

## Ogden House Senior Citizens' Club – 2023 Bylaw Review, Summary List of Important Changes

### **New Wording/Changes**

#### **1.1 The Society**

The name of the Society shall be the Ogden House Senior Citizens' Club ("the Society"). The Society shall operate under the name "Ogden 50+ Activity Centre".

- 3.1.3 **Lifetime Member** is any person who has been a full member for **10 years** or more; is **85 years** or older; and is granted Lifetime membership by the Board. No membership fees are required.

### **Reference added for clarity around AGM voting rights**

- 3.2.4 The Society's Board shall ratify the current Register of Members at least twenty-one (21) days prior to each Annual General Meeting, **and in accordance with Bylaw 3.4.2.**

### **New Wording/Changes**

#### **3.3.1 Membership Year**

**The membership year is an annual term that ends on December 31.**

### **Reference added for clarity around Admission of Members**

#### **3.4.4 Member in Good Standing**

A Member is in good standing when:

- a) the Member is listed within the Register of Members **as per Bylaws 3.2;** and

### **New Wording/Changes**

- 3.5.2.2 The Notice will be sent by single registered mail to the last known address, **or by electronic email to the last known email address** of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

#### **3.6.3 Expulsion**

- 3.6.3.1 d) If the Member has done **or failed to do anything judged to be harmful to the Society.**

#### **4.1.1 Calling of Annual General Meeting**

All Members shall be given notice of the time and place of an Annual General Meeting at least **twenty-one (21) days** before an Annual General Meeting.

#### **4.2.1 Calling of a Special General Meeting**

- b) Where members petition the Board of Directors to call such a meeting; a members' petition to the Board of Directors shall require the signature of at

least **twenty-five (25) voting members in good standing**, served to the Chair of the Society.

#### **4.3.1 Quorum**

**Attendance by a number representing twenty (20) current voting members in good standing, which may include members serving on the board of directors, is a quorum at an Annual General Meeting or any Special General Meeting. Quorum must be maintained throughout the full duration of the Meeting to continue with the business set forth in the purposes of convening that General Meeting.**

4.3.4.2 No notice is necessary if the Annual General Meeting or Special General Meeting is adjourned for less than thirty (30) days, **unless the adjourned meeting requires a vote by Special Resolution in accordance with Bylaw 2.1.17.**

**Reference added for clarity around the Chair is not allowed to break a tie (4.4.2)**

4.4.6 The Chair has the final discretion to decide any dispute on any vote count, **with the exception of Bylaw 4.4.2 in the event of a tie vote.**

#### **New Wording/Changes**

#### **5.1.1 Governance and Management of the Society**

The Board of Directors is charged with the governance and oversight of the Society. The Board **shall** hire an Executive Director (ED) to carry out management and professional functions under the direction and supervision of the Board.

#### **5.2 Powers and Duties of the Board**

The business and affairs of the Society are managed by the Board of the Society, **who shall have and exercise all the powers of the Association as fully and completely as the Association could at a General Meeting, subject always, however, to the provisions of these Bylaws, and the Act. Subject to the foregoing, the powers and duties of the Directors shall include (but not be limited to):**

#### **5.2 Powers and Duties of the Board**

- g) **Approve all expenses over \$5,000;**
- h) **Approve payments** for services and protecting persons from debts of the Society;
- n) Making policies, rules and regulations for operating the Society and using its facilities and assets **in conjunction with the ED;**
- o) Selling, disposing of, or mortgaging any or all of the property of the Society **in conjunction with the ED;** and

5.3.1 The Board shall consist of a minimum of **three (3)** and a maximum of eleven (11) Directors elected at an Annual General Meeting from among the Voting Members.

- 5.3.2 The number of Directors to be elected at each Annual General Meeting shall be determined by the Board, **and in accordance with nominations under Bylaw 7.3.4.**
- 5.3.3 Each Director must be a Member who is at least 50 years of age, resident in Alberta and **cannot have been convicted of a felony or other criminal offence for which a pardon has not been granted. A Government of Alberta waver must be signed to allow for a Police Check within sixty (60) days of joining the Board of Directors.**
- 5.3.4 Employees of the Society shall not be eligible for election as members of the Board. **A Government of Alberta waver must be signed to allow for a Police Check.** Past employees shall not be eligible for election as members of the Board until one (1) year after termination of employment. **Current and past directors shall not be eligible for employment at Ogden 50+ Activity Center until one (1) year after their term of service has ended on the Board.**
- 5.4.1 The Board shall consist of the persons elected as Directors of the Board at the Annual General Meeting of the Society, **or at a Special General Meeting** where such elections may take place.
- 5.4.2 The term of service of a Director shall be a two (2) year term, commencing upon the **conclusion** of the Annual General Meeting at which a Director is elected.
- 5.5.1 A Director shall be deemed to have vacated **their** position under the following circumstances:
- 5.5.1 A Director shall be deemed to have vacated their position under the following circumstances:
- f) **If verbal abuse to any member and staff is discovered; or**
  - g) **If the Director has done or failed to do anything judged to be harmful to the Society, this will be considered reason for dismissal.**
- 5.5.2 Voting Members may remove any Director including the Chair before the end of **their** term by passing a Special Resolution at a Special General Meeting called for this purpose.
- 5.6.1 The Board shall hold **minimum six (6) meetings each membership year.** Meetings shall be held **minimum** at least every two (2) months.

#### **Content trimmed down for simplification**

- 5.6.9 Each Director present **at a regular Board meeting, including the Chair,** shall have one (1) vote on all **voting matters** put forward.  
*\*content removed on the Chair's inability to vote / granting the Chair a vote now*

- 5.6.10 Questions arising at any Board meeting shall be decided by the majority of votes.  
*\*content removed on the Chair's inability to vote / granting the Chair a vote now*

## New Wording/Changes

### 6.4 Removal of Officers

An Officer ceases to hold office when:

- c) the Officer is removed by the Board for cause, **in accordance with Bylaw 5.5.**

- 7.2.5 Each member of the committee, including the Committee Chair, has one (1) vote at the committee meeting. The Committee Chair **has** a casting vote in case of a tie.

### 8.1 The Executive Director (ED)

The Board **shall** hire an Executive Director (ED) to carry out assigned duties. The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and all Board Committees. The ED is an *ex officio* member of the Board and all Board committees without voting rights.

- 9.2.2 ~~<deleted>The remuneration of the auditors of the Society shall be determined by the Board.~~

- 9.4.1 The designated Officers of the Board **must** sign all cheques drawn on the monies of the Society, **after reviewing all supporting documents.** Two signatures are required on all cheques. The Board may authorize the ED and other senior staff persons to sign cheques drawn for the purpose of operating the Society as outlined within the Authority for Disbursement Policy approved by the Board. The ED cannot sign any cheques payable to the ED.

- 9.5.3 Except as otherwise expressly provided in paragraph 9.5.4 and **9.5.5**, books and records of the Society shall be open to the inspection of Directors and Members at such reasonable times as may be set by the Directors.

- 9.6.1 The Society may borrow or raise funds to meet its Objects and operations. The Board, **in conjunction with the ED**, has the absolute discretion to determine the amounts and ways to raise money, including **seeking a line of credit or loan from a financial institution.**

# Ogden House Senior Citizens' Club Bylaws

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NEW DATE FOR BOARD-APPROVED DOCUMENT (TBD)

## Ogden House Senior Citizens' Club Bylaws

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## **Ogden House Senior Citizens' Club Bylaws**

### **Article 1 – Preamble**

#### **1.1 The Society**

✓ The name of the Society shall be the Ogden House Senior Citizens' Club ("the Society").  
The Society shall operate under the name "Ogden 50+ Activity Center".

#### **1.2 The Bylaws**

The following articles set forth the Bylaws of the Ogden House Senior Citizens' Club.

### **Article 2 – Defining and Interpreting the Bylaws**

#### **2.1 Definitions**

In these Bylaws, the following words have these meanings.

- 2.1.1 "Act" means the *Societies Act*, R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 "Executive Director" (ED) means the most senior staff member acting in a non-voting ex-officio role at Board meetings and Board committee meetings and with responsibilities as listed in Article 8.
- 2.1.3 "Chair" or "President" means the presiding officer of the Board. These terms are used interchangeably in these bylaws.
- 2.1.4 "Annual General Meeting" means the annual general meeting described in Article 4.1.
- 2.1.5 "Board" means the board of directors of this Society.
- 2.1.6 "Bylaws" means the bylaws of this Society in full force and effect as amended from time to time.
- 2.1.7 "Director" means any person elected or appointed to the Board.
- 2.1.8 "Ex-officio member" is a member of a body (a board, committee, etc.) who is part of it by virtue of holding another office rather than being appointed or elected to the body. For example, the ED is an ex-officio, non-voting member of the Board.
- 2.1.9 "General Meeting" means an Annual General Meeting or a Special General Meeting of the members.



