



## **NORTH EDMONTON SENIORS ASSOCIATION**

7524 – 139 AVENUE  
EDMONTON, ALBERTA  
T5C 3H7

### **THE ASSOCIATION**

1. The Association: The name of the Association shall be “North Edmonton Seniors Association” (“NESA” or the “Association”).
2. The Bylaws: This document is the general bylaws of North Edmonton Seniors Association. These bylaws regulate the transaction of business and affairs of North Edmonton Seniors Association.
3. The Association was incorporated under The Societies Act of Alberta, on 11<sup>th</sup> Day of December, 1978, Corporate Access Number #502022452.

### **DEFINITIONS**

“Board” shall refer to the Board of Directors of NESA.

“Director” shall refer to the elected members of the Board.

“Objects” shall refer to the purposes for which NESA is established that are filed with Canada Revenue Agency.

“Officer” shall refer to a Director who is elected by the Board to the position of President, Vice President, Secretary, Treasurer or who holds the position of Immediate Past President.

### **MISSION STATEMENT**

The North Edmonton Seniors Association provides a friendly environment offering physically and mentally rewarding activities and services which promote wellness, independence, and community involvement.



## **OBJECTS OF THE ASSOCIATION**

The objects of the Association are:

1. To provide senior citizens in the community with desirable recreation and social activities.
2. To take an active interest in the social and recreational activities of the community.
3. To assist, when requested, local senior citizens organizations in any of their activities.
4. To encourage interaction with the community.



## **BYLAWS**

### **NORTH EDMONTON SENIORS ASSOCIATION**

#### **Table of Contents**

#### **1.0 CLASSES OF MEMBERSHIP**

- 1.1 Honorary Membership
- 1.2 Ordinary Membership
  - 1.2.1 Eligibility Requirements
  - 1.2.2 Voting Rights
  - 1.2.3 Withdrawal from the Association
  - 1.2.4 Expulsion of Ordinary Members
  - 1.2.5 Membership Fees
  - 1.2.6 Gold Memberships
  - 1.2.7 Memberships Non-Transferable

#### **2.0 MANAGEMENT OF THE ASSOCIATION**

#### **3.0 MEETINGS OF THE GENERAL MEMBERSHIP**

- 3.1 Annual Meeting
- 3.2 Meetings
- 3.3 Notice of Meetings
- 3.4 Special Meetings
- 3.5 Delivery of Notice of Meetings
- 3.6 Voting
- 3.7 Voting Procedure at an Annual General Meeting or a Special Meeting
- 3.8 Quorum



## **4.0 BOARD OF DIRECTORS**

- 4.1 Eligibility Requirements for the Board of Directors
- 4.2 Size of the Board of Directors
- 4.3 Additional Member to the Board of Directors
- 4.4 Term of Office
- 4.5 Obligations of Directors
- 4.6 Removal of Directors
- 4.7 Length of Service
- 4.8 Replacement of a Member of the Board
- 4.9 Borrowing Powers

## **5.0 MEETINGS OF THE BOARD OF DIRECTORS**

- 5.1 Number of Board of Director Meetings
- 5.2 Voting
- 5.3 Quorum

## **6.0 OFFICERS OF THE BOARD OF DIRECTORS**

- 6.1 Designated Officers
- 6.2 Method of Election
- 6.3 Term of Office
- 6.4 Removal of Officers
- 6.5 Duties of the Officers
  - 6.5.1 President
  - 6.5.2 Vice President
  - 6.5.3 Treasurer
  - 6.5.4 Secretary
  - 6.5.5 Immediate Past President

## **7.0 COUNCIL OF GOVERNORS**

- 7.1 Council of Governors
- 7.2 Structure
- 7.3 Responsibilities of the Council of Governors



## **8.0 COMMITTEES OF THE BOARD**

### **8.1 Standing Committees**

- 8.1.1. Executive Committee
- 8.1.2 Finance Committee
- 8.1.3 Governance Committee
- 8.1.4 Human Resources Committee
- 8.1.5 Other Standing Committees

