

# Central Lions Seniors Association (CLSA)

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## Bylaws

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## CLSA Bylaws

### Article 1 – Preamble

1.1 **Name:** The name of this Association is Central Lions Seniors Association which may also be known as CLSA or the Association.

1.2 **Bylaws:** The following articles set forth the Bylaws of the CLSA. The CLSA is subject to the Societies Act.

### Article 2 – Interpreting the Bylaws

2.1 **Interpretation:** These Bylaws are to be interpreted reasonably and generously. The formatting of the Bylaws (headings, bolding, underlining, indenting, etc.) is for ease of reading and should not affect the interpretation. The Board of Directors of the CLSA (hereafter the Board) is the final arbitrator of the interpretation of the Bylaws.

### Article 3 – Definition(s)

3.1 **Special Resolution:** Section 1 (d) of the *Societies Act* states that a special resolution is:

(i) a resolution passed

a. at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

b. by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.

(ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting or special meeting so agree, or

(iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

### Article 4 – Membership

4.1 **Classification of Members:** The categories are: a) Full Member, b) Associate Member, c) Life Member, d) Honourary Member.

4.1.1 Full Member: To become a full member, an individual must:

a) Be 55 years of age and over.

b) Pay the annual membership fee for Full Members.

4.1.2 Associate Member: To become an Associate Member, an individual must:

a) Be a spouse / partner of a Full Member and be under the age of 55 years.

b) Pay the annual Full Membership fee.

4.1.3 Life Member: To become a Life Member with all the privileges of a Full Member an individual must:

a) Be 85 years of age or over or as determined by the Board.

b) Have been a member for the past three consecutive years.

4.1.4 Honorary Members: An individual may become a Honorary Member by a majority vote of the Board recognizing the contributions of an individual to the Association.

#### 4.2 Membership Fees and Year

4.2.1 Membership Fees will be recommended annually by the Board and approved at the Annual General Meeting.

4.2.2 Membership Year is 1 January until 31 December of the same year.

#### 4.3 Rights and Privileges of Members:

4.3.1 Any member in good standing is entitled to:

- a) Receive notice of General Meetings of the Association.
- b) Attend and speak at General Meetings of the Association.
- c) Attend and observe regular Board meetings of the Association (see Article 6.1.6.5).
- d) Examine the books and records of the Association in the presence of the Board Secretary or Executive Director after reasonable notice within the Association's facility (see Article 7.7.1).
- e) Exercise other rights and privileges given to members in the Bylaws.

4.3.2 Voting rights are restricted to Full and Life Members in good standing who are eligible to vote at Annual General Meetings or Special Meetings.

4.3.2.1 Voting by eligible members can be conducted in-person or virtually by electronic means. Proxy votes are not allowed. Ballots (physical or electronic) can be employed for voting or voting can be conducted by visible means such as show of hands or holding up coloured cards. Electronic voting will be reserved for those instances where the Board of Directors believes a physical meeting presents health or safety risks to voting members. Note: to pass a special resolution like amending bylaws, voting must be in-person at a physical location according to the Societies Act.

4.3.3 A member is in good standing when:

- a) A member has paid membership fees in full, and
- b) Upholds the bylaws and policies of the Association.

4.3.4 A member may withdraw membership at any time by giving notice verbal or written to the Secretary or Executive Director and the Member's name will be removed from the register of membership.

4.3.5 A membership is terminated when:

- a) the member fails to pay the annual membership fee,
- b) the member dies,
- c) the member resigns by giving notice verbal or written,
- d) the member is expelled at the sole and absolute discretion of the Board, acting responsibly, and having regard to the purpose and objectives of the Association.

### Article 5 – Meetings of the Association

5.1 **Conducting Meetings:** All meetings of the Association are to be governed according to the most recent edition of Robert's Rules of Order.

#### 5.2 The Annual General Meeting

A majority vote is defined as fifty (50) percent plus one (1) of the votes cast by the voting members in attendance. This majority will decide each issue and resolution unless the resolution is a Special Resolution which requires a 75% majority. Amending bylaws requires a Special Resolution.

