

**Bylaws of the
SouthWest Edmonton Seniors Association (SWESA)
June 2019**

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1. Preamble

1.1 Name

- 1.1.1 The name of this Association is the SouthWest Edmonton Seniors Association (also known as SWESA).

1.2 Service Area

- 1.2.1 The core service area is in the south west area of the City of Edmonton. Specific geographic boundaries are confirmed by a vote of the Members at an Annual General Meeting or a Special General Meeting of the Association.

1.3 Definitions

In these Bylaws, key terms have been defined as follows:

- 1.3.1 Association refers to the SouthWest Edmonton Seniors Association (SWESA).
- 1.3.2 SWESA refers to the SouthWest Edmonton Seniors Association.
- 1.3.3 Director refers to any person elected to the Board of Directors.
- 1.3.4 Annual General Meeting, or AGM, refers to the annual meeting of the Association as outlined in sections 4.2 and 5.1 and shall be the only scheduled general meeting of the membership.
- 1.3.5 Member refers to Members of the Association as outlined in section 2.
- 1.3.6 Special Resolution refers to a resolution of the Association passed by not less than seventy-five percent (75%) of those Members in good standing present who are eligible to vote.

2. Membership

2.1 Classification of Membership

There are two (2) classes of members: Regular Members and Associate Members.

2.1.1 Regular Members

To become a Regular Member of the Association an individual must:

- a) Have reached the age of fifty-five (55) or more,
- b) Have paid the annual membership fees (see section 2.2),
- c) Support the vision and mission of the organization.

2.1.2 Associate Members

To become an Associate Member of the Association an individual must:

- a) Be under the age of fifty-five (55) and be the spouse or partner of a Regular Member.

In addition, Associate Members must:

- a) Have paid the annual membership fee (see section 2.2),
- b) Support the vision and mission of the organization.

Associate Members do not have voting rights at Association meetings.

2.2 Terms of Membership and Fees

2.2.1 The term of membership is a period of 12 months as approved by the Membership at an Annual General Meeting or a Special General Meeting of the Association.

2.2.2 Membership is not transferrable.

2.2.3 All membership fees are confirmed by a vote of the Members at an Annual General Meeting or a Special General Meeting of the Association.

2.3 Rights and Privileges of Members

2.3.1 A Member in good standing is one who has:

- a) Paid the required membership fee,
- b) Has not had membership suspended or terminated as outlined in sections 2.4 and 2.5.

2.3.2 Any Member in good standing is entitled to:

- a) Be notified of Annual General Meetings and Special General Meetings of the Association,
- b) Attend any meeting of the Association,
- c) Speak at any General Meeting of the Association,
- d) Hold one vote at General Meetings of the Association,
- e) Exercise rights and privileges given to Members as defined by these Bylaws.

2.4 Suspension of Membership

2.4.1 The Board by a two-thirds (2/3) majority vote may suspend the membership of a Member, for a specified time, for one of the following reasons:

- a) The Member has failed to abide with the Bylaws,
- b) The Member has, in the opinion of the Directors, disrupted meetings or functions of the Association,
- c) The Member has wilfully done anything deemed by the Board to be harmful to the Association.

2.4.2 Membership fees are not refunded to Members who are suspended.

2.4.3 The Member shall be sent a notice of the intention of the Board to suspend membership, stating the reasons for the proposed suspension, at least two (2) weeks prior to the meeting that the matter is scheduled to be dealt with. Circumstances, such as seriousness of the misconduct, can override this notification.

2.4.4 The Member shall be given the opportunity to appear before the Board. The Board may limit the time given the Member to address the Board.

2.4.5 The Member shall be allowed to have one other person present if prior notice has been given to the Board.

2.4.6 The Board may exclude the Member from its discussion of the matter, including the vote on the issue of suspension.

2.4.7 The length of the suspension shall be set by the Board.

2.4.8 The decision by the Board is final.

2.5 Termination of Membership

2.5.1 Termination of membership can be for any one of the following reasons:

- a) A member may resign officially from membership by a signed written notice (a personal email address containing the name of the individual shall be considered a signature if the notice is received as an email). The effective date of the withdrawal shall be the next meeting of the Board. No membership fees will be refunded. Personal debts to the Association must be paid.
- b) If a Member fails to pay the annual membership fees by the end of January. Personal debts to the Association must be paid.