2.1.10 "Member" means a duly admitted member of the Society in good standing who has complied with the registered Objects and bylaws hereunder.

2.1.11 "Officer" means any officer listed in Article 6.1, for greater certainty this does not include the Executive Director or past chairperson.

2.1.12 "Past-President" means the immediate Past-President/Past-Chair.

2.1.13 "Registered Office" means the registered office for the Society.

2.1.14 "Register of Members" means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.15 "Society" means Ogden House Senior Citizens' Club.

2.1.16 "Special General Meeting" means a special general meeting described in Article 4.2.

2.1.17 "Special Resolution" means:

- a) a resolution passed:
  - i) at a General Meeting of the membership of this society of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given; and
  - ii) by the vote of not less than 75% of Voting Members present who vote in person.
- b) a special resolution as defined by the Alberta Societies Act.
- c) a resolution that creates fundamental changes to the Society. The following motions require a Special Resolution:
  - i. changing the Objects of the Society;
  - ii. issuing debentures (debentures are debt instruments issued by the Society, such as bonds, to raise money for the organization);
  - iii. amending the Bylaws; and
  - iv. dissolving the Society.

2.1.18 "Voting Member" means a Member entitled to vote at the meetings of the Society as described in Article 3.4.2 hereunder.

## 2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also includes the plural, and vice-versa.

- 2.2.2 Headings: The headings used in these Bylaws are inserted for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.3 Liberal Interpretation: these Bylaws must be interpreted broadly and generously, and in accordance with the Objects of the Society.

## **Article 3 – Membership**

### **3.1 Definition of Member**

There are four categories of membership in the Society:

- 3.1.1 **Full Member** is any individual who has attained the age of 50 or more, supports the Objects and goals of the Society and who completes an application and pays the annual membership fee.
- 3.1.2 **Associate Member** is anyone over 18 years of age who supports the Objects and goals of the Society and who completes an application and pays the annual membership fee.
- ✓ 3.1.3 **Lifetime Member** is any person who has been a full member for 10 years or more; is 85 years or older; and is granted Lifetime membership by the Board. No membership fees are required.
- 3.1.4 **Honorary Member** is a person who is granted honorary membership by the Board in recognition of their contributions and noteworthy service to the Society. No membership fees are required.

### **3.2 Admission of Members**

- 3.2.1 Membership in the Society shall become effective upon receipt of the annual membership form and payment of the membership fee. The Board may establish from time to time additional requirements for the approval of applications for membership.
- 3.2.2 Institutions are not eligible for membership in the Society. The Board has the ultimate discretion in determining whether an applicant is an institution.
- 3.2.3 All successful applicants for membership shall agree to have their name entered into the Register of Members.
- 3.2.4 The Society's Board shall ratify the current Register of Members at least twenty-one (21) days prior to each Annual General Meeting, and in accordance with Bylaw 3.4.2.

### **3.3 Membership Year and Fees**

#### **3.3.1 Membership Year**

- ✓ The membership year is an annual term that ends on December 31.

#### **3.3.2 Fees**

The Board will establish membership fees from time to time.

### **3.4 Rights and Privileges of Members**

3.4.1 Any Member in good standing, in accordance with Article 3.4.4., is entitled to:

- a) Receive notice of the General Meetings of the Society;
- b) Attend any General Meetings of the Society;
- c) Speak at any General Meetings of the Society; and
- d) Exercise other rights and privileges given to Members in these bylaws.

#### **3.4.2 Voting Members**

Full voting privileges are awarded only to Full Members and Lifetime Members in good standing and who have been a member in good standing a minimum of 30 days.

#### **3.4.3 Number of Votes**

A Voting Member is entitled to one (1) vote at any General Meeting of the Society.

#### **3.4.4 Member in Good Standing**

A Member is in good standing when:

- a) the Member is listed within the Register of Members as per Bylaws 3.2; and
- b) the Member is not suspended or expelled as a Member as provided for under Article 3.5 and Article 3.6.

### **3.5 Suspension of Membership**

#### **3.5.1 Decision to Suspend**

The Board, at a regular meeting of the Board or at a special meeting of the Board called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

- a) if the Member has failed to abide by the Bylaws;
- b) if the Member has been disloyal to the Society;
- c) if the Member has disrupted meetings or functions of the Society; or

- d) if the Member has done or failed to do anything judged to be harmful to the Society.

### **3.5.2 Notice to the Member on Decision to Suspend**

Suspension shall proceed as follows:

- 3.5.2.1 Notice of intention to suspend shall be served to the member in writing, with such notice to state the grounds of suspension. The Member will receive at least two (2) weeks notice before the meeting of the Board.
- 3.5.2.2 The Notice will be sent by single registered mail to the last known address, or by electronic email to the last known email address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
- 3.5.2.3 The notice will state the reasons why suspension is being considered.

### **3.5.3 Decision of the Board on Suspension**

- 3.5.3.1 The Member will have the opportunity to appear before the Board or a committee of the Board to address the matter. The Board shall allow another person to accompany the Member. The accompanying person shall not be another Board member.
- 3.5.3.2 The Board or its committee will determine how the matter will be dealt with, and may limit the time given the Member to address the Board. The committee of the Board shall recommend an action plan to the Board.
- 3.5.3.3 The Board may exclude the Member from its discussion on the matter, including the deciding vote. Suspension shall be upon a majority vote of the Board of Directors.
- 4.5.3.4 The decision of the Board is final.
- 3.5.3.5 The member shall be notified in writing of the Board's decision.

## **3.6 Termination of Membership**

### **3.6.1 Resignation**

- 3.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Chair or Secretary of the Society. Upon resignation, the member shall not be entitled to a refund in respect to the membership fee.
- 3.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

### **3.6.2 Death**

The membership of a Member is ended upon their death.

### **3.6.3 Expulsion**

3.6.3.1 The Board, at a regular meeting of the Board or at a special meeting of the Board called for that purpose, may expel any Member for any cause which is deemed sufficient in the interests of the Society. These reasons include:

- a) If the Member has failed to abide by the bylaws;
- b) If the Member has been disloyal to the Society;
- c) If the Member has disrupted meetings or functions of the Society; or
- d) If the Member has done or failed to do anything judged to be harmful to the Society.

### **3.6.4 Notice to the Member on Decision to Expel**

Notice for expulsion shall follow the same process as for suspension in paragraph 3.5.2.

### **3.6.5 Decision of the Board on Expulsion**

3.6.5.1 The Member will have the opportunity to appear before the Board or a committee of the Board to address the matter. The Board shall allow another person to accompany the Member. The accompanying person shall not be another Board member.

3.6.5.2 The Board or its committee will determine how the matter will be dealt with, and may limit the time given the Member to address the Board. The committee of the Board shall recommend an action plan to the Board.

3.6.5.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote. Expulsion shall be upon a majority vote of the Board of Directors.

3.6.5.4 The decision of the Board is final.

3.6.5.5 On the passage of the motion called for such purpose, such decision shall be deemed to be final and the name of the Member shall be removed from the Register of Members. The Member shall be considered to have ceased being a Member on the date their name is removed from the Register of Members. The expelled person will no longer be welcome on the Ogden House property.

3.6.5.6 The member shall be notified in writing of the expulsion decision.

### **3.7 Transfer of Membership**

No right or privilege of any Member is transferable to another person. All rights and



privileges cease when the Member resigns, dies, or is expelled from the Society.

### **3.8 Continued Liability for Debts Due**

Although a Member ceases to be a Member, by death, resignation or otherwise, they are liable for any debts owing to the Society at the date of ceasing to be Member.

### **3.9 Limitation on the Liability of Members**

No Member is, in their individual capacity, liable for any debt or liability of the Society.

## **Article 4 – Meetings of the Society**

### **4.1 Annual General Meeting**

An Annual General Meeting shall be held once in every membership year at a time and place determined by the Board and within 180 days of the Society's fiscal year end.

#### **4.1.1 Calling of Annual General Meeting**

All Members shall be given notice of the time and place of an Annual General Meeting at least twenty-one (21) days before an Annual General Meeting.

#### **4.1.2 For the purposes of these Bylaws, publication of a notice of an Annual General Meeting:**

- a) In the Society's newsletter; and/or
  - b) By any electronic means; and/or
  - c) By posted notice in the Ogden House building
- shall be deemed to be proper notice.

#### **4.1.3 Business at the Annual General Meeting**

The following business shall be transacted at the Annual General Meeting in addition to any other business that may properly come before the meeting:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual General Meeting;
- c) considering the Chair's and/or the ED's report;
- d) approving the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e) appointing the auditors;
- f) electing the Directors; and
- g) considering matters specified in the meeting notice.

