

**Bylaws of the  
SouthWest Edmonton Seniors Association (SWESA)  
June 2023**

**Contents**

- 1 Preamble..... 4
  - 1.1 Name..... 4
  - 1.2 Service Area..... 4
  - 1.3 Definitions..... 4
- 2 Membership ..... 5
  - 2.1 Classification of Membership..... 5
  - 2.2 Terms of Membership and Fees..... 5
  - 2.3 Rights and Privileges of Members..... 6
  - 2.4 Suspension of Membership ..... 6
  - 2.5 Termination of Membership ..... 7
  - 2.6 Liability of Members..... 8
- 3 Board of Directors ..... 8
  - 3.1 Composition of the Board ..... 8
  - 3.2 Executive Committee..... 9
  - 3.3 Term of Office..... 9
  - 3.4 Length of Service..... 9
  - 3.5 Vacancies ..... 9
  - 3.6 Powers and Duties ..... 10
  - 3.7 Board Meetings ..... 10
  - 3.8 Committees ..... 11
  - 3.9 Withdrawal and Expulsion ..... 11
  - 3.10 Books and Records ..... 11
  - 3.11 Limitation of Liability of Directors ..... 12
- 4 Meetings ..... 12
  - 4.1 Types of Meetings ..... 12
  - 4.2 Annual General Meeting..... 12
  - 4.3 Special General Meeting ..... 13
- 5 Voting..... 14
  - 5.1 Procedures at Annual General Meetings..... 14
  - 5.2 Procedures at Special General Meetings ..... 14
- 6 Financial Management..... 14
  - 6.1 Fiscal Year ..... 14

6.2	Financial Controls.....	15
6.3	Borrowing Powers .....	15
6.4	Remuneration.....	15
6.5	Review of Financial Records by Members .....	15
7	Amendment to Bylaws .....	16
8	Seal of SWESA.....	16
9	Dissolution .....	16

# **1 Preamble**

## **1.1 Name**

1.1.1 The name of the Association is the SouthWest Edmonton Seniors Association (SWESA), hereinafter called SWESA in these bylaws.

## **1.2 Service Area**

1.2.1 The core service area is in the southwest area of the City of Edmonton.

## **1.3 Definitions**

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

1.3.1 Ex-officio means by virtue of the position held at SWESA. They have no voting rights.

1.3.2 Director refers to any person elected or appointed to the Board of Directors.

1.3.3 Officers of the Board consists of President, Vice President, Treasurer and Secretary in accordance with SWESA's policies.

1.3.4 Member refers to Members of SWESA as outlined in section 2.

1.3.5 Annual General Meeting, or AGM, refers to the annual meeting of SWESA as outlined in sections 4.2 and 5.1 and shall be the only scheduled general meeting of the membership.

1.3.6 Special General Meeting means a meeting of the Members of SWESA which is called under special circumstances as outlined in sections 4.3 and 5.2 of these Bylaws.

1.3.7 Special Resolution refers to a resolution of SWESA passed by not less than seventy-five percent (75%) of those Regular Members in good standing present or represented by proxy who are eligible to vote.

1.3.8 A proxy entitles another Member who is appointed by the Member to attend and act at the meeting in the manner and to the extent, and with the power conferred by the proxy. All proxies shall be on a written form, accepted and approved by the Board of Directors, and proxies shall be registered before the start of the meeting.

1.3,9 A communication facility is any and all public and private instrumentalities used or useful in the transmission of writing, signs, signals, pictures, or sounds of all kinds and includes mail, telephone, wire, radio, computer or computer network and all other means of communication.

## **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 SWESA 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, mission and values of the organization.

#### **2.1.2 Associate Members**

To become an Associate Member of SWESA an individual must:

- a) Be an adult under the age of fifty-five (55).

In addition, Associate Members must:

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

Associate Members do not have voting rights at Annual General or Special General SWESA meetings.

### **2.2 Terms of Membership and Fees**

2.2.1 The term of membership is for the 12 month period from January to December.

2.2.2 Membership is not transferrable.

2.2.3 All membership fees are determined by the Board.

## **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 or Special General Meetings of SWESA,
- b) Attend any meetings, programs or events of SWESA,
- c) Speak at any Annual General Meeting or Special General Meeting of SWESA,
- d) 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 SWESA,
- c) The Member has wilfully done anything deemed by the Board to be harmful to SWESA.