- c) Expulsion (see section 2.5.2).

2.5.2 Expulsion

After consulting with legal counsel, the Board may choose to consider the process of expulsion rather than suspension for a Member. This will depend on the seriousness of the offence by the Member (e.g., criminal acts that affect the Association).

- a) Any Member may be expelled from the Membership for any cause the Board deems harmful to the interests of the Association.
- b) This decision must be approved by a two-thirds (2/3) majority vote of the Board.
- c) A special meeting may be called to deal with the matter.
- d) The decision of the Board to expel is final.
- e) No membership fees are returned.
- f) Debts to the Association must be paid.

2.6 Liability of Members

- 2.6.1 All Members are liable for any personal debt owed to the Association. For Members whose membership is suspended or terminated, the personal debt is owed at the date of suspension or termination.
- 2.6.2 No Member, in his individual capacity, is liable for any debt or liability of the Association.

3. Board of Directors

3.1 Composition of the Board

- 3.1.1 The SWESA Board of Directors shall control the business affairs of SWESA. The Board is controlled by the Bylaws, any Board-generated policies and procedures, the Board Manual and rules for committees. The Board is fiscally accountable to the membership.
- 3.1.2 The membership elects Members to serve on the Board at Annual General Meetings or at Special General Meetings.
- 3.1.3 The Board shall have four Directors that form the Executive Committee.
- 3.1.4 The Board shall consist of no less than five (5) and no more than 12 Directors.

- 3.1.5 All Directors must be Regular Members in good standing (see section 2.3) with the Association.
- 3.1.6 All Members elected as Directors shall assume their duties immediately following the Annual General Meeting or Special General Meeting at which they are elected.
- 3.1.7 Members of the Board shall not be directly related to each other, i.e., spouses, siblings or children.

3.2 Executive Committee

- 3.2.1 The Executive Committee shall consist of four Directors: President, Vice-President, Secretary and Treasurer.
- 3.2.2 Officers of the Board shall be elected from among its members at the first Board meeting following the Annual General Meeting.
- 3.2.3 The roles of the Executive Committee shall be outlined and approved by the Board.

3.3 Terms of Office

- 3.3.1 The term of service for all Directors of the Board shall be two (2) years.
- 3.3.2 Directors will serve staggered terms with the objective of retaining fifty percent (50%) of the Board for the following year.

3.4 Length of Service

- 3.4.1 Service as a Director on the Board is limited to two (2) consecutive terms, a maximum of four (4) years.
- 3.4.2 A Director, after serving two (2) consecutive terms, shall not be eligible for re-election for one year unless at the end of the Directors two (2) terms the Board makes a specific request of the membership to re-elect a Director for an additional one (1) year to complete specific Board work.

3.5 Vacancies

- 3.5.1 A Director's position shall be considered vacant when:
 - a) A written resignation is received,
 - b) The Director has been absent from three (3) consecutive Board meetings without notifying the Board,
 - c) Incapacitating illness or death of the Director occurs.

3.5.2 The Board may fill any vacancy on the Board by appointing a Member in good standing of the Association. To continue in office beyond the term of the Director role being filled, the appointed Director must be elected at the next Annual General Meeting or at a Special General Meeting.

3.6 Powers and Duties

3.6.1 The Board shall, subject to the Bylaws, have control and management of the affairs of the Association.

3.6.2 The Board shall define policy.

3.6.3 The Board shall implement decisions and actions with support from staff.

3.6.4 The Board shall select an auditor to examine the financial records of SWESA and recommend the appointment for approval by its members at the Annual General Meeting. Such auditors shall be Chartered Professional Accountants.

3.6.5 No individual Director has the authority to make a decision on behalf of the Board, Executive Committee, membership, staff or volunteers.

3.7 Board Meetings

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

3.7.2 Notice of meetings shall be sent by one of the Executive Team at least ten (10) days in advance, including time and location.