## **4.2 Special General Meeting**

### **4.2.1 Calling of a Special General Meeting**

Special General Meetings of the members to consider questions other than those put before the Annual General Meeting shall be called under one of the following two conditions:

- a) Where the Board of Directors deems an issue of significance to the entire membership is such that it requires debate;
- b) Where members petition the Board of Directors to call such a meeting; a members' petition to the Board of Directors shall require the signature of at least twenty-five (25) voting members in good standing, served to the Chair of the Society.

4.2.2 All members shall be given notice of the time and place of any Special General Meeting at least fourteen (14) days before a Special General Meeting. Notice of a Special General Meeting shall include a statement of the business to be conducted at the meeting.

4.2.3 Notice of a Special General Meeting at which a Special Resolution or any other resolution requiring passage by more than a simple majority shall specify the intention to propose the Special Resolution or other resolution. Notice of a Special Resolution requires twenty-one (21) days of notice.

4.2.4 For the purposes of these Bylaws, publication of a notice of a General Meeting:

- a) In the Society's newsletter; and/or
  - b) By any electronic means; and/or
  - c) By posted notice in the Ogden House building
- shall be deemed to be proper notice.

### **4.2.6 Procedure at the Special General Meeting**

Any Special General Meeting has the same method of voting and the same quorum requirements as an Annual General Meeting.

## **4.3 Proceedings at an Annual General Meeting or Special General Meeting**

### **4.3.1 Quorum**

Attendance by a number representing twenty (20) current voting members in good standing, which may include members serving on the board of directors, is a quorum at an Annual General Meeting or any Special General Meeting. Quorum must be maintained throughout the full duration of the Meeting to continue with the business



set forth in the purposes of convening that General Meeting.

#### **4.3.2 Presiding Officer**

Annual General Meetings or Special General Meetings shall be chaired by the Chair or, if the Chair is not present at the meeting, the First or Second Vice-Chair. If neither the Chair nor the First or Second Vice-Chairs is present at the meeting, the meeting shall be chaired by a Director selected for that purpose by the members present.

#### **4.3.3 Failure to Reach Quorum**

The Chair shall cancel the Annual General Meeting or Special 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 by the Board. If a quorum is not present at the adjourned meeting:

- a) the meeting will be cancelled if the meeting was requested by Members;
- b) the Members present shall constitute a quorum in all other cases.

#### **4.3.4 Adjournment**

4.3.4.1 The Chair may adjourn any Annual General Meeting or Special General Meeting with the consent of the majority of the Voting Members at the meeting. The adjourned Meeting conducts only the unfinished business from the initial Meeting.

4.3.4.2 No notice is necessary if the Annual General Meeting or Special General Meeting is adjourned for less than thirty (30) days, unless the adjourned meeting requires a vote by Special Resolution in accordance with Bylaw 2.1.17.

4.3.4.3 The Society must give notice when an Annual General Meeting or Special General Meeting is adjourned for thirty (30) days or more. Notice shall be in the same form as for any Annual General Meeting or Special General Meeting.

### **4.4 Voting**

4.4.1 A show of hands of the Voting Members decides every vote at every Annual General Meeting or Special General Meeting. A ballot is used if at least three (3) Voting Members request it. The request must be made before voting takes place. Where a ballot is requested, it shall be a secret ballot.

4.4.2 The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.4.3 A Voting Member may not vote by proxy.

4.4.4 A simple majority of the votes of the Voting Members present decides each issue and

resolution, unless the issue needs to be decided by a Special Resolution.

- 4.4.5 The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.
- 4.4.6 The Chair has the final discretion to decide any dispute on any vote count, with the exception of Bylaw 4.4.2 in the event of a tie vote.

#### **4.5 Failure to Give Notice of Meeting**

No action taken at an Annual General Meeting or Special General Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

#### **4.6 Written Resolution of All the Voting Members**

All Voting Members may agree to and sign a resolution in writing in lieu of passing a resolution at an Annual General Meeting or Special General Meeting.

- 4.6.1 A resolution in writing signed by all the Voting Members entitled to vote on that resolution is as valid as if it had been passed at an Annual General Meeting or Special General Meeting of the Members of the Society.
- 4.6.2 It is not necessary to give notice or to call an Annual General Meeting or Special General Meeting to place a written resolution before the Voting Members of the Society.
- 4.6.3 A written resolution may be signed in counterpart and the effective date of the written resolution shall be the date that the last Voting Member signs the written resolution unless the written resolution specifies another date as the effective date of the written resolution.
- 4.6.4 Such written resolution shall become included in the minutes of the Society.

### **Article 5 – The Board of Directors**

#### **5.1 The Board of Directors**

##### **5.1.1 Governance and Management of the Society**

The Board of Directors is charged with the governance and oversight of the Society. The Board shall hire an Executive Director (ED) to carry out management and professional functions under the direction and supervision of the Board.

## **5.2 Powers and Duties of the Board**

The business and affairs of the Society are managed by the Board of the Society, who shall have and exercise all the powers of the Association as fully and completely as the Association could at a General Meeting, subject always, however, to the provisions of these Bylaws, and the Act. Subject to the foregoing, the powers and duties of the Directors shall include (but not be limited to):

- a) Promoting the Objects of the Society;
- b) Promoting membership in the Society;
- c) Hiring the ED to manage and operate the Society;
- d) Regulating the ED's duties and setting the salary for the ED position;
- e) Maintaining and protecting the Society's assets and property;
- f) Approving the annual budget for the Society;
- g) Approve all expenses over \$5,000;
- h) Approve payments for services and protecting persons from debts of the Society;
- i) Investing any extra monies;
- j) Financing the operations of the Society, and borrowing or raising monies;
- k) Making Board policies for managing and operating the Society;
- l) Maintaining all accounts and financial records of the Society;
- m) Appointing legal counsel as necessary;
- n) Making policies, rules and regulations for operating the Society and using its facilities and assets in conjunction with the ED;
- o) Selling, disposing of, or mortgaging any or all of the property of the Society in conjunction with the ED; and
- p) Without limiting the general responsibility of the Board, delegating its powers and duties to the ED of the Society.

## **5.3 Composition of the Board**

- 5.3.1 The Board shall consist of a minimum of three (3) and a maximum of eleven (11) Directors elected at an Annual General Meeting from among the Voting Members.
- 5.3.2 The number of Directors to be elected at each Annual General Meeting shall be determined by the Board, and in accordance with nominations under Bylaw 7.3.4.
- 5.3.3 Each Director must be a Member who is at least 50 years of age, resident in Alberta and cannot have been convicted of a felony or other criminal offence for which a pardon has

not been granted. A Government of Alberta waiver must be signed to allow for a Police Check within sixty (60) days of joining the Board of Directors.

- 5.3.4 Employees of the Society shall not be eligible for election as members of the Board. A Government of Alberta waiver must be signed to allow for a Police Check. Past employees shall not be eligible for election as members of the Board until one (1) year after termination of employment. Current and past directors shall not be eligible for employment at Ogden 50+ Activity Center until one (1) year after their term of service has ended on the Board.
- 5.3.5 The immediate Past President who is not elected may be invited to participate in meetings of the Board of Directors for a term of up to one year in a non-voting, ex-officio capacity.

#### **5.4 Election of the Directors**

- 5.4.1 The Board shall consist of the persons elected as Directors of the Board at the Annual General Meeting of the Society, or at a Special General Meeting where such elections may take place.
- 5.4.2 The term of service of a Director shall be a two (2) year term, commencing upon the conclusion of the Annual General Meeting at which a Director is elected.
- 5.4.3 Voting Members may re-elect any Director of the Board for a maximum of three (3) consecutive Terms.

#### **5.5 Resignation, Death or Removal of a Director**

- 5.5.1 A Director shall be deemed to have vacated their position under the following circumstances:
  - a) Upon delivery of a letter of resignation to the Chair;
  - b) Upon absence without cause for three (3) consecutive Board meetings;
  - c) The Director ceases to be a resident of Alberta;
  - d) Upon death;
  - e) Upon taking up regular or term employment with the Society;
  - f) If verbal abuse to any member and staff is discovered; or
  - g) If the Director has done or failed to do anything judged to be harmful to the Society, this will be considered reason for dismissal.
- 5.5.2 Voting Members may remove any Director including the Chair before the end of their term by passing a Special Resolution at a Special General Meeting called for this purpose.
- 5.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in



good standing to fill that vacancy until the next Annual General Meeting, at which time that person may be elected to serve as a Board member.

