

# ***CONSTITUTION***

FOR

## SECHELT SENIORS ACTIVITY CENTRE SOCIETY

1. The name of the Society is:

"SECHELT SENIORS ACTIVITY CENTRE SOCIETY"

2. The purpose of the Society is as follows:

(1) To stimulate the continuing public interest in the welfare of this Society.

(2) To protect the rights and interests of all members.

3. That the Society shall be governed by the principles of democracy and shall be non-partisan, non racial and non denominational. This clause is unalterable.
4. In the event of the dissolution of this Society, all the assets of this Society shall be disbursed to registered Seniors Organizations within the District of Sechelt. This provision is unalterable.
5. The Society shall insure that its purpose is not for monetary gain of its Members and that any profits or accumulations thereof will be used for promoting its objectives. This provision shall be unalterable.

# BYLAWS

of the

## SECHELT SENIORS ACTIVITY CENTRE SOCIETY

### 1.0 INTERPRETATION:

**.01 HEADINGS:** The headings contained in these Bylaws are for the convenience of reference only and shall not in any way affect construction of these Bylaws.

**.02 DEFINITIONS:** (in these Bylaws)

"Board" means Board of Directors

"Society" means Sechelt Seniors Activity Centre Society

"Director at Large" means a Director who is not one of the Executive Officers.

"Executive" means the Executive Officers of the Society (who will also be Directors)

"Member" means a paid up Member of the Society, who in the Board's consideration, is in good standing

"Life Member" means a paid up Member of the Society who in the Board's consideration, has performed extraordinary Community Service or Extraordinary Service to the Society, and is in good standing.

"Officer" means an Executive Officer of the Society.

"Person" includes a natural person, a body corporate, a partnership, or a Society.

"Special General Meeting" means a meeting of the Members of the Society for which Fourteen (14) days notice has been given by advertising in the newspaper, public notice at the Seniors Centre and by email to members, specifying the purpose of the meeting and setting forth the contents of any proposed resolution.

"Special Resolution" means a resolution passed at any General Meeting by a majority of seventy-five (75) percent of the Members present.

Words designating the singular include the plural and vice-versa, and words designating a male person include a female person.

## **2.0 Membership:**

**.01** Every member shall uphold the constitution and comply with these bylaws.

### **.02 ELIGIBILITY: (WITH VOTING RIGHTS)**

Every person who is 50 (fifty) years of age or older, and who agrees to support the aims of the Society, may become a member. Each member shall have One (1) vote, which shall be by show of hand, or ballot but **not by proxy**.

### **.03 ELIGIBILITY: (WITH NO VOTING RIGHTS)**

- a** Persons who are under the age of fifty (50) years and who support the aims of the Society may become “NON-VOTING” members.
- b** The Society may **NOT** operate with a majority of non-voting members.

### **.04 MEMBERSHIP CARD**

Every member shall be provided with a numbered Membership Card, signed by the Secretary of the Society or a member of the Board.

### **.05 ACCEPTANCE:**

Application for membership shall be accepted upon payment of the annual membership due at which time a membership card shall be issued which will be identification for voting purposes. Membership may be refused, and reasons shall be supplied to Applicant.

### **.06 SPECIAL CLASS OF MEMBERSHIP:**

In recognition of the historic relationship between this Society and the Sechelt Square Dance Organization, the Square Dance Organization will be permitted to use the Society facilities as an outside organization provided each of their members pay the same annual membership dues and user fees paid by Society Members.

### **.07 TERMINATION OF MEMBERSHIP:**

- a** Membership in the Society shall be terminated and the rights and privileges of membership cancelled and forfeited for the following reasons:
- b** Where a member is delinquent in paying annual membership dues or user fees and the Board has resolved to terminate the membership of that member, save upon payment of all arrears the member shall be automatically reinstated as an active member of the Society.
- c** Where a member’s conduct is not in keeping with the purposes of this Society.
- d** A member may be expelled from membership by a vote of two-thirds (2/3)

of the Directors present at a meeting, where five (5) days notice has been given to Directors and at which meeting no less than sixty (60) percent in number of Directors are present . Application for membership may be refused, stating reason. Membership may be cancelled by the Executive for just and sufficient cause.

**.08 WITHDRAWAL:**

A Member who withdraws after the annual membership dues are paid shall not be entitled to a refund.