5.2.1 The Annual General Meeting of the Association must be held not later than the last day of March of each year. An Annual General Meeting may be held at a physical location or virtually by electronic means. A virtual Annual General Meeting is reserved for those instances where the Board of Directors believes a physical meeting presents health or safety risks to members. Note: according to the Societies Act, virtual meetings are not allowed to consider special resolutions like bylaw amendments.

5.2.2 The Board of Directors must give the membership twenty-one days' notice of the Annual General Meeting by newsletter, posters and electronically if available. The notice must state the place, date and time and any business requiring a Special Resolution.

5.2.2.1 No action taken at a General Meeting is invalid due to:

- a) accidental omission to give any notice to any member,
- b) any Member not receiving any notice, and
- c) any error in any notice that does not affect the meaning.

5.2.3 The Agenda of the Annual General Meeting must include:

- a) The Board's report on the previous year's activities.
- b) Presentation and approval of the audited financial statements and the report of the auditor for the year just completed.
- c) Appointing Auditors for the current year.
- d) Electing Board members as necessary.
- e) Approving membership fee increases.
- f) Considering any motions by any member provided notice received by the Board ten (10) business days prior to the Annual General Meeting.

5.2.4 The quorum for the Annual General Meeting is 25 members in good standing.

5.2.4.1 The General Meeting is cancelled if a quorum is not present within one-half hour after the set time. The meeting is rescheduled for one week later at same time and place. If a quorum is not present one-half hour after set time, the second meeting will proceed with those members in attendance.

**5.3 Special General Meetings:** The Board may call a Special General Meeting of the membership at any time to conduct business that requires the consultation and/or approval of the membership. Special General Meetings may be in-person at a location or virtual by electronic means. Special resolutions like bylaw amendments require in-person meetings at a physical location.

5.3.1 The Board of Directors must give the membership twenty-one days' notice of a Special General Meeting by newsletter, posters and electronically if available.

5.3.1.1 The notice must include place, date and time and the purpose of the Special Meeting. Only the matter(s) listed in the notice are considered at the Special Meeting.

5.3.1.2 Any accidental omission to give any notice to any member and any error in the notice that does not affect the meaning does not invalidate action taken at a Special Meeting.

5.3.2 The quorum for a Special General Meeting is 25 members in good standing. If a quorum is not present, follow rules as found in 5.2.4.1 for an Annual General Meeting.

## **Article 6 – Governance and Management of the Association**

### **6.1 Board of Directors**

6.1.1 The Board has overall responsibility for the Association. The Board may hire an Executive Director who is accountable to the Board to implement Board policy and manage day-to-day operations.

6.1.2 The authorities and duties of the Board include:

- a) Promoting the objects of the Association.
- b) Promoting membership in the Association.
- c) Maintaining and protecting the Association's assets and property.
- d) Approving an annual budget for the Association.
- e) Paying all expenses for operating and managing the Association.
- f) Investing money.
- g) Financing the operations of the Association and raising monies.
- h) Maintaining all accounts and financial records of the Association.
- i) Appointing legal counsel as necessary.
- j) Making policies, rules and regulations for operating the Association and its assets.
- k) Without limiting the general responsibility of the Board, delegating certain powers to an Executive Director of the Association or, if none, to the Executive Committee.

6.1.3 Composition of the Board: The Board has a maximum of twelve (12) Directors.

6.1.4 Election of Directors:

6.1.4.1 Any two members in good standing may nominate a member in good standing to stand for election to the Board. Nominations must be submitted to the Chair Nominating Committee by the end of February.

6.1.4.2 Eligibility for membership on the Board is not open to people having an ongoing commercial relationship with the Association.

6.1.4.3 At the Annual General Meeting, the voting members elect Directors to fill vacancies on the Board of Directors. The Board's duty is to present for consideration by the voting members the names of all those members seeking election to office. The Board will not call for nominations from the floor.

6.1.4.4 The newly elected Directors will serve a two (2) year term. After finishing one term those directors can stand for election for a second two (2) year term. Having served the maximum two consecutive terms, Directors are not eligible for re-election until two years have elapsed.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 In the event that a Board member is unable to complete his/her term of office, the Board is empowered to appoint a replacement from the general membership. The appointee will serve the term of the person replaced. If the Chair or Vice Chair positions fall vacant, the Board in a closed meeting must first determine if another Board member is prepared to stand for election to fill the position.