## **5.6 Meetings of the Board**

- 5.6.1 The Board shall hold minimum six (6) meetings each membership year. Meetings shall be held minimum at least every two (2) months.
- 5.6.2 The Chair shall call a Board meeting. The Chair shall also call a Board meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 5.6.3 Five (5) days' notice of a Board meeting shall be given by telephone or electronic means. The Board may also set a schedule for meetings for the upcoming year for which no further notice is required.
- 5.6.4 The notice of a Board meeting shall state the date, place and time of the Board meeting.
- 5.6.5 Board members may waive notice of a Board meeting.
- 5.6.6 No action taken at a meeting of the Board is invalid due to:
  - a) accidental omission to give any notice to any Member;
  - b) any Member not receiving any notice; or
  - c) any error in any notice that does not affect the meaning.
- 5.6.7 Quorum at meetings of the Board of Directors shall be fifty (50) percent plus one Director.
- 5.6.8 A Board meeting shall be chaired by the Chair or, if the Chair is not present at the meeting, the First or Second Vice-Chair. If none of the Chair or the First Vice-Chair or Second Vice-Chair is present at the Board meeting, the Board meeting shall be chaired by a Director selected for that purpose by the Directors present.
- 5.6.9 Each Director present at a regular Board meeting, including the Chair, shall have one (1) vote on all voting matters put forward.
- 5.6.10 Questions arising at any Board meeting shall be decided by the majority of votes.
- 5.6.11 Board meetings are not open to Members of the Society. Guests may be invited. Anyone wishing to invite a guest or wanting to attend a Board meeting must consult with the Chair/President. A majority of the Directors present may ask any other Members, or other persons present, to leave.

- 5.6.11 All Directors may agree to and sign a resolution in writing in lieu of passing a resolution at a Board Meeting. When a written resolution is required:
- a) A resolution in writing signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a Board meeting.
  - b) It is not necessary to give notice or to call a Board meeting to place a written resolution before the Directors.
  - c) A written resolution may be signed in counterpart and the effective date of the written resolution shall be the date that the last Director signs the written resolution unless the written resolution specifies another date as the effective date of the written resolution.
  - d) Such written resolution shall become included in the minutes of the Society.
- 5.6.15 A Board meeting may be held by a conference call or other electronic or communications facilities that permit all persons participating in the meeting to hear or communicate with each other simultaneously. Directors who participate in this conference call are considered present for the meeting.
- 5.6.13 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

## **Article 6 – Officers of the Board of Directors**

### **6.1 Appointment of Officers**

At a meeting of the Board of Directors commencing as soon as possible after the adjournment of the Annual General Meeting, the Directors shall appoint officers from amongst the Directors. The Officers of the Society are the Chair (or President), First Vice-Chair, Second Vice-Chair, Secretary, Treasurer and any other officer the Board may designate.

### **6.2 Terms of office for Officers**

Officers shall be eligible for re-election, provided their terms of office have not expired. Officers shall hold their office until their successors are elected at the Board meeting following the Annual General Meeting.

### **6.3 Removal of Officers**

An Officer ceases to hold office when:

- a) the Officer ceases to be a Director;
- b) the Officer's term of office ends; or
- c) the Officer is removed by the Board for cause, in accordance with Bylaw 5.5.

To remove an Officer for cause, the provisions of Articles 3.5 and 3.6 apply, with any necessary modifications as determined by the sole discretion of the Board.

#### **6.4 Vacancy of office for Officers**

A vacancy in any office shall be filled by a Director elected by the Board, with the new Officer holding office until new officers are named at the first Board meeting following the Annual General Meeting.

#### **6.5 Duties of the Officers of the Society**

##### **6.5.1 The Duties of the Chair or President are:**

- a) Supervises the affairs of the Board;
- b) When present, chairs all Member meetings of the Society, and the Board;
- c) Is an ex officio member of all Board Committees as an advisor and/or observer;
- d) Acts as the spokesperson for the Society as required; and
- e) Carries out other duties assigned by the Board.

##### **6.5.2 The Duties of the First Vice-Chair are:**

- a) Acts in the capacity of Chair in the Chair's absence or inability to act;
- b) Replaces the Chair at various functions when asked to do so by the Chair or the Board; and
- c) Carries out other duties assigned by the Board.

##### **6.5.3 The Duties of the Second Vice-Chair are:**

- a) Acts in the capacity of Chair in the Chair's and First Vice-Chair's absence or inability to act. If the Second Vice-Chair is absent, the Directors elect a Chairperson for the meeting;
- b) Replaces the Chair at various functions when asked to do so by the Chair or the Board; and
- c) Carries out other duties assigned by the Board.

##### **6.5.4 The Duties of the Secretary are:**

- a) Attends all meetings of the Society and the Board;
- b) Ensures that minutes are kept of these meetings and keeps accurate minutes of these meetings;
- c) Has charge of the Board's correspondence;
- d) Makes sure a record of names and addresses of all Members of the Society is



kept current;

- e) Makes sure all notices of various meetings are sent;
- f) Ensures that the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents are filed with the Corporate Registry and if applicable, with the Canada Revenue Agency; and
- g) Carries out other duties assigned by the Board.

**6.5.5 The Duties of the Treasurer are:**

- a) Arranges the implementation of all fiscal policy approved by the Board;
- b) Arranges receipt, maintenance, investment and disbursement of Society funds in accordance with these bylaws and in accordance with any policies put in place from time to time by the Board;
- c) Ensures proper books of account and accounting records to be kept for the Society;
- d) Ensures that an Annual Budget is prepared and submitted for the Board for its approval;
- e) Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting; and
- f) Chairs the Finance and Audit Committee of the Board.

**6.5.6** Further details related to the duties of the Board may be created and kept in the Policy Manual with revisions included in an ongoing manner as necessary.

## **Article 7 – Board Committees**

**7.1 Establishing Committees**

The Board may appoint standing committees and ad hoc committees to assist the Board with its work and to advise the Board.

**7.2 General Procedures for Committees**

- 7.2.1 Unless approved otherwise by the Board, a Board Member is a member of each committee created by the Board.
- 7.2.2 All committees function under their terms of reference as approved by the Board.
- 7.2.3 Committees serve in an advisory capacity to the Board and have no independent authority.

- 7.2.4 A majority of the committee members present at a meeting is a quorum.
- 7.2.5 Each member of the committee, including the Committee Chair, has one (1) vote at the committee meeting. The Committee Chair has a casting vote in case of a tie.
- 7.2.6 The Board may request staff recommendations for any representatives of staff to sit on committees.

### **7.3 The Nominating Committee**

- 7.3.1 The Nominating Committee shall consist of at least two (2) Members including at least one (1) Director. With the exception of the Director who is elected to the current board and who may be eligible for re-election, no other member of the Nominating Committee is eligible for election.
- 7.3.2 The Committee Chair shall be selected by the Directors.
- 7.3.3 The Nominating Committee is responsible for:
  - a) Preparing a slate of nominees for each vacant Director position;
  - b) Presenting its recommendations to the Board at a Board meeting prior to the Annual General Meeting; and
  - c) Presenting its recommendations at the Annual General Meeting.
- 7.3.4 Nominations from the floor will be permitted.

## **Article 8 – Staff Appointments**

### **8.1 The Executive Director (ED)**

The Board shall hire an Executive Director (ED) to carry out assigned duties. The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and all Board Committees. The ED is an *ex officio* member of the Board and all Board committees without voting rights.

The Executive Director acts as the Administrative Officer of the Board in:

- a) Attending board, and other meetings, as required;
- b) Hiring, supervising, evaluating and releasing all other paid and volunteer staff;
- c) Interpreting and applying the Board's policies;
- d) Keeping the Board informed about the affairs of the Society;
- e) Maintaining the Society's books and records on site;
- f) Preparing budgets for Board approval;
- g) Planning and overseeing program and services based on the Board's priorities;

- h) Delegating appropriate responsibilities to duly qualified employees of the Society; and
- i) Carrying out other relevant duties not stated in the above, which shall be discussed with the ED and Board prior to implementation.

## **Article 9 – Finance and Other Management Matters**

### **9.1 The Registered Office**

The Registered Office of the Society shall be located at 2102 69 Ave SE, Calgary, Alberta T2C 3Y4. The location of the Registered Office of the Society may be changed at the Annual General Meeting or by resolution of the Board.

### **9.2 Finance and Auditing**

- 9.2.1 The fiscal year of the Society ends December 31 or such other date as the Board determines.
- 9.2.2 The accounts of the Society shall be audited annually by an auditor appointed by the Society at the Annual General Meeting and said auditor shall report on the state of accounts at the succeeding Annual General Meeting.

### **9.3 Seal of the Society**

- 9.3.1 The Board of Directors may adopt a corporate seal. Unless otherwise required by law or by the Board, agreements, instruments and documents to be executed by the Society need not be executed under the Society's seal. The seal of the Society shall not be affixed to any agreement, instrument or document except in the presence of any two (2) Officers of the Society, and such Officers shall sign every agreement, instrument or document to which the seal of the Society is affixed in their presence.
- 9.3.2 The Board shall determine the control and custody of the seal.
- 9.3.3 The seal of the Society can only be used by Officers authorized by a resolution of the Board.