**3.0 DUES:**

**.01** Annual membership dues shall be payable by each Member, except Life Members. The Board shall determine the annual membership dues.

**.02** Dues shall be determined and payable for the period from January 1st to December 31st inclusive, unless the Board sees fit to amend these dates.

**.03** A Member who fails to pay dues as set above, shall cease to be in good standing.

**4.0 ORGANIZATION:**

**.01 FUNCTION AND AUTHORITY:**

The operation of the Society, the direction of its affairs and control of its property shall be vested in the Board of Directors who are responsible for the governance and management of the Society, are accountable to the members, must comply with the organization's constitution, bylaws and policies and may delegate functions but not ultimate responsibility.

**.02 SUBSIDIARY ORGANIZATION**

There shall be no subsidiary organization of the Society at any time **except** as provided under section 2.0.06.

**.03 COMPOSITION OF BOARD:**

The Board shall be composed of a maximum of five (5) Executive Members and six (6) Directors at large, each of which shall be attained by election, succession or appointment, and shall have designated responsibilities in addition to the normal expected responsibilities of the Directorship. Designated responsibilities may vary based on the particular expertise of an incumbent Board Member. The Board, their titles, and their method of attainment are as follows:

**.04 EXECUTIVE MEMBERS:**

- a PAST PRESIDENT**, who shall succeed from President, and shall be Chair-person of the Nominating Committee.
- b PRESIDENT**, who shall be elected, shall preside at all meetings of the Society and the Board of Directors and shall provide broad policy guidance in order to achieve the Society's objectives.
- c VICE-PRESIDENT**, who shall be elected, and shall preside over meetings and assume the President's duties when the President is unable to do so.
- d TREASURER**, who shall be elected and shall supervise the finances of the Society, shall present financial statements required, and keep books of accounts as required by the Society's Act. All monies and funds received by Members, Committees or others, must be turned over to the Treasurer.
- e SECRETARY**, who shall be elected and who shall be responsible for all records, ensuring all documents are sent for safe keeping to the Registered Office of the Society, recording or having recorded all minutes of Board Meetings, General and Annual General Meetings, ensuring all returns, and filings are made for the Society, and issue notice of meetings.

**.05 TERMS OF DIRECTORSHIP**

- a** The term of all incoming Executive Officers and Directors at Large shall be for one year and commence immediately following their election and shall continue until the end of the term for which they are elected or until their successors take office, whichever event shall occur first.
- b** Directors absent from three (3) consecutive Executive Board Meetings in one (1) year, unless a satisfactory reason has been accepted by a majority of the remaining Directors, shall be considered to have resigned from their office, save the Board may reinstate such a Member by a majority vote conducted by secret ballot.
- c** Members may, by Special Resolution, remove Officers or Directors from office.

**.06 DISQUALIFICATION**

No person is qualified to become or continue as a Director who is:

- a under the age of Fifty (50) years.
- b found by a court to be incapable of managing their own affairs by reason of mental infirmity or physical inability

#### **.07 VACANCIES**

Vacancies occurring during a term of office, due to resignation, death, or other inability to continue in office, shall cause the Board to appoint a Director for the remaining term of office. If, at this time, there are three (3) months or less remaining until the end of the present fiscal year, such appointment may not be required. Should the full slate of directors fail to be elected in any year, the incoming Board may appoint the necessary number of individuals to fill the vacant positions.

#### **.08 COMMITTEES**

It shall be the duty of the Director or Chairperson of each Committee to take charge of all business referred to him/her by the Board to carefully and industriously investigate the various subjects assigned to him/her and to regularly report to the Board as requested from time to time. A written or other form of report shall be made available to the Board. No Committee report or result thereof shall be released in advance of its delivery to the Board.

The following responsibilities shall be assigned to a Director and ~~or~~ Chair person dependant on the suitability of elected Directors and available Volunteers

- a **Nominating Committee:** Past President shall form a three (3) member committee including a Chairperson to solicit persons from the membership to stand for the Board.
- b **Financial Advisory Committee:** Members shall include President, Vice-President, Treasurer and other members appointed by the Chairperson. To oversee, in accordance with policies determined by the Board of Directors, the financial activities of the Society and to advise the Board on general financial policy.
- c **Membership/Volunteer Committee:** Director, Chairperson, and other members as appointed by the Chairperson. Who shall be responsible for maintaining and adding to the Membership of the Society, by promoting the Society, contacting prospective persons, handling and updating

membership lists and other activities as prescribed by the Board.