### **8.2 Ad Hoc Committees**

## **9.0 SEAL**

## **10.0 FISCAL YEAR AND AUDIT**

- 10.1 Fiscal Year
- 10.2 Audited Statements
- 10.3 Appointment of Auditors

## **11.0 BOOKS AND RECORDS**

- 11.1 Minutes
- 11.2 Access to Books and Records
  - 11.2.1 Removal of Books
  - 11.2.2 Inspection of Books
  - 11.2.3 Copies of Books

## **12.0 SIGNING OFFICERS**

## **13.0 REMUNERATION**

## **14.0 DISTRIBUTING & DISSOLVING THE ASSOCIATION**



## **15.0 PROTECTION OF DIRECTORS AND OFFICERS**

## **16.0 AMENDMENTS**



## **NORTH EDMONTON SENIORS ASSOCIATION**

The name of the organization shall be the  
North Edmonton Seniors Association

### **BYLAWS**

#### **1.0 CLASSES OF MEMBERSHIP**

There shall be two classes of membership in the Association, namely, Honorary Membership and Ordinary Membership.

##### **1.1 Honorary Membership**

Honorary members of the Association may be appointed by resolution of the Board of Directors, for such terms as the Directors may determine. Honorary members of the Association shall be entitled to notice of general meetings, but shall not be entitled to vote at the meetings.

##### **1.2 Ordinary Membership**

###### **1.2.1 Eligibility Requirements for Ordinary Membership**

To be eligible for membership in the Association, a person must be:

1.2.1.1 fifty-five (55) years of age or older; or

1.2.1.2 the spouse of a member and fifty (50) years of age or older.

###### **1.2.2 Voting Rights**

Each member of the Association shall be entitled to one (1) vote at every general meeting or special meeting.

###### **1.2.3 Withdrawal from the Association**

Any member may withdraw from the Association by indicating their withdrawal in writing to the Secretary. This notice shall be accompanied by the individual's membership card.



#### 1.2.4 Expulsion of Ordinary Members

An ordinary member may be expelled from the Association for any cause which the Board may deem just and reasonable.

#### 1.2.5 Membership Fees

Members of the Association will pay an annual membership fee set by the Board of Directors with approval by the general membership at the Annual General Meeting.

#### 1.2.6 Gold Membership

Members who have reached the age of 85 years shall be given an ~~honorary~~ lifetime membership, in January of the year following attainment of that age by receiving a Gold Card.

#### 1.2.7 Memberships Non-Transferable

Honorary or ordinary membership may not be transferred.

## **2.0 MANAGEMENT OF THE ASSOCIATION**

The management of the business affairs of the Association shall be vested in the Board of Directors which may delegate powers to an Executive Committee, composed of the President, Vice President, Secretary, Treasurer, and Immediate Past President, or such standing committees as may be authorized.

Day to day management and administration of NESAs shall be delegated to the Executive Director who reports to the Board and is responsible to the Board.

In addition, the Council of Governors is an advisory body to and to assist the Board of Directors in the conduct of the affairs of the Association. Membership in this Council and responsibilities are defined in By-law 7.



### **3.0 MEETINGS OF THE GENERAL MEMBERSHIP**

#### **3.1 Annual Meeting**

The Annual General Meeting of the Association shall be held not later than June 30<sup>th</sup> of each year. At the Annual General Meeting of the Association the Board of Directors shall report on the year's activities and an annual audited financial statement shall be presented. An audited statement must be prepared by an external qualified auditor. Auditors shall be approved at the Annual General Meeting. The election of new members of the Board shall be held at the Annual General Meeting.

#### **3.2 Meetings**

The Board of Directors may call general membership meetings for the purpose of providing reports, seeking advice and direction from the membership, and discussing issues of public concern.

#### **3.3 Notice of Meetings**

The membership shall be given at least twenty-one (21) days<sup>1</sup> notice of the Annual General Meeting and all other general meetings of the Association.