3.7.3 A special meeting of the Board may be called by any two (2) Directors provided they request the President in writing to call such a meeting and state the business to be brought before the Board. At least ten (10) days' notice must be given for special meetings.

3.7.4 Meetings may be held without notice if a quorum of the Board is present; however, any business transacted at such a meeting shall be ratified at the next regularly scheduled meeting of the Board.

3.7.5 Meetings of the Board are open to Members of the Association. Members may request of the President, in writing at least one week in advance of the meeting, to speak to the Board on a specific issue. Only Directors may vote on the issue.

3.7.6 Quorum for a Board Meeting is the majority of filled Director roles.

3.8 Committees

- 3.8.1 Committees may be struck by the Board to undertake the work of the Association. The Board will outline the committees' duties, delegate powers, and other aspects of the Committees' work.
- 3.8.2 The Board may dissolve the Committee with appropriate reasoning.
- 3.8.3 Committees will be overseen by a Director of the Board. Committee members may include Regular Members and/or Associate Members of the Association as well as individuals outside the Association with special knowledge or skill that will enhance and support the work of the Committee.

3.9 Withdrawal and Expulsion

- 3.9.1 A Director may withdraw from the Board upon submission of a written resignation.
- 3.9.2 After consulting with legal counsel, any Director who is unwilling or unable to fulfill their duties and who does not submit an acceptable written explanation upon request of the Board may be expelled from the Board by a two thirds (2/3) majority vote of the Directors at a Board meeting.
- 3.9.3 A Director may be removed if s/he has:
 - a) failed to abide by the rules and regulations of the Association,
 - b) disrupted meetings or functions of the Association,
 - c) verbally, physically or emotionally abused another Member of the Association, a volunteer or a staff person,
 - d) wilfully done anything deemed by the Board to be harmful to the Association.

3.10 Books and Records

The Secretary and Treasurer are responsible for ensuring appropriate corporate record keeping.

3.11 Limitation of Liability of Directors

A Director is not liable for the acts of any other Director, Member, employee or volunteer. Directors are not responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, group or corporation dealing with the Association. A Director is not liable for any loss due to an oversight or error in judgement or by an act in his/her role for the Association, unless the act is fraudulent, dishonest or in bad faith.

4. Meetings

4.1 Types of Meetings

There are two types of meetings of the Association:

- a) Annual General Meetings,
- b) Special General Meetings.

4.2 Annual General Meeting

- 4.2.1 The Annual General Meeting (AGM) shall be called by the President to occur no later than April 30 of each year.
- 4.2.2 At least twenty-one (21) days' notice shall be given to the membership regarding the date, time and location of the meeting as well as the resolutions requiring review, direction and/or decisions by the membership through regular outlets such as email lists.
- 4.2.3 The Board shall report on the past year's activities and deal with any business specified in the meeting notice.
- 4.2.4 An annual audited financial statement for the past year shall be submitted to the membership for approval.
- 4.2.5 The annual projected budget for the current year shall be submitted to the membership for approval.
- 4.2.6 Election of the Executive Committee Directors and other Board Directors shall take place as required.
- 4.2.7 Quorum shall be twenty (20) Regular Members in good standing or twenty percent (20%) of the Regular Members in good standing, whichever is less. Decisions will be made by majority vote of the Regular Members present.
- 4.2.8 The President shall cancel the AGM if a quorum is not present within one half (1/2) hour after the notified start time of the meeting. If cancelled, the meeting will be rescheduled for within 30 days. Membership will be notified of the rescheduled meeting. If quorum is not present within one half (1/2) hour after the notified start time of the subsequent meeting, the meeting will proceed with Members in attendance.

4.3 Special General Meeting

- 4.3.1 The Executive Committee may call a Special General Meeting for the purpose of providing reports, seeking advice and direction from the membership, or discussing matters that concern the membership.

- 4.3.2 The Executive Committee shall call a Special General Meeting upon receipt of a petition signed by at least one quarter (1/4) of the Regular Members in good standing that states the reason for requesting the meeting and proposed motion(s) intended to be submitted at the meeting.
- 4.3.3 Fourteen (14) days' notice of any special meeting shall be given to Members of the Association through regular communication channels such as an email list. The notice shall state the reason for calling the meeting.
- 4.3.4 Quorum shall consist of twenty (20) Regular Members in good standing.