### **9.4 Cheques and Contracts of the Society**

- 9.4.1 The designated Officers of the Board must sign all cheques drawn on the monies of the Society, after reviewing all supporting documents. Two signatures are required on all cheques. The Board may authorize the ED and other senior staff persons to sign cheques drawn for the purpose of operating the Society as outlined within the Authority for Disbursement Policy approved by the Board. The ED cannot sign any cheques payable to the ED.
- 9.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to

do so by resolution of the Board.

## **9.5 The Keeping and Inspection of the Books and Records of the Society**

- 9.5.1 The Minute Books are kept at the Registered Office of the Society. This Minute Book shall contain minutes from all meetings of the members of the Society and the Board.
- 9.5.2 The Society keeps and files all necessary books and records of the Society as required by the Bylaws, the Act, or any other statute or laws.
- 9.5.3 Except as otherwise expressly provided in paragraph 9.5.4 and 9.5.5, books and records of the Society shall be open to the inspection of Directors and Members at such reasonable times as may be set by the Directors.
- 9.5.4 No Member is entitled to information disclosing the identity of anonymous donors.
- 9.5.5 No Member is entitled access to any record which the Board, in their absolute discretion, designates as confidential.

## **9.6 Borrowing Powers**

- 9.6.1 The Society may borrow or raise funds to meet its Objects and operations. The Board, in conjunction with the ED, has the absolute discretion to determine the amounts and ways to raise money, including seeking a line of credit or loan from a financial institution.
- 9.6.2 The Society may issue debentures to borrow only by a Special Resolution of the Members.

## **9.7 Remuneration of Board Members**

No Director, with the exception of the Executive Director, shall receive remuneration from the Society for the performance of his or her duties as director. Reasonable expenses incurred by Board members while carrying out duties of the Society may be reimbursed upon Board approval.

## **9.8 Protection and Indemnity of Directors and Officers**

- 9.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their roles for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 9.8.2 No Director or Officer is liable for 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 Society. No Director or Officer is liable for any loss due to an oversight or error in judgement or by an act in their role for the Society, unless the act is fraud, dishonesty or bad faith.

- 9.8.3 Directors and Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 9.8.4 The Society may, in the Board's discretion, place and maintain liability insurance to support or supplement the indemnity provided for in paragraph 9.8.1. This is in addition to and does not replace, restrict, limit or in any way prejudice any right to indemnification otherwise available.
- 9.8.5 The Society shall purchase and maintain Directors and Officers Liability Insurance.

### **Article 10 – Amending the Bylaws**

- 10.1 These Bylaws may be altered or added to by a Special Resolution of the Members in accordance with the applicable provisions of the Act.
- 10.2 The amended Bylaws shall take effect upon approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of the province of Alberta in accordance with the Act.

### **Article 11 – Dissolution**

- 11.1 The Society may be dissolved by a Special Resolution at the Annual General Meeting or Special General Meeting of the membership.
- 11.2 Upon dissolution, the Society shall not pay any dividends or distribute its property among its Members.
- 11.3 Upon dissolution of the Society and after paying any debts or liabilities, all remaining assets will be given to a qualified donee as described in section 149.1(1) of the Income Tax Act.

Ogden House Senior Citizens' Club Bylaws

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Approved by the Members this \_\_\_\_ day of \_\_\_\_\_, 2014.

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Signature

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Printed Name

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Date

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Signature

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Printed Name

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Date

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FILED  
APR 26 2019

Registrar of Corporations  
Province of Alberta

## SPECIAL RESOLUTION

RECEIVED  
DR  
APR 26 2019

CORPORATE REGISTRY  
500088315

I hereby certify that the following special resolution was passed at the Annual General Meeting of the members of OGDEN HOUSE SENIOR CITIZENS' CLUB on April 9, 2019.

The by-laws were changed as follows:

By-laws 3.1.3 is changed to read:

Lifetime member is any person who has been a full member for **10** years or more, is **85** years or older; and is granted Lifetime membership by the Board. No membership fees are required.

By-laws 5.1.1 is changed to read:

The Board of Directors is charged with the governance and oversight of the Society. The board **shall** hire an Executive Director (ED) to carry out management and professional functions under the direction and supervision of the Board.

By-laws 5.3.3 is changed to read:

Each Director must be a member who is 50 years of age, resident in Alberta and of good character and repute, and specifically cannot have been convicted of a felony or other criminal offence. Employees of the Society shall not be eligible for election as members of the Board. Past employees shall not be eligible for election as members of the Board until one (1) year after termination of employment. **Current and past members of the Board of Directors shall not be eligible for employment at the Ogden House Seniors Centre until one (1) year after termination of their position on the Board of Directors.**

By-law 8.1 is changed to read:

The Board **shall** hire an Executive Director (ED) to carry out assigned duties. The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and all Board Committees. The ED is an *ex officio* member of the Board and all committees without voting rights.

The Executive Director acts as the Administrative Officer of the Board in:

- a) Attending board, and other meetings, as required;
- b) Hiring, supervising, evaluating and releasing all other paid and volunteer staff;
- c) Interpreting and applying the Board's policies;
- d) Keeping the Board informed about the affairs of the Society;
- e) Maintaining the Society's books and records on site;
- f) Preparing budgets for Board approval;
- g) Planning and overseeing program and services based on the Board's priorities;
- h) Delegating appropriate responsibilities to duly qualified employees of the Society; and,
- i) Carrying out other relevant duties not stated in the above shall be discussed with the ED and Board prior to implementation.

Date 22 APRIL 2019 Signature David A. Swanson

Printed Name DAVID A. SWANSON Title CHAIRMAN





# Ogden House Senior Citizens' Club Bylaws

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January 20, 2015



## Ogden House Senior Citizens' Club Bylaws

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## **Ogden House Senior Citizens' Club Bylaws**

### **Article 1 -Preamble**

#### **1.1 The Society**

The name of the Society shall be the Ogden House Senior Citizens' Club ("the Society"). The Society shall operate under the name "Ogden House".

#### **1.2 The Bylaws**

The following articles set forth the Bylaws of the Ogden House Senior Citizens' Club.

### **Article 2 – Defining and Interpreting the Bylaws**

#### **2.1 Definitions**

In these Bylaws, the following words have these meanings.

- 2.1.1 "Act" means the *Societies Act*, R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it;
- 2.1.2 "Executive Director" (ED) means the most senior staff member acting in a non-voting ex-officio role at Board meetings and Board committee meetings and with responsibilities as listed in Article 8;
- 2.1.3 "Chair" or "President" means the presiding officer of the Board. These terms are used interchangeably in these bylaws;
- 2.1.4 "Annual General Meeting" means the annual general meeting described in Article 4.1;
- 2.1.5 "Board" means the board of directors of this Society;
- 2.1.6 "Bylaws" means the bylaws of this Society in full force and effect as amended from time to time;
- 2.1.7 "Director" means any person elected or appointed to the Board;
- 2.1.8 "Ex-officio member" is a member of a body (a board, committee, etc.) who is part of it by virtue of holding another office rather than being appointed or elected to the body. For example, the ED is an ex-officio, non-voting member of the Board.
- 2.1.9 "General Meeting" means an Annual General Meeting or a Special General Meeting of the members;

- 2.1.10 "Member" means a duly admitted member of the Society in good standing who has complied with the registered Objects and bylaws hereunder;
- 2.1.11 "Officer" means any officer listed in Article 6.1, for greater certainty this does not include the Executive Director or past chairperson;
- 2.1.12 "Past-President" means the immediate Past-President/Past-Chair;
- 2.1.13 "Registered Office" means the registered office for the Society;
- 2.1.14 "Register of Members" means the register maintained by the Board of Directors containing the names of the Members of the Society;
- 2.1.15 "Society" means Ogden House Senior Citizens' Club;
- 2.1.16 "Special General Meeting" means a special general meeting described in Article 4.2;
- 2.1.17 "Special Resolution" means:
- a) a resolution passed:
    - i) at a General Meeting of the membership of this society of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and
    - ii) by the vote of not less than 75% of Voting Members present who vote in person,
  - b) a special resolution as defined by the Alberta Societies Act
  - c) a resolution that creates fundamental changes to the Society The following motions require a Special Resolution:
    - i. changing the Objects of the Society;
    - ii. issuing debentures (debentures are debt instruments issued by the Society, such as bonds, to raise money for the organization);
    - iii. amending the Bylaws; and
    - iv. dissolving the Society.
- 2.1.18 "Voting Member" means a Member entitled to vote at the meetings of the Society as described in Article 3.4.2 hereunder.

## **2.2 Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 Singular and Plural: words indicating the singular number also includes the plural, and vice-versa.

- 2.2.2 **Headings:** The headings used in these By-Laws are inserted for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.3 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously, and in accordance with the Objects of the Society.