#### **3.4 Special Meetings**

A special meeting shall be called by the Board at their discretion or upon receipt by them of a petition signed by ten per cent (10%) of the members in good standing, setting forth the reason for calling such a meeting. Notice of a special meeting shall be posted not less than twenty-one (21) days prior to the date of the meeting.

#### **3.5 Delivery of Notice of Meetings**

Notices of Annual General Meetings and Special Meetings will be provided through electronic means and announcements in NESAs Newsletters published one to two months in advance of meeting dates. Notices will also be posted in various public locations throughout NESAs a minimum of twenty-one (21) days prior to the meeting dates.



### 3.6 **Voting**

A majority of votes of members present at any general meeting of the membership shall decide any question coming before the meeting.

### 3.7 **Voting Procedure at an Annual General Meeting or a Special Meeting**

Members will indicate their vote by show of hands. Any two members present may request and shall have a secret ballot. Members must be present in order to vote. Votes by proxy are not permitted.

### 3.8 **Quorum**

The number constituting a quorum at a general meeting or special meeting shall be twenty-five (25).

## 4.0 **BOARD OF DIRECTORS**

### 4.1 **Eligibility Requirements for the Board of Directors**

The Board of Directors shall be elected from the membership. Members wishing to stand for election to the Board of Directors should present a letter stating their desire and include their resume for consideration.

### 4.2 **Size of the Board of Directors**

The Board of Directors shall consist of a minimum of nine (9) and a maximum of twelve (12) elected members of the Association.

### 4.3 **Additional Member to the Board of Directors**

The immediate Past President of the Association, in the event he/she is not eligible by reason of terms of service, shall be an additional, non-voting member of the Board.



#### 4.4 **Term of Office**

Each elected member of the Board of Directors shall hold office for a term of two years.

#### 4.5 **Obligations of Directors**

All Members of the Board of Directors have a duty to act in good faith, adhere to the Code of Conduct and in the best interests of the Association.

#### 4.6 **Removal of Directors**

Members may be removed from the Board of Directors if they do not fulfill the obligations of Directors as outlined in 4.5 or if they miss three consecutive regular Board meetings. Directors may be removed from the Board of Directors by (a) a  $\frac{3}{4}$  majority vote of the members present at a special meeting; or (b) a  $\frac{3}{4}$  majority vote of the Board of Directors .

#### 4.7 **Length of Service**

A member of the Board having served as a Director for two consecutive 2 year terms, (four (4) years), shall not be eligible for re-election until one year has elapsed.

#### 4.8 **Replacement of a Member of the Board**

In the event of withdrawal or removal of any member from the Board of Directors, the Board shall be empowered to fill such vacancy for the remaining portion of the term upon recommendation of the Council of Governors.

#### 4.9 **Borrowing Powers**

NESA, for the purpose of carrying out its objectives, may borrow, raise, receive or secure the payment of money in any manners it sees fit. All its powers in this regard may be exercised by the Board, providing that the amount not exceed \$10,000.



## **5.0 MEETINGS OF THE BOARD OF DIRECTORS**

### **5.1 Number of Board of Director Meetings**

The Board of Directors shall meet at least six (6) times yearly at such times as may be decided by the Board of Directors.

### **5.2 Voting**

A majority of votes of the members of the Board of Directors present at any meetings of the Board shall decide any question coming before the meeting. The President will only vote in the event of a tie.

### **5.3 Quorum**

The number constituting a quorum shall be fifty per cent plus one (50% + 1) , one of whom must be an Officer.

## **6.0 OFFICERS OF THE BOARD OF DIRECTORS**

### **6.1 Designated Officers**

Officers of the Board shall be President, Vice President, Treasurer and Secretary and Immediate Past President. They will form the Executive Committee. They shall perform the duties that usually pertain to their respective offices. There may also be such other officers as, from time to time, shall be deemed expedient.

### **6.2 Method of Election**

Officers shall be elected from among its elected members by the Board of Directors at its first meeting following the Annual General Meeting of the Association each year.

### **6.3 Term of Office**

An elected President shall hold office for one (1) term or until his successor takes office, but may not hold the same office for more than two (2) consecutive years.