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 fourteen (14) days 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 date stipulated in the notice. If no date stipulated, the effective date will be the next meeting of the Board. No membership fees will be refunded. Personal debts owed to SWESA must be paid.
- b) If a Member fails to pay the annual membership fees. Personal debts owed to SWESA must be paid.
- c) Expulsion (see section 2.5.2).

### **2.5.2 Expulsion**

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 SWESA).

- a) Any Member may be expelled from the Membership for any cause the Board deems harmful to the interests of SWESA.

- b) This decision must be approved by a two-thirds (2/3) majority vote of the Board.
- c) A special meeting of the Board 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) Personal debts owed to SWESA must be paid.

## **2.6 Liability of Members**

- 2.6.1 All Members are liable for any personal debt owed to SWESA. 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 their individual capacity, is liable for any debt or liability of SWESA.

## **3 Board of Directors**

### **3.1 Composition of the Board**

- 3.1.1 The SWESA Board of Directors shall control the business and affairs of SWESA.
- 3.1.2 The Board is subject to the Bylaws, any Board-generated policies and procedures, the Board Manual and rules for committees. The Board is fiscally accountable to the membership.
- 3.1.3 The membership elect Members to serve on the Board at Annual General Meetings or at Special General Meetings.
- 3.1.4 The Directors may between Annual General Meetings or Special General Meeting of SWESA appoint one or more additional Directors to act in such capacity until the next Annual General Meeting or Special General Meeting of SWESA, provided however that the total number of Directors shall not exceed the maximum number set out in Section 3.1.5.
- 3.1.5 The Board shall consist of no less than five (5) and no more than 12 Directors, of which no more than three (3) can be Associate Members.



3.1.6 All Directors must be Regular or Associate Members in good standing (see section 2.3) with SWESA.

3.1.7 All Members elected as Directors shall assume their duties immediately following the Annual General Meeting or Special General Meeting at which they are elected.

3.1.8 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 Officers of the Board defined in section 1.3.3 comprise the Executive Committee.

3.2.2 The Executive Committee shall be elected from among the Directors at the first Board meeting following the Annual General Meeting or Special General Meeting.

3.2.3 The roles of the Executive Committee shall be outlined and approved by the Board.

### **3.3 Term of Office**

3.3.1 The term of office for all Directors of the Board shall be two (2) years.

### **3.4 Length of Service**

3.4.1 Service as a Director on the Board is limited to three (3) consecutive terms, a maximum of six (6) years.

3.4.2 A Director, after serving three (3) consecutive terms, shall not be eligible for re-election for one year unless at the end of the Directors three (3) terms the Board makes a specific request of the membership to re-elect a Director for an additional one (1) year.

### **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.

### **3.6 Powers and Duties**

- 3.6.1 The Board shall, subject to the Bylaws, have control and management of the affairs of SWESA.
- 3.6.2 The Board shall enact policy.
- 3.6.3 The Board shall implement decisions and actions with support from staff and Committees.
- 3.6.4 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 the Secretary or designate at least ten (10) days in advance, including time and location and/or details of telephonic, electronic or other communication facility that SWESA has made available for the meeting.
- 3.7.3 A special meeting of the Board shall be called by the President or 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 SWESA. Members may request of the President, in writing at least 10 days in advance of the meeting, to attend or 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 present. The quorum continues unless quorum is lost and is challenged by a Director.

3.7.7 A Director participating in the meeting by means of telephonic, electronic, or other communication facility that SWESA has made available for the meeting is deemed to be present at the meeting.

### **3.8 Committees**

3.8.1 Committees may be struck by the Board to undertake the work of SWESA. 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 SWESA as well as individuals outside SWESA 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 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 expelled if they have:

- a) failed to abide by the rules and regulations of SWESA,
- b) disrupted meetings or functions of SWESA,
- 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 SWESA.

### **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 SWESA. A Director is not liable for any loss due to an oversight or error in judgement or by an act in their role for SWESA, unless the act is fraudulent, dishonest or in bad faith.