- d Publicity and Public Relations Committee:** Director, Chairperson and other members as appointed by the Chairperson. Who shall be responsible for publicity and public relations pertaining to the Society.
- e Maintenance Committee:** Director, Chairperson and other members as appointed by the Chairperson. Who shall be responsible for the maintenance and upkeep of all property owned or rented and supervise janitorial and other services.
- f Fund Raising/Special Events Committee:** Director, Chairperson and other members appointed by the Chairperson to supervise, assist, promote events and activities that are in the interest of the Society.
- g Legislative/Policy Committee:** Director, Chairperson and other members as appointed by the Chairperson for the duties to be performed which include updating and enforcing By-Laws under the Society Act of B.C., and ensuring conformance with Federal, Provincial, Municipal and this Society's Constitution and By-Laws. Shall establish policies that are in the interest of the Society. Shall see that proper insurance coverage is maintained and that the Society conforms to the insurance policy conditions.
- h Rental Committee:** Director, Chairperson and other members appointed by the Chairperson for the purpose of setting up and handling all arrangements for such meetings as from time to time shall be called by the Board or Members or for arrangements for those using/renting the facilities of the Society's property/ies.
- i BUS COMMITTEE:** Director, Chairperson and other members appointed by the Chairperson, for the purpose of arranging trips for the benefit of Members of the Society.
- j Other Ad Hoc Committees:** As shall be struck by the Board from time to time, all of whom shall have a Director or Chairperson and the Board will designate powers and responsibilities, which will be in force until the Committee has completed its task or until the next Annual General Meeting, whichever shall occur first and whose Director/Chairperson, shall report to the Board on the actions of such Committee(s). The Committee(s) shall be reinstated at the pleasure of a new Board and President.
- k** The President or Vice President shall be ex-officio Members of all Committees.

## **5.0 NOMINATIONS AND ELECTIONS**

- .01** The Annual Election of Directors from the Membership shall be held at the Annual General Meeting of the Society, in February of each year.
- .02** Each year the Past President shall activate the Nominating Committee, which shall solicit nominations from the active Membership of the Society.
- .03** Any member in good standing who is 50 years and older is eligible to hold office in the Society.
- .04** The Membership shall be advised of the names submitted by the Nominating Committee.
- .05** The Board shall appoint an Election Committee of not less than three or more than five Members, who shall be responsible for the proper conduct of Elections and shall be in complete charge of such procedures during the Election.
- .06** Nominations may be made from the floor. In the case of a Member being nominated, who is not present at the meeting the Member making the nomination must have a signed written acceptance of the nominee, to present to the meeting.
- .07** In the event that only one nomination is received from the Members, the Election Committee shall declare the election of nominees by acclamation.
- .08** If ballots are required the Board shall have previously identified scrutineers who shall distribute, collect and tally ballots and report to the Election Committee, who will announce the results to the Membership.
- .09** In the event of a tie vote, a second ballot will be distributed.

## **6.0 MEETINGS:**

### **.01 GENERAL MEETINGS**

- a** The Annual General Meeting of the Society shall be held in February of each year following the end of the fiscal year at December 31st and allowing retiring Chairpersons and Directors to submit their reports along with the Treasurer's financial statement.

- b** The Society shall hold Membership Meetings two times each year:  
February – Annual General Meeting and Election of Board of Directors.  
October – General Meeting
- c** Upon request of the Board or five percent of the Membership in good standing, a Special General Meeting, may be called, giving a minimum of fourteen (14) days notice in compliance with .02 “Definitions ,“ except where the Board deems it an emergency.
- d** Where any points of law are not covered by these Bylaws or the Society Act, Robert’s Rules of Order shall apply.
- e** Quorum requirements would be satisfied with a minimum of 30 paid-up members in attendance.
- f** Procedures: in accordance with Robert’s Rules of Order. Business will include and be handled as follows: Call to Order: Minutes of last meeting: and Executive Recommendations: Business Arising: Correspondence: Treasurer’s report: Committee reports: Old Business: New Business: Adjourn: Socialization period.