### **6.4 Removal of Officers**



Officers may be removed from their elected position as Officer by the processes described in 1.2.4 and 4.6. Officers may also be removed from office if they miss three consecutive regular Board meetings and the Board of Directors approves by three-quarters majority the removal of the officer from the executive position.

## 6.5 **Duties of the Officers**

All Officers of the Board of Directors are duty bound to act in good faith and adhere to the Code of Conduct and in the best interests of the Association.

### 6.5.1 President

The President may be the chair of the Board of Directors and shall preside at all meetings of the Association. The President shall be ex-officio member of all committees including the Council of Governors.

### 6.5.2 Vice President

The Vice President shall assist the President in the capacity of Administrative Officer, shall preside at all meetings in the absence of the President or when the chair is vacated.

### 6.5.3 Treasurer

The Treasurer, who shall be Chairman of the Finance Committee, shall oversee the financial statements to the Board, shall submit an annual audited financial report at the Annual Meeting, and shall submit an annual budget for the approval of the Board of Directors.

### 6.5.4 Secretary

The Secretary shall be an officer of the Board. The Secretary shall have responsibility for ensuring appropriate records management of all proceedings of the Board and a record of all members of the Association and shall perform such duties as may be assigned from time to time.



#### 6.5.5 Immediate Past President

The Immediate Past President shall support the current President, provide historical continuity for the activities of the Association and preside at the meetings in the absence of the President and Vice-President. If the Immediate Past President's term on the Board has expired, the Immediate Past President will be a nonvoting member of the Executive Committee.

### 7.0 **COUNCIL OF GOVERNORS**

#### 7.1 **Council of Governors**

This Council shall be comprised of:

7.1.1 Upon invitation by the Council of Governors, any past Presidents of the Board of Directors; and

7.1.2 Other individuals of good character who can bring value and make an outstanding contribution to the Association through the Council of Governors, as identified and elected by the Council of Governors from time-to-time; and

7.1.3 Membership in the Council of Governors shall be permanent provided the individual meets the conditions above, or until removal for cause, resignation or death.

#### 7.2 **Structure**

7.2.1 The Council of Governors shall determine its own Chair and Vice-Chair annually.

7.2.2 The current Chair of the Board of Directors shall be an ex-officio member of the Council of Governors.

7.2.3 Four (4) members of the Council of Governors shall constitute a quorum at any meeting of the Council of Governors.

7.2.4 The officers of the Council of Governors shall be a Chairman, Vice Chairman, Treasurer, Secretary and such other offices as the Council of Governors may deem expedient, all of whom shall be appointed by the Council of Governors from



among their own number at the first meeting of the Council of Governors following each annual general meeting of the Association.

### 7.3 **Responsibilities of the Council of Governors**

- 7.3.1 To nominate candidates for the position(s) of Board of Directors.
- 7.3.2 To nominate candidate(s), at the request of the Board of Directors, for a position(s) on the Board of Directors that becomes vacant during the elected term.
- 7.3.3 To recommend to the Board of Directors, candidates for or removal as voting membership in the Association.
- 7.3.4 To act as sole trustee, manager and custodian of all Association monies received or established as donations, gifts or bequests to the Sustainability Fund and the Building Fund for use by the Association and its operating entities and to develop and manage policies applicable to the Funds, the growth of these Funds and the allocation of revenue created by such Funds.
- 7.3.5 To delegate the administration of the ~~Endowment~~ Sustainability Fund and Building Fund to such qualified managers and on such terms and conditions as the Council of Governors may in their sole discretion decide, provided that the beneficial ownership of the Funds shall remain with the Association.
- 7.3.6 To act as an advisory body to and to assist the Board of Directors in the conduct of the affairs of the Association.

## 8.0 **COMMITTEES OF THE BOARD**

The Board shall establish and maintain Standing and Ad Hoc Committees as required to accomplish the goals and Objects of NESAs.

