setting out the income, disbursements, assets and liabilities of the CSA, audited and signed by the auditor(s) for the CSA (as determined at the AGM under Bylaw 23.1.).

(d) The Treasurer shall provide an up-to-date financial summary at each Board Meeting.

14.4 **Secretary:** The Secretary or designate shall record minutes for all AGMs, Board Meetings, and Special Meetings. Working with staff, the Secretary shall be the custodian of all of the books, records and other documents belonging to the CSA. The Secretary shall perform such other duties as may from time to time be determined by the Board. In the absence of the Secretary, the duties shall be discharged by a Director appointed by the Board for this purpose.

14.5 **Past President:** The Past President shall act in a support and advisory role to the President.

14.6 During the absence or inability of both the President and Vice-President, the duties and powers of the President shall be exercised by a Director appointed by the Board for this purpose.

PART V – COMMITTEES OF THE SOCIETY

ARTICLE 15 – Committees

15.1 The Board may establish such committees, as may be required from time to time, to fulfill the roles and perform the duties of the CSA, and confer decision-making authority on the committee, other than policy, finance, and those matters otherwise specifically provided for elsewhere in these Bylaws. Any committee established by the Board shall report to the Board.

PART VI – CSA EMPLOYEES AND INDEPENDENT CONTRACTORS

ARTICLE 16 – Employees and Independent Contractors

- 16.1 The Board may hire one or more persons as may be required to assist in the proper operation of the CSA. The Board may establish Board Policies for the hiring, contracting and supervision of such persons or service providers.
- 16.2 The Board may retain independent contractors to complete various tasks as required from time to time for the operation of the CSA.

PART VII – MEETINGS

ARTICLE 17 – Annual General Meeting

- 17.1 The AGM shall be held each year at the Seniors Centre or such place agreed upon by the Board and on the date to be fixed by the Board, but in any event, the AGM shall be held within three (3) months of the end of the fiscal year as established under bylaw 24.1.
- 17.2 The business at the AGM will include the following:
- (a) Approval of the minutes of the previous AGM;
 - (b) Consideration of the annual reports of the CSA from the President, the Treasurer and any other reports as required to inform the CSA Members;
 - (c) Consideration of the prior year's financial statements of the CSA, and if applicable, the auditor's report thereon;
 - (d) Appointment of the auditor or the Audit Committee of the CSA for the following year, pursuant to Bylaw 23.1;
 - (e) Election of Directors; and
 - (f) Any other matters specified in the meeting notice.
- 17.3 Notice of the meeting shall be provided to all Members no less than twenty-one (21) days prior to the AGM.

- 17.4 Where members wish to add an agenda item, they must describe exactly what business will occur, together with the proposed Resolution, both to be submitted no later than fourteen (14) days prior to the date of the AGM. The AGM will only address those matters that have been identified on the agenda.
- 17.5 All motions at the AGM will be carried with a simple majority vote of those Voting Members present at the meeting and entitled to vote thereon, other than motions on matters which require a Special Resolution.
- 17.6 The election of Directors may be by a show of hands unless a ballot is requested by any member.
- 17.7 The Board may establish a Policy allowing electronic, or other means, of voting where suitable to the needs of the membership.

ARTICLE 18 – Board of Director Meetings

- 18.1 Meetings of the Board of Directors shall be called by the President and shall be held at least every three (3) months.
- 18.2 All members of the Board present at the meeting shall either vote or abstain on the motions put forth, other than those motions in respect of which the Director has a Conflict of Interest.
- 18.3 All members of the Board present at a meeting shall declare a Conflict of Interest as may be appropriate on any motion put forth at a meeting and shall remove themselves from the meeting during the discussion and any vote thereon.
- 18.4 Each Director is entitled to one vote on all motions (subject to those on which there is a Conflict of Interest) proposed at any meetings of the Board which such Director attends either in person or by electronic means.
- 18.5 All motions will be carried with a simple majority vote of the Directors present at the meeting and entitled to vote thereon.
- 18.6 A tied vote means a motion is defeated.
- 18.7 All votes at Board meetings may be taken by ballot if so requested by any Director present.

- 18.8 A resolution in writing executed by all of the Directors entitled to vote on that resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, and shall be effected as of the date specified therein. Such resolution may be in two or more counterparts, any of which may be delivered by electronic mail, which shall be deemed to constitute one resolution in writing.