### **Article 3 - Membership**

#### **3.1 Definition of Member**

There are four categories of membership in the Society:

- 3.1.1 **Full Member** is any individual who has attained the age of 50 or more, supports the Objects and goals of the Society and who completes an application and pays the annual membership fee.
- 3.1.2 **Associate Member** is anyone over 18 years of age who supports the Objects and goals of the Society and who completes an application and pays the annual membership fee.
- 3.1.3 **Lifetime Member** is any person who has been a full member for 15 years or more; is 90 years or older; and is granted Lifetime membership by the Board. No membership fees are required.
- 3.1.4 **Honorary Member** is a person who is granted honorary membership by the Board in recognition of their contributions and noteworthy service to the Society. No membership fees are required.

#### **3.2 Admission of Members**

- 3.2.1 Membership in the Society shall become effective upon receipt of the annual membership form and payment of the membership fee. The Board may establish from time to time additional requirements for the approval of applications for membership.
- 3.2.2 Institutions are not eligible for membership in the Society. The Board has the ultimate discretion in determining whether an applicant is an institution.
- 3.2.3 All successful applicants for membership shall agree to have their name entered into the Register of Members.
- 3.2.4 The Society's Board shall ratify the current Register of Members at least twenty-one (21) days prior to each Annual General Meeting.

### **3.3 Membership Year and Fees**

#### **3.3.1 Membership Year**

The membership year is the fiscal year.

#### **3.3.2 Fees**

The Board will establish membership fees from time to time.

### **3.4 Rights and Privileges of Members**

#### **3.4.1 Any Member in good standing, in accordance with Article 3.4.4., is entitled to:**

- a) Receive notice of the General Meetings of the Society;
- b) Attend any General Meetings of the Society;
- c) Speak at any General Meetings of the Society; and
- d) Exercise other rights and privileges given to Members in these bylaws.

#### **3.4.2 Voting Members**

Full voting privileges are awarded only to Full Members and Lifetime Members in good standing and who have been a member in good standing a minimum of 30 days.

#### **3.4.3 Number of Votes**

A Voting Member is entitled to one (1) vote at any General Meeting of the Society.

#### **3.4.4 Member in Good Standing**

A Member is in good standing when:

- a) the Member is listed within the Register of Members; and
- b) the Member is not suspended or expelled as a Member as provided for under Article 3.5 and Article 3.6.

### **3.5 Suspension of Membership**

#### **3.5.1 Decision to Suspend**

The Board, at a regular meeting of the Board or at a special meeting of the Board called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

- a) if the Member has failed to abide by the Bylaws;
- b) if the Member has been disloyal to the Society;
- c) if the Member has disrupted meetings or functions of the Society; or
- d) if the Member has done or failed to do anything judged to be harmful to the



Society.

### **3.5.2 Notice to the Member re Decision to Suspend**

Suspension shall proceed as follows:

3.5.2.1 Notice of intention to suspend shall be served on the member in writing, with such notice to state the grounds of suspension. The Member will receive at least two (2) weeks notice before the meeting of the Board.

3.5.2.2 The Notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

3.5.2.3 The notice will state the reasons why suspension is being considered.

### **3.5.3 Decision of the Board re Suspension**

3.5.3.1 The Member will have the opportunity to appear before the Board or a committee of the Board to address the matter. The Board shall allow another person to accompany the Member. The accompanying person shall not be another Board member.

3.5.3.2 The Board or its committee will determine how the matter will be dealt with, and may limit the time given the Member to address the Board. The committee of the Board shall recommend an action plan to the Board.

3.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote. Suspension shall be upon a majority vote of the Board of Directors.

4.5.3.4 The decision of the Board is final.

3.5.3.5 The member shall be notified in writing of the Board's decision.

## **3.6 Termination of Membership**

### **3.6.1 Resignation**

3.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Chair or Secretary of the Society. Upon resignation, the member shall not be entitled to a refund in respect to the membership fee.

3.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

### **3.6.2 Death**

The membership of a Member is ended upon their death.

### **3.6.3 Expulsion**

3.6.3.1 The Board, at a regular meeting of the Board or at a special meeting of the Board called for that purpose, may expel any Member for any cause which is deemed sufficient in the interests of the Society. These reasons include:

- a) If the Member has failed to abide by the bylaws,
- b) If the Member has been disloyal to the Society
- c) If the Member has disrupted meetings or functions of the Society, or
- d) If the Member has done anything to harm the Society.

### **3.6.4 Notice to the Member re Decision to Expel**

Notice for expulsion shall follow the same process as for suspension in paragraph 3.5.2.

### **3.6.5 Decision of the Board re Expulsion**

3.6.5.1 The Member will have the opportunity to appear before the Board or a committee of the Board to address the matter. The Board shall allow another person to accompany the Member. The accompanying person shall not be another Board member.

3.6.5.2 The Board or its committee will determine how the matter will be dealt with, and may limit the time given the Member to address the Board. The committee of the Board shall recommend an action plan to the Board.

3.6.5.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote. Expulsion shall be upon a majority vote of the Board of Directors.

3.6.5.4 The decision of the Board is final.

3.6.5.5 On the passage of the motion called for such purpose, such decision shall be deemed to be final and the name of the Member shall be removed from the Register of Members. The Member shall be considered to have ceased being a Member on the date their name is removed from the Register of Members. The expelled person will no longer be welcome on the Ogden House property.

3.6.5.6 The member shall be notified in writing of the expulsion decision.

### **3.7 Transfer of Membership**

No right or privilege of any Member is transferable to another person. All rights and

privileges cease when the Member resigns, dies, or is expelled from the Society.

**3.8 Continued Liability for Debts Due**

Although a Member ceases to be a Member, by death, resignation or otherwise, they are liable for any debts owing to the Society at the date of ceasing to be Member.

**3.9 Limitation on the Liability of Members**

No Member is, in their individual capacity, liable for any debt or liability of the Society.

## **Article 4 - Meetings of the Society**

**4.1 Annual General Meeting**

An Annual General Meeting shall be held at least once in every membership year at a time and place determined by the Board and within 180 days of the Society's fiscal year end.

**4.1.1 Calling of Annual General Meeting**

All Members shall be given notice of the time and place of an Annual General Meeting at least thirty (30) days before an Annual General Meeting.

**4.1.2 For the purposes of these Bylaws, publication of a notice of an Annual General Meeting:**

- a) In the Society's newsletter; and/or
  - b) By any electronic means; and/or
  - c) By posted notice in the Ogden House building;
- shall be deemed to be proper notice.

**4.1.3 Business at the Annual General Meeting**

The following business shall be transacted at the Annual General Meeting in addition to any other business that may properly come before the meeting:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual General Meeting;
- c) considering the Chair's and/or the ED's report;
- d) approving the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e) appointing the auditors;
- f) electing the Directors;

- g) considering matters specified in the meeting notice.

#### **4.2 Special General Meeting**

##### **4.2.1 Calling of a Special General Meeting**

Special General Meetings of the members to consider questions other than those put before the Annual General Meeting shall be called under one of the following two conditions:

- a) Where the Board of Directors deems an issue of significance to the entire membership is such that it requires debate;
- b) Where members petition the Board of Directors to call such a meeting; a members' petition to the Board of Directors shall require the signature of at least one quarter (25%) of the voting members in good standing, served to the Chair of the Society.

4.2.2 All members shall be given notice of the time and place of any Special General Meeting at least fourteen (14) days before a Special General Meeting. Notice of a Special General Meeting shall include a statement of the business to be conducted at the meeting.

4.2.3 Notice of a Special General Meeting at which a Special Resolution or any other resolution requiring passage by more than a simple majority shall specify the intention to propose the Special Resolution or other resolution. Notice of a Special Resolution requires twenty-one (21) days of notice.

4.2.4 For the purposes of these Bylaws, publication of a notice of a General Meeting:

- a) In the Society's newsletter; and/or
- b) By any electronic means; and/or
- c) By posted notice in the Ogden House building;

shall be deemed to be proper notice.

##### **4.2.6 Procedure at the Special General Meeting**

Any Special General Meeting has the same method of voting and the same quorum requirements as an Annual General Meeting.

#### **4.3 Proceedings at an Annual General Meeting or Special General Meeting**

##### **4.3.1 Quorum**

Attendance by a number representing 10% of the current Voting members in good standing at an Annual General Meeting or any Special General Meeting is a quorum.

If a quorum is present at the opening of a meeting the business of the meeting may proceed even if a quorum is not present throughout the meeting.

#### **4.3.2 Presiding Officer**

Annual General Meetings or Special General Meetings shall be chaired by the Chair or, if the Chair is not present at the meeting, the First or Second Vice-Chair. If neither the Chair nor the First or Second Vice-Chairs is present at the meeting, the meeting shall be chaired by a Director selected for that purpose by the members present.

#### **4.3.3 Failure to Reach Quorum**

The Chair shall cancel the Annual General Meeting or Special 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 by the Board. If a quorum is not present at the adjourned meeting:

- a) the meeting will be cancelled if the meeting was requested by Members;
- b) the Members present shall constitute a quorum in all other cases.

