

Lethbridge Senior Citizens Organization

Part 1

BY-LAWS



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BY-LAW #1

The name of the organization shall be the Lethbridge Senior Citizens Organization.

A. DEFINITIONS OF TERMS USED

1. “L.S.C.O.” shall mean Lethbridge Senior Citizens Organization.
2. In these By-Laws, wherever the masculine gender is used, it shall be deemed to include feminine or plural where required.
3. “Board” shall mean Board of Directors of the Lethbridge Senior Citizens Organization.
4. “Officers” of the L.S.C.O. shall mean the Executive members of the Board of Directors.
5. “Director” shall include a Trustee, Officer, Member of the Executive and any person occupying such a position, whatever name the position is called.
6. A “Special Resolution” shall be:
 - a) a resolution passed at an Annual General meeting or a Special General meeting of which not less than twenty-one (21) days notice specifying the intention to propose the resolution has been duly given. A special resolution shall be passed by a majority vote of not less than 75% of eligible members present or by proxy.
 - b) a resolution consented to in writing by all the members who would have been entitled at a meeting of the membership to vote on the resolution in person, or, where proxies are permitted, by proxy.
7. A “guest” shall mean an occasional visitor at the L.S.C.O.
8. Executive Director is the Chief Executive Officer.

BY-LAW #2 ***Memberships***

There shall be two classes of membership in the L.S.C.O.

1. **Honorary Members** may be appointed by resolution of the Board for such terms as the directors may determine. Honorary members shall be entitled to receive notice of meetings of the L.S.C.O. They shall not be required to pay membership fees.

2. **Members at Large** shall be:

a) persons over an age designated by the membership who wish to support the objectives of the L.S.C.O. may become members at large upon payment of an annual fee. This annual fee will be reviewed annually by the Board and ratified by the membership if changes are required. Changes will take effect the next fiscal year.

b) persons under the designated age, may, by written request and favorable vote of the Board, become members without voting privileges.

c) spouses (under the designated age) of qualified members, shall be entitled to membership without voting privileges.

d) each member of the L.S.C.O. of the designated age shall be entitled to vote on each motion at all meetings of the L.S.C.O.

e) no member of the L.S.C.O. is, in his individual capacity, liable for a debt or liability of the Society.

f) any member at large wishing to withdraw from membership may do so upon notice in writing to the Board. Membership fees, however are not refundable.

g) a member may be expelled or suspended from the L.S.C.O. for any cause which the Board may deem just and reasonable by a 75% favourable vote.

3. ***Guests and Program Participants***

a) Persons may be given privileges as guests of the L.S.C.O. A user fee may be levied on guests participating in a program at the discretion of the Board.

BY-LAW #3

Meeting of Members

1. Annual General Meetings shall be held before the end of March. At the Annual meeting, the Board shall report on the year's activities, the audited financial statements shall be presented and new officers and board members shall be elected where there are vacancies.

Notice of the Annual General Meeting shall be publicized a minimum of twenty one (21) days prior to the meeting. Notice will be by monthly newspaper and by public display at reception area.

A quorum shall be fifty (50) members of the L.S.C.O.

2. Special Annual Meetings shall be called:

- a) by the President and/or the Secretary upon receipt by him of a petition signed by one third (1/3) of the members in good standing, setting forth the reason for calling such a meeting. A quorum for this meeting shall be fifty one (51%) percent of the signors of the petition.
- b) for the purpose of rescinding, altering or adding to the By-laws by a special resolution. A quorum for this meeting shall be fifty (50) members of the L.S.C.O. Notice of special meetings shall be:
 - i) by public display in the L.S.C.O. twenty one (21) days prior to the meeting as well as by notice in monthly newspaper.
 - ii) as per regulations with regard to special resolutions as set out under By-law #1 B.6.

BY-LAW #4

Voting by Members

1. Majority vote shall be a simple majority of 50% plus one, of eligible members present.
2. Secret ballot at any meeting may be requested by a simple majority of eligible voters present.
3. Proxy votes may be allowed when submitted to the secretary in writing by members with voting privileges and when using a special form for the purpose, approved by the Board.

4. For Special Resolutions, a majority vote of not less than seventy five (75%) of eligible voters present or by proxy is required.

BY-LAW #5 ***Board of Directors***

1. Composition

- a) The Board shall consist of five (5) Executive officers and not less than nine (9) and not more than eleven (11) Directors total.
- b) The Board shall be elected from the membership at the Annual General Meeting.
- c) Each term of office on the Board shall be three (3) years with a maximum number served of two (2) consecutive terms.

In the event of an incomplete roster, the Board of Directors shall be empowered to fill such vacancy until the next Annual General Meeting at which time he would stand for election.