6.1.5.2 Voting members of the Association may remove a Director or Officer from office for due cause through a Special Resolution. A 75% majority vote is required of the votes cast by voting members present at a Special General Meeting called for that purpose.

6.1.5.3 The Board may remove a Director or Officer. A Board meeting must be called for such purpose and the Director subject to removal must be given twenty-one (21) days' notice and must recuse him/herself from the vote. Reasons for removal include:

- a) missing three consecutive meetings,
- b) an undisclosed conflict of interest or
- c) conduct detrimental to the Association.

6.1.5.4 A director may resign from office by giving written notice.

### 6.1.6 Meetings of the Board

6.1.6.1 The Board must meet at least eight (8) times a year. Board meetings may be in-person at a location or virtual through electronic means.

6.1.6.2 Meetings are at such times as may be decided by the Board.

6.1.6.3 Quorum for Board meetings is six (6).

6.1.6.4 All Board Members have one vote. The Chair does not have a second or casting vote in the event of a tie vote.

6.1.6.5 Meetings of the Board are open to Members of the Association but they cannot participate in the discussions unless invited to do so by the Board and cannot vote. A majority of the Directors present may ask Members to leave the meeting for any reason.

## 6.2 Officers

6.2.1 The Officers of the Association are the: Chair, Vice-Chair, Treasurer and Secretary.

6.2.2 Immediately following the Annual General Meeting, Directors must meet in a closed session to elect the Executive Officers.

6.2.3 The Chair and other Officers hold office for a two-year term. Officers after finishing one term can let their names stand for a second term which is the maximum.

## 6.3 Duties of the Officers of the Association:

### 6.3.1 Chair

- a) Supervises the affairs of the Board including supervising the Executive Director of operations.
- b) Chairs all meetings of the Association, the Board and the Executive Committee.
- c) Is an ex-officio member of all Board Committees, except the Nominating Committee.
- d) Acts as the spokesperson for the Association.
- e) Has responsibility for custody of the seal of the Association.
- f) Carries out other duties assigned by the Board.

### 6.3.2 Vice-Chair:

- a) Chairs meetings in the absence of the Chair. If the Vice Chair is absent the Directors elect a Chairperson for the meeting.
- b) Replaces the Chair at various functions when asked to do so by the Chair or the Board.
- c) Is a member of the Executive Committee.
- d) Carries out other duties assigned by the Board.

### 6.3.3 Treasurer:

- a) Makes sure all monies paid to the Association are deposited in a recognized financial institution chosen by the Board.
- b) Makes sure a detailed account of revenues and expenditures is presented to the Board as requested.
- c) Makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting.
- d) Is a member of the Executive Committee and is the Chair of the Finance Committee.
- e) Carries out other duties assigned by the Board.

### 6.3.4 Secretary

- a) Attends and keeps accurate minutes of all meeting of the Association, the Board and the Executive Committee.
- b) Makes sure minutes are filed.
- c) Has charge of the Board's correspondence.

- d) Makes sure notices of meetings are posted.
- e) Makes sure the following is filed with the Corporate Registry: amendments in the bylaws and other incorporating documents; the annual return; changes in the directors of the Association.
- f) Makes sure a record of names and addresses of all Members of the Association is kept.
- g) Carries out other duties assigned by the Board.

#### **6.4 Board Committees**

6.4.1 The Board may appoint standing and ad hoc Board committees as necessary and delegate such powers as necessary in pursuit of the Association's objects.

6.4.2 Board Committees whether standing or ad hoc are to have Terms of Reference. Minutes are to be taken and filed.

**6.5 Standing Committees:** The Board has the following standing committees: a) Executive Committee, b) Finance Committee, c) Nominating Committee and d) may establish other standing committees as necessary.