#### **4.3.4 Adjournment**

4.3.4.1 The Chair may adjourn any Annual General Meeting or Special General Meeting with the consent of the majority of the Voting Members at the meeting. The adjourned Meeting conducts only the unfinished business from the initial Meeting.

4.3.4.2 No notice is necessary if the Annual General Meeting or Special General Meeting is adjourned for less than thirty (30) days.

4.3.4.3 The Society must give notice when an Annual General Meeting or Special General Meeting is adjourned for thirty (30) days or more. Notice shall be in the same form as for any Annual General Meeting or Special General Meeting.

#### **4.4 Voting**

4.4.1 A show of hands of the Voting Members decides every vote at every Annual General Meeting or Special General Meeting. A ballot is used if at least three (3) Voting Members request it. The request must be made before voting takes place. Where a ballot is requested, it shall be a secret ballot.

4.4.2 The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.4.3 A Voting Member may not vote by proxy.

4.4.4 A simple majority of the votes of the Voting Members present decides each issue and

resolution, unless the issue needs to be decided by a Special Resolution.

4.4.5 The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

4.4.6 The Chair has the final discretion to decide any dispute on any vote count.

#### **4.5 Failure to Give Notice of Meeting**

No action taken at an Annual General Meeting or Special General Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

#### **4.6 Written Resolution of All the Voting Members**

All Voting Members may agree to and sign a resolution in writing in lieu of passing a resolution at an Annual General Meeting or Special General Meeting.

4.6.1 A resolution in writing signed by all the Voting Members entitled to vote on that resolution is as valid as if it had been passed at an Annual General Meeting or Special General Meeting of the Members of the Society.

4.6.2 It is not necessary to give notice or to call an Annual General Meeting or Special General Meeting to place a written resolution before the Voting Members of the Society.

4.6.3 A written resolution may be signed in counterpart and the effective date of the written resolution shall be the date that the last Voting Member signs the written resolution unless the written resolution specifies another date as the effective date of the written resolution.

4.6.4 Such written resolution shall become included in the minutes of the Society.

### **Article 5 – The Board of Directors**

#### **5.1 The Board of Directors**

##### **5.1.1 Governance and Management of the Society**

The Board of Directors is charged with the governance and oversight of the Society. The Board may hire an Executive Director (ED) to carry out management and professional functions under the direction and supervision of the Board.

## **5.2 Powers and Duties of the Board**

The business and affairs of the Society are managed by the Board of the Society who may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the Act, the Bylaws and Special Resolution of the Voting Members of the Society, or by statute expressly directed or required to be done in some other manner and shall include the following powers and duties:

- a) Promoting the Objects of the Society;
- b) Promoting membership in the Society;
- c) Hiring the ED to manage and operate the Society;
- d) Regulating the ED's duties and setting the salary for the ED position;
- e) Maintaining and protecting the Society's assets and property;
- f) Approving the annual budget for the Society;
- g) Paying all expenses for operating and managing the Society;
- h) Paying persons for services and protecting persons from debts of the Society;
- i) Investing any extra monies;
- j) Financing the operations of the Society, and borrowing or raising monies;
- k) Making Board policies for managing and operating the Society;
- l) Maintaining all accounts and financial records of the Society;
- m) Appointing legal counsel as necessary;
- n) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- o) Selling, disposing of, or mortgaging any or all of the property of the Society; and
- p) Without limiting the general responsibility of the Board, delegating its powers and duties to the ED of the Society.

## **5.3 Composition of the Board**

5.3.1 The Board shall consist of a minimum of nine (9) and a maximum of eleven (11) Directors elected at an Annual General Meeting from among the Voting Members.

5.3.2 The number of Directors to be elected at each Annual General Meeting shall be determined by the Board.

5.3.3 Each Director must be a Member who is at least 50 years of age, resident in Alberta and of good character and repute, and specifically cannot have been convicted of a felony or other criminal offense. Employees of the Society shall not be eligible for election as

members of the Board. Past employees shall not be eligible for election as members of the Board until one (1) year after termination of employment.

- 5.3.4 The immediate Past President who is not elected may be invited to participate in meetings of the Board of Directors for a term of up to one year in a non-voting, ex-officio capacity.

#### **5.4 Election of the Directors**

- 5.4.1 Upon these bylaws coming into effect, the Board shall consist of the persons elected as Directors of the Board at the Annual General Meeting of the Society.
- 5.4.2 The term of service of a Director shall be a two (2) year term, commencing upon the dissolution of the Annual General Meeting at which a Director is elected.
- 5.4.3 Voting Members may re-elect any Director of the Board for a maximum of three (3) consecutive Terms.

#### **5.5 Resignation, Death or Removal of a Director**

- 5.5.1 A Director shall be deemed to have vacated his or her position under the following circumstances:
- a) Upon delivery of a letter of resignation to the Chair
  - b) Upon absence without cause for three (3) consecutive Board meetings
  - c) The Director ceases to be a resident of Alberta
  - d) Upon death
  - e) Upon taking up regular or term employment with the Society.
- 5.5.2 Voting Members may remove any Director including the Chair before the end of his term by passing a Special Resolution at a Special General Meeting called for this purpose.
- 5.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy until the next Annual General Meeting, at which time that person may be elected to serve as a Board member.

#### **5.6 Meetings of the Board**

- 5.6.1 The Board shall hold a minimum of eight (8) meetings each membership year. Meetings shall be held at least every two (2) months.
- 5.6.2 The Chair shall call a Board meeting. The Chair shall also call a Board meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 5.6.3 Five (5) days' notice of a Board meeting to be given by telephone or electronic means.



The Board may also set a schedule for meetings for the upcoming year for which no further notice is required.

5.6.4 The notice of a Board meeting shall state the date, place and time of the Board meeting.

5.6.5 Board members may waive notice of a Board meeting.

5.6.6 No action taken at a meeting of the Board is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

5.6.7 Quorum at meetings of the Board of Directors shall be fifty (50) percent plus one Director.

5.6.8 A Board meeting shall be chaired by the Chair or, if the Chair is not present at the meeting, the First or Second Vice-Chair. If neither the Chair nor the First Vice Chair nor Second Vice-Chairs is present at the Board meeting, the Board meeting shall be chaired by a Director selected for that purpose by the Directors present.

5.6.9 Each Director present shall have one (1) vote on all questions put forward. The Chair does not have a vote.

5.6.10 Questions arising at any Board meeting shall be decided by the majority of votes. The Chair does not have a casting vote in the case of a tie vote. A tie vote means the motion is defeated.

5.6.11 Board meetings are not open to Members of the Society. Guests may be invited. Anyone wishing to invite a guest or wanting to attend a Board meeting must consult with the Chair/President. A majority of the Directors present may ask any other Members, or other persons present, to leave.

5.6.11 All Directors may agree to and sign a resolution in writing in lieu of passing a resolution at a Board Meeting. When a written resolution is required:

- a) A resolution in writing signed by all the Directors entitled to vote on that resolution is as valid as if it had been passed at a Board meeting.
- b) It is not necessary to give notice or to call a Board meeting to place a written resolution before the Directors.
- c) A written resolution may be signed in counterpart and the effective date of the

written resolution shall be the date that the last Director signs the written resolution unless the written resolution specifies another date as the effective date of the written resolution.

d) Such written resolution shall become included in the minutes of the Society.

5.6.15 A Board meeting may be held by a conference call or other electronic or communications facilities that permit all persons participating in the meeting to hear or communicate with each other simultaneously. Directors who participate in this conference call are considered present for the meeting.

5.6.13 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

## **Article 6 – Officers of the Board of Directors**

### **6.1 Appointment of Officers**

At a meeting of the Board of Directors commencing as soon as possible after the adjournment of the Annual General Meeting, the Directors shall appoint officers from amongst the Directors. The Officers of the Society are the Chair (or President), First Vice-Chair, Second Vice-Chair, Secretary, Treasurer and any other officer the Board may designate.

### **6.2 Terms of office of Officers**

Officers shall be eligible for re-election, provided their terms of office have not expired. Officers shall hold their office until their successors are elected at the Board meeting following the Annual General Meeting.

### **6.3 Removal of Officers**

An Officer ceases to hold office when:

- a) the Officer ceases to be a Director;
- b) the Officer's term of office ends; or
- c) the Officer is removed by the Board for cause.

To remove an Officer for cause, the provisions of Articles 3.5 and 3.6 apply, with any necessary modifications as determined by the sole discretion of the Board.

### **6.4 Vacancy of office of Officers**

A vacancy in any office shall be filled by a Director elected by the Board, with the new Officer holding office until new officers are named at the first Board meeting following the Annual General Meeting.

**6.5 Duties of the Officers of the Society**

**6.5.1 The Duties of the Chair or President are:**

- a) Supervises the affairs of the Board,
- b) When present, chairs all Member meetings of the Society, and the Board;
- c) Is an ex officio member of all Board Committees as an advisor and/or observer;
- d) Acts as the spokesperson for the Society as required; and
- e) Carries out other duties assigned by the Board.