2. Responsibilities

- a) The Board shall meet at least eleven (11) times a year. Meetings shall be at such times as may be decided by the Board members. A quorum for meetings of the Board shall be a simple majority of the Directors.
- b) The Board shall be responsible for setting policies and overseeing affairs of the L.S.C.O.
- c) The Board shall approve the appointment of all committee chairmen for a period of one year after the Annual meeting.
- d) The Board may appoint committees as need arises.
- e) No committee shall exceed the guidelines and powers delegated to it by the Board.
- f) Board members who fail to attend three (3) consecutive board meetings without just cause may be asked to resign.

g) The Board may, from time to time, appoint such agents and authorize the employment of such persons as it may deem necessary to carry out the objectives of the L.S.C.O. and who shall perform such duties as may be prescribed by the Board.

h) For the purpose of carrying out its mission statement, the Board, with the approval of the membership, may borrow or raise or secure the payment of money in such a manner as it thinks fit.

i) Each director must sign both a code of ethics and oath of confidentiality.

j) Decisions to suspend or expel a director will be left with the Board of Directors. A special majority vote of 75% will be required to do so. The individual in question will receive written notification of such.

BY-LAW #6 ***Executive***

1. Composition

a) The Executive body shall consist of the officers of the Board. These officers shall be the President, President-Elect, Treasurer, Secretary, and Immediate Past President. In the event of withdrawal or removal of any executive member, the Board shall be empowered to appoint an elected member from the Board to fill the vacancy until the next election, at the Annual meeting. In the event of an emergency matter, one board member will be asked to vote in cases of a deadlock vote

b) The officers shall be elected to their positions at the Annual meeting, from among the membership.

c) The term of office for Treasurer and Secretary shall be (3) years with a maximum number served of two (2) consecutive terms.

d) The term of office for the President be three years divided into: President-elect, President and Past President

2. Responsibilities of the Executive

a) The Executive shall be responsible for those matters delegated to it by the Board.

b) In emergency and unusual circumstances, the Executive shall be empowered to act in the best interest of the L.S.C.O. after which time a written report shall be presented to the Board to be ratified.

3. Officers shall perform such duties as usually pertaining to their respective offices.

a) Officers who neglect their duties without just cause may be asked to resign by written notification. Criminal code and bankruptcy act offences will be cause to result in ones dismissal.

b) The President shall be the Chairman of the Board and shall preside at all meetings of the L.S.C.O. The President shall be an ex-officio/advisory member of all committees with the exception of the Nominating committee.

c) The Past President shall preside at all meetings in the absence of the President.

d) The Treasurer may be the chairman of the Finance committee. With the Finance committee, shall supervise the keeping of such financial records as are deemed necessary by the Treasurer and Finance committee in concert with the chartered accountants. The Treasurer or his delegate shall determine that all funds received are deposited into the specific accounts as set up for operating or special purposes. The Treasurer or his delegate shall present to the Board on a monthly basis, a written statement of receipts and expenditures as prepared by the appointed staff. The Treasurer shall receive from the Executive Director, a preliminary annual budget to be finalized by the Finance committee for presentation to the Board for approval.

e) The secretary shall prepare and have in his custody, minutes of all proceedings of the society and directors, and a record of all members of the society, and shall perform such duties as may be assigned from time to time.

f) The Past President shall, during his term of office, offer advice and direction by virtue of his past experience, and assist the Board in any way possible (advisory/non-voting).

BY-LAW #7 ***Executive Director***

The Executive Director reports to and is responsible to the Board of Directors.

BY-LAW #8 ***Remuneration for Members***

Unless authorized by the Board, no director or member of the L.S.C.O. shall receive any remuneration from the Society for his services. When remuneration is authorized by the Board, a financial statement must be submitted to the Finance committee at least once a year, or as required.

BY-LAW #9 ***Fiscal Year, Audit and Records***

1. The fiscal year of the L.S.C.O. shall be January 1st to December 31st.
2. Books, accounts and records of the L.S.C.O. shall be audited at least once a year by a duly qualified chartered accountant.
3. The Seal of the Society shall be kept in the registered office of the Society, and shall be attested by the signatures of at least two (2) persons having signing authority.
4. Signing officers shall be any two (2) of the following: President, Vice-President, Secretary, Treasurer, Executive Director or such persons designated by the Board.
5. The Society shall keep a register of its members containing the names of the applicants for incorporation, and the names of every other person who is admitted as a member of the Society, together with the particulars of each person:
 - a) the full name and residential address
 - b) the date on which the person is admitted as a member
 - c) the class of membership of the person, i.e. Member at Large, Honorary.
6. Every director shall at all times have access to the right of inspection of all books and records of the L.S.C.O.
7. Every member, other than the directors, shall have the right to inspect the books and records of the L.S.C.O. after a reasonable notice in writing has been given to the officer(s) having charge of such books and records, in compliance with government legislation.

BY-LAW #10 ***Standing Committees***

The Board of Directors establishes these standing committees:

- a) Finance Committee
- b) Human Resources Committee
- c) Facilities Committee
- d) Nominating Committee

BY-LAW #11 ***Termination of the Society***

By a motion passed by seventy five (75%) percent of those present at a duly called General meeting of the Society, the affairs of the Society may be terminated and the Charter and any funds or assets remaining be turned over to one or more Charitable Organizations.