

Bowmont Seniors Assistance Association

Bylaws

Article 1 – Preamble

- 1.01 The Association:** Bowmont Seniors' Assistance Association is registered with Alberta Consumer and Corporate Affairs, registration number 50292224.
- 1.02 Registered Charity:** The Registered Charity Business number of the Bowmont Seniors' Assistance Association is 13256 3750 RR0001.
- 1.03 The Bylaws:** The following Articles set forth the Bylaws of the Bowmont Seniors' Assistance Association (BSAA).

Article 2 – Definitions

2.01 Definitions

In these Bylaws, the following terms have the meanings below:

- (a) **“Act”** means the Societies Act R.S.A.1980, Chapter S-18 as amended or any statute substituted for it.
- (b) **“Association”** means the Bowmont Seniors' Assistance Association.
- (c) **“Board”** means the Board of Directors of this Association.
- (d) **“Bylaws”** mean the Bylaws of this Association as amended.
- (e) **“Member”** means any person registered as a Member of the Association as described in Article 3 of these Bylaws.
- (f) **“Register of Members”** means the record of membership maintained by the Secretary of the Association.
- (g) **“Director”** means any person elected or appointed to the Board. This includes the President.
- (h) **“Executive”** means the President, Vice-President, Treasurer, and Secretary of the Association.
- (i) **“Annual General Meeting”** means the election meeting of the Association.
- (j) **“Board Meeting”** means meetings called on a regular basis.

- (k) **“Special Meeting”** means meetings of an extraordinary nature to address a particular concern.
- (l) **“Carya Board Liaison”** means Program Manager employed by Carya whose role is to liaise with the Association.
- (m) **“Special Resolution”** means a resolution passed at an Annual General Meeting or Special Meeting of the Association to rescind, alter or add to the Bylaws of the Association. The notice for the Meetings must include the proposed resolution.

Article 3 – Membership

3.01 There shall be Two classifications of membership:

- i. Full Member
- ii. Honourary Member

3.02 To become a Full Member (Voting Member), an individual:

- i. Must reside within the geographic boundary of Calgary and Area;
- ii. Must pay the Annual membership fee, if any.

3.03 To become a Honourary Member (Non-voting Member), the voting members must pass a resolution recognizing the contributions of the individual and recommend the individual to the Association or its objects.

3.04 The membership year is January 1 to December 31.

3.05 The Board decides annual membership fees for Full Members.

3.06 The Association may remove a Member before the end of their term for any action or inaction of the Member which is determined to be detrimental or prejudicial to the objects of the Association. There must be a majority vote at a Special Meeting called for this purpose, in which case the following provisions shall apply:

- (a) The Member shall be given not less than seven days notice in writing of the intention of the Association or Board;
- (b) The Member shall be given the opportunity to make representation in person before the Association or Board.

3.07 Any member wishing to withdraw from the Board or Association may do so upon notice in writing to the Board through the Board Secretary.

Article 4 – Rights and Privileges of Members

- 4.01** Each member as identified in article 3.01 is responsible for upholding these Bylaws and shall act in accordance with the objects of the Association.
- 4.02** Any Member currently registered with the Association is entitled to:
- (a) Receive notice of Special General Meetings and Annual General Meetings of the Association.
 - (b) Exercise any other rights and privileges given to Members in these by-laws.
- 4.03** Any voting member may speak at any Special General Meetings and Annual General Meetings of the Association.
- (a) Full Members are entitled to one vote at any Special General Meetings and Annual General Meetings.

Article 5 - Board of Directors

- 5.01** The Board governs and manages the affairs of the Association.
- 5.02** The Board of Directors is comprised of up to twelve (12) members, of which at least fifty (50) percent shall be 55 years of age and over:
- i. The President;
 - ii. Past President, Vice President, Treasurer, Secretary, six Directors; and
 - iii. Carya Board Liaison.
- 5.03** Election or appointment to the Board is open to Full and Honourary Members.
- 5.04** Voting members elect the Directors at the Annual General Meeting. The term of office is two years. The President can only serve for a maximum of three (3) consecutive terms.

- 5.05** Any Officer or Director wishing to withdraw from the Board may do so upon notice in writing to the Board through the Board Secretary.
- 5.06** The Board may remove a Director or Officer of the Board before the end of his/her term for any action or inaction of the Director or Officer, which is determined to be detrimental or prejudicial to the objects of the Association. There must be a majority vote at a Special Meeting called for this purpose, in which case the following provisions shall apply:
- i. The Director/Officer shall be given not less than seven days notice in writing of the intention of the Board.
 - ii. The Director/Officer shall be given opportunity to make representation in person before the Board.
- 5.07** If there is a vacancy on the Board, the remaining Directors may appoint a member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President.