**6.5.2 The Duties of the First Vice-Chair are:**

- a) Acts in the capacity of Chair in the Chair's absence or inability to act;
- b) Replaces the Chair at various functions when asked to do so by the Chair or the Board; and;
- c) Carries out other duties assigned by the Board.

**6.5.3 The Duties of the Second Vice-Chair are:**

- a) Acts in the capacity of Chair in the Chair's and First Vice-Chair's absence or inability to act. If the Second Vice-Chair is absent, the Directors elect a Chairperson for the meeting;
- b) Replaces the Chair at various functions when asked to do so by the Chair or the Board; and;
- c) Carries out other duties assigned by the Board.

**6.5.4 The Duties of the Secretary are:**

- a) Attends all meetings of the Society and the Board;
- b) Ensures that minutes are kept of these meetings and keeps accurate minutes of these meetings;
- c) Has charge of the Board's correspondence;
- d) Makes sure a record of names and addresses of all Members of the Society is kept current;
- e) Makes sure all notices of various meetings are sent;
- f) Ensures that the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents are filed with the Corporate Registry and if applicable, with the Canada Revenue Agency; and;
- g) Carries out other duties assigned by the Board.

**6.5.5 The Duties of the Treasurer are:**

- a) Arranges the implementation of all fiscal policy approved by the Board,
- b) Arranges receipt, maintenance, investment and disbursement of Society funds in accordance with these bylaws and in accordance with any policies put in place from time to time by the Board;
- c) Ensures proper books of account and accounting records to be kept for the Society;
- d) Ensures that an Annual Budget is prepared and submitted to the Board for its approval;
- e) Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting; and;
- f) Chairs the Finance and Audit Committee of the Board

**6.5.6** Further details related to the duties of the Board may be created and kept in the Policy Manual with revisions included in an ongoing manner as necessary.

## **Article 7- Board Committees**

**7.1 Establishing Committees**

The Board may appoint standing committees and ad hoc committees to assist the Board with its work and to advise the Board.

**7.2 General Procedures for Committees**

- 7.2.1 Unless approved otherwise by the Board, a Board Member is a member of each committee created by the Board,
- 7.2.2 All committees function under their terms of reference as approved by the Board.
- 7.2.3 Committees serve in an advisory capacity to the Board and have no independent authority
- 7.2.4 A majority of the committee members present at a meeting is a quorum.
- 7.2.5 Each member of the committee, including the Committee Chair, has one (1) vote at the committee meeting. The Committee Chair does not have a casting vote in case of a tie.
- 7.2.6 The Board may request staff recommendations for any representatives of staff to sit on committees.

**7.3 The Nominating Committee**

- 7.3.1 The Nominating Committee shall consist of at least two (2) Members including at least

one (1) Director.

7.3.2 The Committee Chair shall be selected by the Directors.

7.3.3 The Nominating Committee is responsible for:

- a) Preparing a slate of nominees for each vacant Director position;
- b) Presenting its recommendations to the Board at a Board meeting prior to the Annual General Meeting
- c) Presenting its recommendations at the Annual General Meeting.

7.3.4 Nominations from the floor will be permitted.

## **Article 8 – Staff Appointments**

### **8.1 The Executive Director (ED)**

The Board may hire an Executive Director (ED) to carry out assigned duties. The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and all Board Committees. The ED is an *ex officio* member of the Board and all Board committees without voting rights.

The Executive Director acts as the Administrative Officer of the Board in:

- a) Attending board, and other meetings, as required;
- b) Hiring, supervising, evaluating and releasing all other paid and volunteer staff;
- c) Interpreting and applying the Board's policies;
- d) Keeping the Board informed about the affairs of the Society;
- e) Maintaining the Society's books and records on site;
- f) Preparing budgets for Board approval;
- g) Planning and overseeing program and services based on the Board's priorities;
- h) Delegating appropriate responsibilities to duly qualified employees of the Society; and
- i) Carrying out other relevant duties not stated in the above shall be discussed with the ED and Board prior to implementation.

## **Article 9 – Finance and Other Management Matters**

### **9.1 The Registered Office**

The Registered Office of the Society shall be located at 2102 69 Ave SE, Calgary, Alberta T2C 3Y4. The location of the Registered Office of the Society may be changed at the Annual General Meeting or by resolution of the Board.

**9.2 Finance and Auditing**

9.2.1 The fiscal year of the Society ends December 31 or such other date as the Board determines.

9.2.2 The accounts of the Society shall be audited annually by an auditor appointed by the Society at the Annual General Meeting and said auditor shall report on the state of accounts at the succeeding Annual General Meeting.

The remuneration of the auditors of the Society shall be determined by the Board.

**9.3 Seal of the Society**

9.3.1 The Board of Directors may adopt a corporate seal. Unless otherwise required by law or by the Board, agreements, instruments and documents to be executed by the Society need not be executed under the Society's seal. The seal of the Society shall not be affixed to any agreement, instrument or document except in the presence of any two (2) officers of the Society, and such officers shall sign every agreement, instrument or document to which the seal of the Society is affixed in their presence.

9.3.2 The Board shall determine the control and custody of the seal.

9.3.3 The seal of the Society can only be used by officers authorized by a resolution of the Board.

**9.4 Cheques and Contracts of the Society**

9.4.1 The designated Officers of the Board may sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the ED and other senior staff persons to sign cheques drawn for the purpose of operating the Society as outlined within the Authority for Disbursement Policy approved by the Board. The ED cannot sign any cheques payable to the ED.

9.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

**9.5 The Keeping and Inspection of the Books and Records of the Society.**

9.5.1 The Minute Books are kept at the Registered Office of the Society. This Minute Book shall contain minutes from all meetings of the members of the Society and the Board.

9.5.2 The Society keeps and files all necessary books and records of the Society as required by the Bylaws, the Act, or any other statute or laws.

9.5.3 Except as otherwise expressly provided in paragraph 9.5.4 and 9.5.5, books and records of the Society shall be open to the inspection of Directors and Members at such

reasonable times and location as may be set by the Directors. No records may be copied or reproduced without permission from the Board.

9.5.4 No Member is entitled to information disclosing the identity of anonymous donors.

9.5.5 No Member is entitled to access any record which the Board, in their absolute discretion, designates as confidential.

## **9.6 Borrowing Powers**

9.6.1 The Society may borrow or raise funds to meet its Objects and operations. The Board has the absolute discretion to determine the amounts and ways to raise money, including giving or granting security.

9.6.2 The Society may issue debentures to borrow only by a Special Resolution of the Members.

## **9.7 Remuneration of Board Members**

No Director/Officer, with the exception of the Executive Director, shall receive remuneration from the Society for the performance of his or her duties as Director/Officer. Reasonable expenses incurred by Board members while carrying out duties of the Society may be reimbursed upon Board approval.

## **9.8 Protection and Indemnity of Directors and Officers**

9.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their roles for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

9.8.2 No Director or Officer is liable for 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 Society. No Director or Officer is liable for any loss due to an oversight or error in judgement or by an act in their role for the Society, unless the act is fraud, dishonesty or bad faith.

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

9.8.4 The Society may, in the Board's discretion, place and maintain liability insurance to support or supplement the indemnity provided for in paragraph 9.8.1. This is in addition to and does not replace, restrict, limit or in any way prejudice any right to indemnification otherwise available.



indemnification otherwise available.

9.8.5 The Society shall purchase and maintain Directors and Officers Liability Insurance.

### **Article 10 - Amending the Bylaws**

10.1 These Bylaws may be cancelled, altered or added to by a Special Resolution of the Members in accordance with the applicable provisions of the Act.

10.2 The amended Bylaws shall take effect upon approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of the province of Alberta in accordance with the Act.

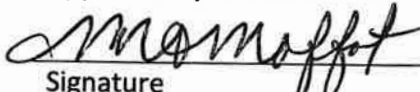
### **Article 11 - Dissolution**

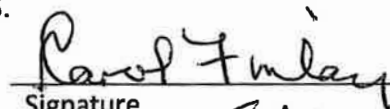
11.1 The Society may be dissolved by a Special Resolution at the Annual General Meeting or Special General Meeting of the membership.

11.2 Upon dissolution, the Society shall not pay any dividends or distribute its property among its Members.

11.3 Upon dissolution of the Society and after paying any debts or liabilities, all remaining assets will be given to a qualified donee as described in section 149.1(1) of the Income Tax Act.

Approved by the Members this 10 day of February, 2015.

  
\_\_\_\_\_  
Signature  
MARGARET A. MOFFAT  
\_\_\_\_\_  
Printed Name  
February 12, 2015  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature  
Carol Finlay  
\_\_\_\_\_  
Printed Name  
Feb 12/2015  
\_\_\_\_\_  
Date