

# ***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 Seniors.

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" or "Directors" means a Director of or the Board of Directors of the Society

"Executive" means the Executive Officers of the Society (who will also be the 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" or "Officers" means an Officer of or the officers 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 writing to each member at their residential address to each Member, 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 ELIGIBILITY: (WITH VOTING RIGHTS)**

Every reputable 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, current Membership card or ballot but **not by proxy**.

### **.02 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.

### **.03 MEMBERSHIP CARD**

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

### **.04 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.

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

### **.05 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.

### **.06 TERMINATION OF MEMBERSHIP:**

Membership in the Society shall be terminated and the rights and privileges of membership cancelled and forfeited for the following reasons:

- a** Where a member is delinquent in paying annual membership dues or user fees and the Directors have 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.
- b** Where a member’s conduct is not in keeping with the acceptance of the Directors.
- c** Where a member becomes deceased.

**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.

**.07 WITHDRAWAL:**

A member may withdraw from Membership in the Society by giving 10 (ten) days notice in writing and upon discharging all liabilities of the Member to the Society. A Member who withdraws after the annual membership dues are paid shall not be entitled to a refund.

**3.0 DUES:**

**a** Annual membership dues shall be payable by each Member , except Life Members. The Directors shall determine the annual membership dues payable and any increase as needed with the approval of the membership.

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

**c** 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.

**.02 COMPOSITION OF BOARD:**

The Board shall be composed of a maximum of six (6) Executive Members and six (6) Directors, 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:

**.03 BOARD OF DIRECTORS:**

**a PAST PRESIDENT**, who shall succeed from President, and shall be Chair-person of the Nominating Committee.

**b PRESIDENT**, who shall, unless vetoed by the Nominating Committee or defeated by election, succeed from First Vice President, and who shall preside at all meetings of the Society and the Board of Directors.

**c FIRST VICE-PRESIDENT**, who shall be elected, and shall preside over meetings where the President is unable to do so and shall be chairperson of the **Financial Advisory Committee**.

**d SECOND VICE-PRESIDENT**, who shall be elected, and who shall assist the President with those responsibilities as assigned by the President.

**e 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.

**f 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.

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

**g WAYS AND MEANS**, who shall be required to Chair a group of persons who shall be responsible for fund raising activities of the Society and who shall report to the Board of Directors.

**h LEGISLATIVE/POLICY** , who shall be responsible for updating and Bylaws, setting out policies for the overall Society, its Members functions, insurance and other such matters which fall within these categories and who will report to the Board of Directors.

**i MAINTENANCE**, who shall be responsible for the maintenance of all property owned or rented, for the upkeep of such property/ies, janitorial and other services. May also appoint others to assist as needed and who will report to the Board of Directors

**j MEMBERSHIP** , 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, issuing membership cards and other activities in line with the mandate and as prescribed by the Board from time to time and who shall report to the Board of Directors.

**k PUBLICITY and PUBLIC RELATIONS** , who shall be responsible for all publicity and public relations pertaining to the Society and who shall report to the Board of Directors.

**l RENTAL**, who shall be responsible for all rental functions pertaining to the Society and who shall report to the Board of Directors.

The President or a Vice President shall assist as an ex-officio on all Committees established.

**.04 TERMS OF DIRECTORSHIP**Error! Bookmark not defined.

**a** The term of all incoming Executive Officers and Directors shall commence on January 1st of each year 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** A person shall not be eligible for re-nomination or re-election to a Directorship after serving as a Director for four (4) consecutive years. President, 1st and 2nd Vice Presidents shall not hold the term for more than two (2) years in succession. Previous individual Members of the Board of Directors may be nominated for re-election following one (1) intervening year after retirement.

**c** 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.

**d** Members may by Special Resolution, remove Officers or Directors from office.

**.05 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

**.06 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.

## **.07 COMMITTEES**

**There shall be no subsidiary organization of the Society at any time. Except as provided under section 2.05.**

**a Nominating Committee:** Past President shall be the Chairperson together with two (2) other members.

**b Financial Advisory Committee:** Chairperson shall be the 1st Vice President. Members shall include President, Treasurer and one other member named by the Chairperson.

**c Membership Committee:** Director/Chairperson, and other Members as appointed by the Chairperson.

**d Publicity and Public Relations Committee:** Director/Chairperson and one or more Members as appointed by the Chairperson.

**e Maintenance Committee:** Director/ Chairperson and other appointed members of the Society shall be responsible for the maintenance and upkeep of all property owned or rented and supervise janitorial and other services.

**f Ways and Means Committee:** Director/Chairperson with as many Members as are required to supervise, assist, promote events and activities that are in the interest of the Society.

**g Legislative/Policy Committee:** Director/Chairperson with as many Members as required 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 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 as required 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 the facilities of the Society's property/ies.

**i BUS COMMITTEE:** Director/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/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.

It shall be the duty of the Director/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 President or a Vice President shall be ex-officio Member of all Committees.