## **4 Meetings**

### **4.1 Types of Meetings**

There are two types of meetings of SWESA:

- 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, or designate, to occur no later than six (6) months following the end of the fiscal 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 and/or details of telephonic, electronic or other communication facility that SWESA has made available for 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 At each AGM the Board shall recommend an auditor for approval by the Regular Members to prepare audited financial statements for SWESA for the next fiscal year. The auditors shall be Chartered Professional Accountants unless otherwise permitted under the Societies Act of Alberta.

4.2.5 An annual audited financial statement for the past year shall be presented to the membership.

- 4.2.6 Election of Directors for SWESA shall take place in accordance with these bylaws.
- 4.2.7 Each Member entitled to vote at an Annual General Meeting is also permitted to vote by means of a proxy. Each Member is entitled to carry one (1) proxy.
- 4.2.8 Quorum shall be twenty (20) Regular Members in good standing or twenty percent (20%) of the Regular Members in good standing whichever is less and is needed whenever a vote is called. Quorum includes all Members present at the meeting or represented by proxy. Decisions will be made by majority vote of the Regular Members present or represented by proxy. A Regular Member in good standing participating in the meeting by means of telephonic, electronic or other communication facility that SWESA has made available for the meeting is deemed to be present at the meeting.
- 4.2.9 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 President or designate 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 President or designate 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 General Meeting shall be given to Members of SWESA through regular communication channels such as an email list. The notice shall give the date, time and location of the meeting and/or details of telephonic, electronic or other communication facility that SWESA has made available for the meeting and state the reason for calling the meeting.

4.3.4 Each Member entitled to vote at a Special General Meeting is also permitted to vote by means of a proxy. Each Member is entitled to carry one (1) proxy.

4.3.5 Quorum shall consist of twenty (20) Regular Members in good standing or twenty percent (20%) of the Regular Members in good standing, whichever is less and is needed whenever a vote is called. Decisions will be made by majority vote of the Regular Members present or represented by proxy. A Regular Member in good standing participating in the meeting by means of telephonic, electronic or other communication facility that SWESA has made available for the meeting is deemed to be present at the meeting.

## **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 will be required to pass any motion except for Special Resolutions in accordance with Section 1.3.7.

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**

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 A simple majority of voting Members will be required to pass any motion except for Special Resolutions in accordance with Section 1.3.7.

## **6 Financial Management**

### **6.1 Fiscal Year**

The fiscal year shall be the calendar year.

## **6.2 Financial Controls**

6.2.1 The Treasurer shall submit a yearly projected budget to be approved by the Board.

6.2.2 SWESA shall always have a minimum of four signatories approved by the Board with SWESA's financial institutions.

6.2.3 All cheques and electronic fund transfers of SWESA must be signed by two (2) of the designated signatories.

6.2.4 All contracts and legal documents of SWESA must be signed by two (2) of the designated signatories or other person(s) authorized to do so by resolution of the Board.

## **6.3 Borrowing Powers**

6.3.1 Borrowing shall be exercised only under the authority of the Board. In no case shall debentures be raised without the approval, by Special Resolution, of SWESA.

6.3.2 SWESA may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise funds.

## **6.4 Remuneration**

6.4.1 Unless authorized at any meeting and after notice of same has been given, no Director or Member of SWESA shall receive remuneration for their services.

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

## **6.5 Review of Financial Records by Members**

6.5.1 The financial records of SWESA shall be made available for review by Members in good standing upon receipt of a written request to the President.

6.5.2 If queries arise, the President or designate will arrange a specific time and place for review.

## **7 Amendment to Bylaws**

- 7.1 Proposed changes to Bylaws shall be presented to the membership at an Annual General Meeting or Special General Meeting by means of a Special Resolution.
- 7.2 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.
- 7.3 The proposed Special Resolution will include a list of every section of the Bylaws to which revisions are being proposed unless the existing bylaws are being repealed in their entirety, then this is not necessary.
- 7.4 The Special Resolution will pass with a vote in favour by seventy-five percent (75%) or more of the Regular Members in good standing who are present at the meeting or by proxy. A voting Member in good standing participating in the meeting by means of telephonic, electronic or other communication facility that SWESA has made available for the meeting is deemed to be present at the meeting.

## **8 Seal of SWESA**

The seal of SWESA shall be authenticated by the signature of any officer 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).