**.02 BOARD OF DIRECTORS MEETINGS:**

- a** The Board of Directors shall meet at least once a month, or more often as required. Any member of the Society is entitled to attend any meeting of the Board of Directors. Refer to Policy Manual for times and dates of meetings.
- b** A Quorum for a Board Meeting shall be a simple majority.
- c** Upon written request of four (4) Directors, the President shall call a Board Meeting as soon as conveniently possible.

**7.0 FINANCES**

- .01** Funds for operating the Society shall be raised by annual dues, special assessments, grants, fund raising activities and projects as sanctioned by the Board, that may include lotteries, bingo, casinos and voluntary contributions.
- .02** The Board shall prescribe the form and procedure for receiving and disposing of funds of the Society. All monies and securities received by the Society shall be deposited in a recognized Canadian Financial Institution.
- .03** The Board shall not spend in a single expenditure any sum of an extraordinary nature in excess of \$5000.00 for the management of the Centre without the approval of the Membership. All non-urgent expenditures over

\$1000 must be approved by the Executive.

Extraordinary spending is spending of a non-urgent nature that is in excess of the amount stated in 7.03

- .04** Four Directors shall be made signing officers at the beginning of their term and all cheques drawn on the bank account shall require the signature of two (2) of those members.
- .05** In order to carry out the purpose of the Society the directors may, on behalf of and in the name of the Society, raise or secure a loan. No loan or debenture shall be secured without the sanction of a special resolution or arranged without it first having been proposed using a notice of motion and Seventy-five (75%) percent of the Members present voting in the affirmative.
- .06** The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next Annual General Meeting.
- .07** The funds and property of the Society shall be used and applied for such purpose only as calculated to promote the **objectives** for which the Society was constituted. No Officer or Director at large shall be remunerated for being or acting as an Officer or Director **at large**, but a Director **at large** or Officer shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society and approved by a majority of the Board of Directors.
- .08** An audit of accounts of the Society shall be made once per year by a qualified person duly appointed by the Board.
- .09** An audited financial statement of the Society shall be submitted annually to the Board of Directors, at which time after review and approval, it shall be submitted by the Treasurer to the Members at the Annual General Meeting.
- .010** The fiscal year of the Society shall be from January 1st to December 31st the same year. A resolution approved by a minimum of seventy-five percent (75%) of the Members present at a General Meeting shall be required to change such dates.
- .011** Financial statements of the Society shall be submitted to each Meeting of the Board of Directors, as well as to each General Meeting.

## **8.0 ANNUAL BUDGET**

- .01** The President shall activate the Financial Advisory Committee when taking office. A draft of any budgetary items required shall be presented to the

Board of Directors and after review and approval shall be presented at the next General Meeting

- .02 Any Budgetary items shall form the basis for financial constraints and control by the newly elected Directors for the ensuing year.

## **9.0 VOTING RIGHTS:**

- .01 Every member in good standing who is Fifty (50) years of age or more, being present at any General or Special General Meeting, shall be entitled to one (1) vote.
- .02 Voting at Meetings of Members, who are entitled one (1) vote each, shall be by show of hands, by standing or by ballot.
- .03 **Proxy votes shall not be permitted.**
- .04 The presiding Officer shall not be allowed a vote except in the case of a tie. Motions or amendments at any meeting of Members, Directors, or Committees shall be carried by a majority vote unless otherwise provided in these Bylaws and subject to the Society Act.

## **10.0 OATH OF OFFICE:**

The oath of office shall be in a form as prescribed from time to time by the Society and conducted by the “Installing Officer”, for the positions of President, Vice President, Treasurer, Secretary and Directors at large of the Society.

## **11.0 SEAL:**

The Society may have a seal of the design that the Directors may approve of from time to time. The Secretary or Registered Office shall have custody of the seal and it shall not be affixed to any instrument except in the presence of such persons as are authorized for that purpose by the Board. The Board may determine from time to time who shall be authorized to sign all instruments requiring execution by or on behalf of the Society and such individuals being so authorized may affix the seal of the Society to any such instruments and subscribe their name as witness thereto.

## **12.0 AMENDMENTS:**

- .01 These Bylaws may be amended only by Special Resolution passed by a seventy-five percent (75 %) majority of voting Members present at a General Meeting of the Society.
- .02 Such Bylaws shall be binding on all Members of the Society.

**.03** These Bylaws will replace all and any Bylaws in force by the Society as of the date these Bylaws are approved by the membership and the Registrar for the Society Act of B.C.

**.04** Amended Bylaws shall be updated in all Society documents.