ARTICLE 19 – Special Meetings

- 19.1 Upon request for a Special Meeting to address urgent affairs of the CSA from no less than two (2) Directors, the President shall call a Special Meeting of the CSA. The date fixed for holding such a meeting shall not exceed sixty (60) days from the date of the request and the Notice of such a meeting will be provided no less than twenty one (21) days before the date fixed for the holding of such meeting.
- 19.2 The days of notice must be full twenty-four (24) hour days.
- 19.3 The Agenda for a Special Meeting shall be prepared by the Board. The meeting will address only those matters that have been properly identified on the agenda.
- 19.4 All resolutions on a Special Meeting agenda shall be considered Special Resolutions.

ARTICLE 20 – Notice

- 20.1 A Notice of an AGM, Special Meeting, or Board meeting shall be served by the CSA on any Member or Director, as applicable, entitled to receive notice by any of the following means:
- (a) Personally, by phone or by text;
 - (b) Electronically by email at the email address for such member or Director recorded with the CSA;
 - (c) In writing at the street address for such member or Director recorded with the CSA; or
 - (d) By publication in a local newspaper of general circulation.
- 20.2 Regardless of the means chosen under 20.1, the notice shall also be posted on the CSA bulletin board at the Seniors Centre.

20.3 No error or omission in giving notice of any AGM, Special Meeting, or Board of Directors meeting or any such adjourned meeting shall invalidate such a meeting or make void any proceedings which may have taken place.

ARTICLE 21 – Quorum

21.1 Fifty (50) Voting Members or five percent (5%) of Voting Members, whichever number is the lesser, as at thirty (30) days prior to the date of that meeting shall be present in order to constitute a quorum at an AGM or Special Meeting of the CSA.

21.2 At least 50% of the current members of the Board must be present in person in order to constitute a quorum for the transaction of business at any Board meeting.

PART VIII – FINANCIAL ADMINISTRATION

ARTICLE 22 – Signing Authority

22.1 The President and Treasurer and up to four (4) additional Directors shall have signing authority for the Society.

22.2 Any two (2) of the six (6) of the above mentioned, may sign for and disperse CSA funds.

22.3 All significant contracts and documents that have major financial consequences shall be signed by any two (2) Officers.

22.4 The seal of the CSA shall be kept in the custody of the Secretary, to be used in accordance with Board policy, and when so used shall be affirmed by the signatures of two (2) officers.

ARTICLE 23 – Auditing

- 23.1 The financial books, financial accounts, and records of the CSA shall be audited at least once each year by either an accredited auditor appointed for that purpose at the AGM, or by two members of the CSA, specifically appointed for that purpose by the Board, to be the Audit Committee. A complete and proper statement of the standing of the books for the previous year shall be presented at the AGM by the Auditor(s) or Treasurer (or Treasurer's designate).
- 23.2 In the event that the accredited auditor or the Audit Committee is unable to perform or complete the audit, the Board may appoint replacements.

ARTICLE 24 – Fiscal Year

- 24.1 The fiscal year of the CSA in each year shall be July 1 to June 30.

ARTICLE 25 – Inspection of the Books by Members

- 25.1 The books and records of the CSA will be lodged in the CSA office and may be inspected by any Member upon giving reasonable notice.

ARTICLE 26 – Fundraising and Borrowing

- 26.1 Funds may be borrowed, raised and payment secured by any means available to charitable organizations.
- 26.2 Funds may be borrowed and payment secured through an established banking institution to conduct the business of the CSA pursuant to a resolution at a meeting of the Board, always provided that in no case shall debentures be issued without the sanction of a Special Resolution.

PART IX – SOCIETY DISSOLUTION

ARTICLE 27 – Dissolution

- 27.1 The CSA may only be dissolved by a Board decision, based on a survey duly put to the membership in which at least two-thirds (2/3) of the respondents to the survey have agreed to the dissolution of the CSA.
- 27.2 The CSA may not pay any dividends or distribute its property among its Members.
- 27.3 If the CSA is dissolved, any funds or assets remaining after honouring all debts shall be paid to a registered and incorporated charitable organization, selected by the Board and passed by three quarters (3/4) of those present at the Board meeting.

PART X – AMENDMENTS TO BYLAWS

ARTICLE 28 – Bylaw Amendment

- 28.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at an AGM or a Special Meeting of the Society.
- 28.2 Notice of a Special Resolution to approve any amendment to these Bylaws shall be distributed to all Members by any manner set forth in Bylaw 20.1, at least twenty-one (21) days prior to the meeting at which the vote will be held.
- 28.3 Any action required by law to be taken at a meeting of the Members, or any action which may be taken at a meeting of Members, may be taken without a meeting if, after notice is given pursuant to Bylaw 20.1, a consent in writing or in electronic form, setting forth the action to be taken, is signed or sent by three quarters (3/4) of Members who respond to the notice of the intended action.