5. Voting

5.1 Procedures at Annual General Meetings

- 5.1.1 Only Regular Members in good standing are allowed to vote; each voting Member has only one (1) vote.
- 5.1.2 Voting for all Board Directors and for general business shall be done by a show of hands unless a majority of Members request a secret ballot.
- 5.1.3 A simple majority of voting Members present will be required to pass any motion.
- 5.1.4 If there are more nominees for the Board of Directors than positions available, voting shall be done by secret ballot; otherwise, voting shall be done by show of hands.

5.2 Procedures at Special General Meetings and Board Meetings

- 5.2.1 Voting shall be done by a show of hands unless a majority of Members present request a secret ballot.
- 5.2.2 Voting by proxy is not allowed.
- 5.2.3 A simple majority of voting Members present will be required to pass any motion.

6. Financial Management

6.1 Membership Fees

- 6.1.1 Rescinded April 2019.
- 6.1.2 Rescinded April 2019.

6.2 Fiscal Year

The fiscal year shall be the calendar year.

6.3 Financial Controls

- 6.3.1 The Treasurer shall submit a yearly projected budget to be approved by the Board and the Members of the Association at the Annual General Meeting.
- 6.3.2 The Association shall always have a minimum of three approved signatories with the banking institute. The signatories on the Association's bank account shall be members of the Executive Committee (see section 3.2). In special circumstances the Board may vote, by two-thirds (2/3) majority to select one signatory from the Board Directors not on the Executive Committee.
- 6.3.3 All cheques of the Association must be signed by two (2) of the designated signatories.
- 6.3.4 All unscheduled expenditures over an amount specified by the Board are to be approved by the Executive Committee and reported to the Board at the next scheduled meeting of the Board.
- 6.3.5 All contracts and legal documents of the Association must be signed by two (2) of the designated signatories or other person(s) authorized to do so by resolution of the Board.

6.4 Auditing

- 6.4.1 The fiscal year of the Association shall be the calendar year.
- 6.4.2 All accounts and records shall be audited yearly by a Chartered Professional Accountant.
- 6.4.3 The audited annual fiscal statement for the previous fiscal year shall be presented to the membership at the Annual General Meeting.

6.5 Borrowing Powers

- 6.5.1 Borrowing shall be exercised only under the authority of the Association. In no case shall debentures be raised without the approval, by Special Resolution, of the Association.
- 6.5.2 The Association may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise funds.

6.6 Remuneration

- 6.6.1 Unless authorized at any meeting and after notice of same has been given, no Director or Member of the Association shall receive remuneration for his/her services.

6.6.2 Reasonable expenses incurred while carrying out the duties of the Association may be reimbursed upon Board approval.

6.7 Review of Financial Records by Members

6.7.1 The financial records of the Association shall be made available for review by Members in good standing upon receipt of a written request to the Board.

6.7.2 If queries arise, the Board will arrange a specific time and place for review.

7. Amendment to Bylaws

7.1 Under the leadership of the Vice-President of the Association, proposed changes to Bylaws, having been approved by the Board, shall be presented to the membership at a Special General Meeting or an Annual General Meeting for final approval before submission to the province.

7.2 The Membership may approve proposed Bylaw revisions by means of a Special Resolution.

7.3 The Board must give notice of the meeting at which proposed Bylaw changes will be presented at least twenty-one (21) days in advance of the meeting. Notice will be given through regular communication channels. The notice must include the proposed resolution.

7.4 The proposed resolution will include a list of every section of the Bylaws to which revisions are being proposed.

7.5 The Special Resolution will pass with a vote in favour by seventy-five percent (75%) or more of the voting Members in good standing who are present at the meeting.

8. Seal of the Association

The seal of the association shall be authenticated by the signature of any two officers of the Executive Committee.

9. Dissolution

After the SouthWest Edmonton Seniors Association (SWESA) is dissolved and all its debts paid, its remaining property will be distributed or disposed of to qualified donees as defined in subsection 149.1(1) of the Income Tax Act (Canada).