Article 6 – Rights and Responsibilities of the Board of Directors

- 6.01** The Board of Directors shall be subject to these bylaws or direction given it by majority vote at any meeting called and constituted, have full control and management of the business and affairs of the Association.
- 6.02** Vacancy of an Officer's position may be filled at the discretion of the Board of Directors until the next Annual General Meeting.
- 6.03** Meetings of the Board shall be held as often as the Business of the Association shall require and shall be called by the President.
- 6.04** A majority of Directors present at any Board meeting is a quorum.
- 6.05** Each Director is entitled to one vote on any matter to be voted on at a meeting of the Association or of the Board.
- 6.06** Signing officers shall be the President, Vice-President, Treasurer and Carya Board Liaison.

Article 7 – Officers of the Board

7.01 The Officers of the Association are the President, Vice-President, Treasurer, Secretary, and Carya Board Liaison.

7.02 Duties of the Officers of the Association:

i. The President shall:

- When present, chair all meetings of the Association and the Board;
- In discussion with the Officers of the Association, and with consultation from the Carya Board Liaison, set the agenda for all meetings;
- Perform such duties as may, from time to time, be determined by the Board of Directors;
- Act as a spokesperson for the Association.

ii. The Vice- President shall:

- Preside at meetings in the President’s absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
- Perform such duties as may from time to time be determined by the Board of Directors;
- Act in the President’s stead when the President is unavailable.

iii. The Treasurer shall:

- Receive all monies paid to the Association and shall be responsible for the deposit of the same in whatever bank or financial institution the Board may order;
- Properly account for the funds of the Association and keep such books as may be directed;
- Perform such duties as may from time to time be determined by the Board of Directors.

iv. The Secretary shall:

- In conjunction with Carya Board Liaison, keep accurate minutes of all Board Meetings;
- Have charge of all the correspondence of the Association;
- Keep a register of all Members and Directors;
- Perform such duties as may from time to time be determined by the Board of Directors.

Article 8 – Meetings

8.01 The Association shall hold an Annual General Meeting on or before May 31st in each year for the purpose of electing Directors of the Board,

providing that at least eight days notice of the time and place of such meeting is given in writing and delivered to the last known address of each Director and Association member.

- 8.02** Board Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or a designate, by notice to the Directors at least five days prior to the date of such meeting.
- 8.03** There will be at least nine (9) Board Meetings in a year.
- 8.04** A Special General Meeting of the Association may be called by the Directors for the transaction of such business as may be properly brought before a General or Special General Meeting of the Association. Such a meeting may be called provided that at least seventy-two hours notice is given to the members.
- 8.05** The Quorum for the Annual General Meeting and Special General Meetings shall be thirteen (13) Voting Members.
- 8.06** Executive meetings may be held at such times and at such places as the Executive may determine. Any business discussed at these meetings shall be reported to the Board at the next Board Meeting.
- 8.07** No binding decisions can be made by the Executive without the vote of the Board.
- 8.08** The agenda for any meeting shall be set by the President or designate. Notwithstanding this, any Director may make a motion at a meeting or raise any item to be added and/or changed and the motion or item will be considered by the Board at that meeting.

Article 9 – Voting

- 9.01** Any Director who is unable to attend a Board Meeting, Special General or Annual General Meeting but wishes to vote on a specific issue can deposit a vote in writing with the Secretary of the Association prior to the meeting.
- 9.02** A majority vote shall be fifty one percent of voting members and proxy votes at a meeting.

Article 10 – Committees

- 10.01** The Board may appoint committees to advise the Board.
- 10.02** A Board member chairs each committee created by the Board.
- 10.03** The Chairperson provides reports to each Board meeting at the Board's request.
- 10.04** A committee cannot conduct business on behalf of the Board without the consent of the Board.

Article 11 – Finance and Auditing

- 11.01** The fiscal year of the Association ends on December 31 of each year;
- 11.02** The books, accounts and records of the Association shall be audited once a year by a duly qualified accountant.
- 11.03** The completed audited statement shall be submitted at the Annual General Meeting of the Association.
- 11.04** Books and records of the Association may be inspected by any full member of the Association at the Annual General Meeting provided for herein or any time in the office of the Association by giving three working days notice arranging a time satisfactory to the officer or officers having charge of the same.

Article 12 – Remuneration

- 12.01** No Directors or Officers of the Association shall receive any remuneration for their services.

Article 13 – Borrowing Powers

- 13.01** The Association cannot borrow money.

Article 14 – Amending the Bylaws

- 14.01** These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the Association.
- 14.02** The notice of the Annual General Meeting or Special General Meeting of the Association must include details of the proposed resolution to change the Bylaws.
- 14.03** The amended Bylaws take effect after approval of the Special Resolution at the aforesaid Meeting and acceptance by the Corporate Registry of Alberta.

Article 15 – Distributing Assets

- 15.01** The Association does not pay any dividends or distribute its property among its Directors.