## **5.0 NOMINATIONS AND ELECTIONS**

**a** The Annual Election of Directors from the Membership shall be held at the General Meeting of the Society, in November of each year.

**b** Commencing in October of each year the Past President shall activate the Nominating Committee, which shall solicit from the active Membership of the Society, persons to fill Directorships that become vacant or whose term ends on December 31st, of that year.

**c** Any member who is over the age of Fifty (50) years and who has been a member for twelve (12) months or more is eligible to hold office in the Society.

**d** The Membership shall be advised of the names submitted by the Nominating Committee at the November General Meeting.

**e** 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.

**f** 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.

**g** In the event that no further nominations are received from the Members, the Election Committee shall declare the election of nominees by acclamation.

**h** 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.

**i** 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 General Meetings four times each year:  
February – Annual General Meeting  
April  
September  
November – Election of the Board of Directors

**c** Upon request of the Board or ten 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.
- b** A Quorum for a Board Meeting shall be seven (7) Directors (50% plus one).
- c** Upon written request of four (4) Directors, the President shall call a Board Meeting as soon as conveniently possible.

## **7.0 FINANCES**

- a** 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.
- b** 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.
- c** The Executive shall not spend any sum of an extraordinary nature in excess of \$2,000.00 for the management of the Centre without the approval of the General Meeting.
- d** All cheques drawn on the bank account shall require the signature of two (2) Members of the Board and the Board shall pass a policy motion authorizing that four (4) of the Executive Members be made signing Officers at the beginning of their term of office.
- e** 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.
- f** The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next Annual General Meeting.
- g** The funds and property of the Society shall be used and applied for such purpose only as calculated to promote the objects for which the Society was constituted. No Officer or Director shall be

remunerated for being or acting as an Officer or Director, but a Director 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.

**h** An audit of accounts of the Society shall be made once per year by a qualified person(s) duly appointed by the Board.

**i** 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.

**j** Financial statements of the Society shall be submitted to each Meeting of the Board of Directors, as well as to each General Meeting.

**k** 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 February Annual General Meeting.

**l** Extraordinary spending is spending of a non-urgent nature that is in excess of the amount stated in c)

## **8.0 ANNUAL BUDGET**

**a** 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

**b** 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:**

**a** 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.

**b** Voting at Meetings of Members, who are entitled one (1) vote each shall be by show of hands, by standing or by ballot.

**c** **Proxy votes shall not be permitted.**

**d** 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, First and Second Vice Presidents, Treasurer, Secretary and Directors 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:**

- a** 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.
- b** Such Bylaws shall be binding on all Members of the Society.
- c** 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.

## INDEX

- Amendments
  - only by Special Resolution, 12
- Board, 1, 2, 4, 5, 6, 7, 8, 9, 10, 11
- Board Meetings
  - Frequency of, 9
  - Requirements to call special meeting, 9
- Budget, 11
- By-Laws, 1
- Committees, 6
  - Financial Advisory, 4, 6, 11
  - Legislative/Policy, 7
  - Maintenance, 7
  - Nominating, 4, 6, 8
  - Public Relations, 7
  - Publicity, 7
  - Rentals, 7
  - Ways and Means, 7
- Constitution, 1
- Definitions, 1
  - Board, 1, 2, 4, 5, 6, 7, 8, 9, 10, 11
- Dues, 3
  - must be approved by membership, 3
  - payable annually, 3
- Elections, 8
  - acclamation, 8
  - every November, 8
  - nominations from the floor, 8
  - tie vote, in event of, 8
  - voting by ballots, 8
- Finances
  - audit books once per year, 10
  - borrowing powers may be restricted by Special Resolution, 10
  - borrowing restriction expires at Annual General meeting, 10
  - Financial statements, 10
  - Fiscal year, 6, 9, 10
  - limits to Board spending, 10
  - loan or debenture require Special Resolution, 10
- General Meeting, 2, 5, 7, 8, 9, 10, 11, 12
- Headings, 1
  - For convenience only, 1
- Interpretation, 1
- Membership, 2, 3, 4, 5, 7, 8, 9
  - Acceptance, 3
  - Card, 2
  - Eligibility, 2
  - Special Class, 3
  - Termination of, 3
  - Voluntary withdrawal, 3
- Oath of office, 11
- Organization, 4
  - Composition of Board, 4
  - Disqualification, 6
  - First Vice-President, 4
  - Function and authority, 4
  - Occurring during a term of office, 6
  - Past President, 4
  - President, 4
  - Second Vice-President, 4
  - Secretary, 5
  - Terms of Directorship, 5
  - Treasurer, 4
- Quorum
  - Board meeting, 9
  - General meeting, 9
- Seal of Society, 11
- Society, 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12
  - Dissolution of Society, 1
  - Non-denominational, 1
  - Non-partisan, 1
  - Non-racial, 1
  - Not for monetary gain, 1
- Special General Meeting, 2, 9, 11
  - 14 days notice required, 9
- Voting, 2, 11
  - Method of, 2, 11
  - proxy votes, 11
  - Requirements for, 2, 11