### 8.1 **Standing Committees**

The Board of Directors may delegate powers to such standing committees as may be authorized by the Board. The Standing



Committees shall carry out assigned functions and make recommendations to the Board. The Chairperson of Standing Committees shall be appointed by the President on the recommendation of the committee. All standing committees shall have at least one board member represented.

#### 8.1.1 **Executive Committee**

The Executive Committee is made up of the Board President, Vice President, Immediate Past President, Treasurer and Secretary. This Committee may include such other positions as deemed expedient.

#### 8.1.2 **Finance Committee**

The Finance Committee shall consist of at least three members. The Treasurer of the Board will be Chairperson.

#### 8.1.3 **Governance Committee**

The Governance committee shall include not less than three Board members, the Executive Director (Ex Officio, non-voting), one representative from the Council of Governors, other qualified members as deemed necessary.

#### 8.1.4 **Human Resources Committee**

The Human Resources Committee shall consist of at least three (3) members, of which at least one (1) must be a Board Member.

#### 8.1.5 **Other Standing Committees**

The Board may establish other committees as deemed necessary to carry out the work of NESAs. The Duties of these committees will be outlined in a Terms of Reference document which is approved by the Board of Directors and updated as required.



## 8.2 **Ad Hoc Committees**

The Board of Directors may, from time to time, appoint project committees to undertake a specific action on behalf of the Association. These committees may include board members and non-board members who volunteer or who are appointed.

## 9.0 **SEAL**

The Seal of the Association shall be kept in the custody of the Executive Director and shall be attested by the signature of the President or Secretary and Executive Director.

## 10.0 **FISCAL YEAR AND AUDIT**

### 10.1 **Fiscal Year**

The administrative and fiscal year of the organization shall be the calendar year.

### 10.2 **Audited Statements**

A statement of accounts duly audited shall be presented and approved at every Annual Meeting.

10.3 Auditors shall be appointed at the Annual General Meeting of NESA.

## 11.0 **BOOKS AND RECORDS**

### 11.1 **Minutes**

Minutes of all meetings of the Association shall be prepared under direction of the President. A copy of minutes of all proceedings shall be the responsibility of the Secretary of the Board.

### 11.2 **Access to Books and Records**

Every Director shall at all times have access to the right of inspection of all books and records of the Association. Every member other than a Director shall have the right to inspect the books and records of the Association at any reasonable time



providing notice in writing being given to the officer having charge of such books and records.

11.2.1 Books and records not to be removed during the examination (except for auditors).

11.2.2 Books can only be inspected in the presence of the Treasurer.

11.2.3 Except as part of the annual report and as required by *Societies Act Revised Statutes of Alberta 2000 Chapter S-14, Current as of September 22, 2014*, no copies of Records will be provided to members.

## **12.0 SIGNING OFFICERS**

Signing officers shall be any two of the following: President, Vice-President, Secretary or Treasurer.

## **13.0 REMUNERATION**

No officer or member of the Board of Directors of the Association shall receive any remuneration for his/her services as a member of the Association or as a Director of the Board.

## **14.0 DISTRIBUTING & DISSOLVING OF THE ASSOCIATION**

14.1. The Association does not pay any dividends or distribute its property among its members.

14.2 If the Association is dissolved by Special Resolution, any funds or assets remaining after payment of all debts shall be allocated for the benefit of seniors.

14.3 Members select, by Special Resolution, to disburse any remaining assets to be:

- i) dispersed to eligible charitable or religious groups or purposes; or
- ii) transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group for purpose approved by the Board.



## **15.0 PROTECTION OF DIRECTORS AND OFFICERS**

- 15.1 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 his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 15.2 No Director or Officer is liable for the acts of another 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 judgment, or by any act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- 15.3 Directors or 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.

## **16.0 AMENDMENTS**

The Objects and Bylaws of the Association may be amended by special resolution at the Annual or any General Meeting of the Association. Notice of the proposed amendment shall be posted for perusal by all members, not less than twenty-one (21) days before the General Meeting of the Association at which the amendment(s) is to be proposed, and shall be proposed as a special resolution as set forth in The Societies Act of Alberta.