6.5.1 The Executive Committee

6.5.1.1 Consists of Chair, Vice-Chair, Treasurer and Secretary.

6.5.1.2 Responsible for:

- a) Planning agendas for Board meetings.
- b) Acting on behalf of the Board between meetings to address urgent issues.
- c) Reporting to the Board on actions taken between Board meetings.
- d) Carrying out other duties assigned by the Board.

6.5.2 The Finance Committee:

6.5.2.1 Consists of Treasurer, who is the Chair, and not more than four (4) other members of the Association.

6.5.2.2 Is responsible for:

- a) Overseeing the development of an annual budget.
- b) Recommending budget policies to the Board.
- c) Investigating and making recommendations to the Board for acquiring funds or assets.
- d) Recommending financial policies on disbursing and investing funds.
- e) Arranging the annual audit of the books.
- f) Reporting on the years' financial activities at the Annual General Meeting.
- g) Carrying out other duties assigned by the Board.

6.5.3 Nominating Committee:

6.5.3.1 Consists of up to two Board members and may include not more than three members in good standing.

6.5.3.2 Appointed by the Board before December 31 of each year and to conclude at the end of the Annual General Meeting by motion of dissolution.

6.5.3.3 Is responsible for:

- a) Posting notice of vacancies on the Board of Directors at least twenty-one (21) days prior to the Annual General Meeting.
- b) Preparing a slate of nominees for vacancies on the Board.
- c) Presenting the slate of nominees to the Annual General Meeting.



## 6.6 The Executive Director

6.6.1 The Board may hire an Executive Director to carry out assigned duties. The Executive Director acts as the administrative officer of the Board.

6.6.2 The Executive Director reports to and is accountable to the Board, and acts as an advisor to the Board and to all Board Standing Committees. The Executive Director has no vote at any meeting of a Board Committee.

## Article 7 – Finance and Management

7.1 **The Registered Office:** The Registered Office of the Association is located in Edmonton, Alberta.

### 7.2 Finance and Auditing

7.2.1 The fiscal year of the Association is the calendar year.

7.2.2 There must be an audit of the finances of the Association at least once a year. A qualified external accountant appointed at each Annual General Meeting must do the audit.

7.2.3 At each Annual General Meeting, the audited financial statements and the report of the auditor for the previous year must be presented for approval.

### 7.3 Seal of the Association

7.3.1 The Seal of the Association is under the custody of the Chair and the seal is to be kept in the office safe. The Seal can only be used by Officers authorized by the Board.

### 7.4 Cheques and Contracts of the Association:

7.4.1 Any two designated signees are required to sign all cheques drawn on the monies of the Association. Designated signees are the Chair, Vice-Chair, Treasurer, Secretary and Executive Director.

7.4.2 All contracts of the Association above an amount approved by a Board motion must be authorized by the Board and signed by two designated signees as per 7.4.1.

7.5 **Borrowing Powers:** The Association does not have borrowing powers.

### 7.6 Remuneration:

7.6.1 No Director or Officer of the Association can receive any remuneration for their services in the administration of the Association.

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

### 7.7 The Keeping and Inspection of the Books and Records of the Association

7.7.1 The Board maintains all necessary documents required by the Societies Act. Members wishing to review these documents must give reasonable notice to the Board Secretary or Executive Director for inspection at the registered office. Other records may be available for inspection unless the Board designates them as confidential.

## Article 8 – Amending the Bylaws

8.1 The bylaws may be rescinded, altered or added to by a Special Resolution. (See Article 3 for definition of Special Resolution.)

8.2 Changes to bylaws take effect after approval of the Special Resolution at the Annual General or Special General Meeting and accepted by the Corporate Registry of Alberta.

**Article 9 – Distributing And Dissolving the Association**

9.1 The Association does not pay any dividends or distribute its property among its members.

9.2 If the Association is dissolved by Special Resolution, any funds or assets remaining, after paying all debts, are to be paid to one or more non-profit organizations that benefit seniors and have objects similar to CLSA.

9.3 Members select by Special Resolution the non-profit organization(s) to receive the remaining assets.

**Article 10 – Protection and Indemnity of Directors and Officers**

10.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his/her role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

10.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in their role for the Association, unless the act is fraud, dishonesty or bad faith.

10.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.