



# **St. James-Assiniboia 55+ Centre**

## **By-Laws**

**2020 Revised  
(DRAFT)**

## MISSION STATEMENT

TO ENCOURAGE **OLDER ADULTS** TO IMPROVE THEIR QUALITY OF LIFE BY PROVIDING EDUCATIONAL, RECREATIONAL, HEALTH AND SOCIAL OPPORTUNITIES.

### Article 1-Name

- 1.01 The Organization shall be named **St. James - Assiniboia 55+ Centre, Inc.**
- 1.02 In the By-laws, the organization shall be referred to as the Centre.
- 1.03 The Centre shall be a non-profit, nonpolitical, **and** multi-purpose **service** Centre.
- 1.04 The Centre shall be duly registered and incorporated and have non-profit, charitable status.

### Article 11 – Philosophy

- 2.01 Aging is seen as a universal developmental process which individuals experience differently. An older individual should have the opportunity for continuous physical, mental, emotional and social development.
- 2.02 Mature individuals should have the right and responsibility to be involved in determining and influencing their own and their community's well-being.

### Article 111 – Purpose

- 3.01 The Centre is a community focal point on aging where older persons as individuals or in groups can come together for services and activities which enhance their dignity, support their independence and encourage their involvement in and with the community.
- 3.02 As part of a comprehensive community strategy to meet the needs of older persons, Centre programs will **be coordinated by the Centre.** The programs will consist of a variety of services and activities in such areas as education, creative arts, recreation, advocacy, leadership development, employment, health, nutrition, social **engagement** and other supportive services.

### Article IV – Goals

- 4.01 To provide a place conducive to the establishment of companionship and friendship which can reduce isolation and loneliness.
- 4.02 To provide opportunities that will challenge the intellectual capacities **of older adults** by stimulating the renewal of discarded hobbies and interests or by developing new pursuits.

- 4.03 To serve as an information and referral Centre where older adults can locate resources for personal development.
- 4.04 To give encouragement and support in the development of appropriate community resources with and for older adults.
- 4.05 To provide recreational activities in small and large groups.
- 4.06 To provide leadership opportunities for older adults.

### **Article V – Membership and Fees**

#### 5.01 MEMBERSHIP

- a) **Regular:** Any person 55 years or over or retired who subscribes to the mission, purpose and goals of the Centre may become a member upon payment of the required fee and completing an application for membership.
- b) **Associate:** Any individual who subscribes to the purpose and goals of the Centre but is not 55 years of age or retired may join as an associate member by paying the required fee and completing an application for membership. An associate member may hold office and be serve on the Board.
- c) The Centre may cancel the membership of any member who has violated the Centre's Culture Statement which is posted in the Centre.
- d) A member who chooses to resign from the Centre shall not receive a refund for the remaining period of their membership.

#### 5.02 FEES

- a) Membership fees shall be reviewed annually by the Board and recommendations presented at the annual general meeting for approval by the membership.
- b) Membership fees are for one year. Fees are due on the anniversary date of membership application.
- c) Membership fees must be paid up for a member to be eligible to vote at annual general meetings and special meetings of members of the Centre.

#### 5.03 ANNUAL GENERAL MEETING

- a) The Annual General Meeting shall be held within ninety (90) days following the fiscal year end.
- b) A quorum at the Annual General Meeting shall be a minimum of 10 members in good standing in attendance.
- c) Special meetings of the membership shall be held upon request made to the Secretary by at least ten percent (10%) of the membership, specifying, in writing, the purpose for which the meeting is to be called. Two (2) weeks' notice shall be given.

## **Article VI –The Board of Directors Policy and Management Functions**

### 6.01 RESPONSIBILITIES

- a) The Board shall establish goals and policies to ensure the Centre is managed in compliance with the terms of agreement with the funding body (WRHA: Winnipeg Regional Health Authority)
- b) The Board is ultimately responsible for plans, programs, financial management, personnel supervision and public relations for the Centre.
- c) The Board may invite additional individuals and/or committees, including non-members of the Centre on an ad hoc basis, to perform duties as designated by the Board.

### 6.02 COMPOSITION

- a) The Board shall consist of between nine (9) and thirteen (13) Directors. The Directors shall be elected to specific positions by the membership at the Annual General Meeting.
- b) All candidates must be members in good standing.
- c) A Director shall be elected for a two (2) year term and may be re-elected to the same or a new position.
- d) Directors shall not hold the same position for more than four (4) consecutive years (2 consecutive terms).
- e) A Director's term begins at the time of election.
- f) No Director shall hold more than one position at a time.

### 6.03 REPORTING

Directors shall provide written reports as required for Board Meetings and for the Annual General Meeting.

### 6.04 RESIGNATIONS

A Director may, by notice in writing addressed to the President, resign his or her position at any time.

### 6.05 VACANCIES

If a vacancy occurs for any reason, the Board may, by resolution, fill the vacancy, with a member in good standing, who will serve until the next Annual General Meeting. The member completing a vacancy shall be eligible to be nominated, elected and serve for a full term at the subsequent annual general meeting.

### 6.06 BOARD MEETINGS

- a) The Board shall hold a minimum of six (6) regular Board Meetings annually, the first meeting to be held within one month following the Annual General Meeting.
- b) A majority of members of the Board shall constitute a quorum.
- c) Special meetings of the Board shall be held at such times and places as the Board or the President shall determine; or in response to a request made to the Secretary by at least three (3) Directors specifying in writing the purpose for which the meeting is to be called. The Secretary shall call such a meeting. Three (3) days' notice must be given to Board members.

- d) In case of either the refusal of any member of the Board to attend or the absence of any member of the Board from three (3) consecutive meetings of the Board without leave, he or she may, upon resolution at any meeting of the Board, be declared to have ceased to be a member of the Board and to have forfeited his or her seat.
- e) Electronic Meetings. The Board may authorize a meeting by telephone conference or through other electronic communications media so long as all the members may simultaneously communicate with each other and participate during the meeting.
- f) Electronic Voting. If an urgent decision is required between regular Board meetings, the matter may be sent to Board members requesting their vote on the issue. The item and the electronic decision must be ratified at the subsequent Board meeting.

#### 6.07 STANDING COMMITTEES

The Board shall have two standing committees:

- Board Development Committee.
- Finance and Audit Committee

### **Article VII – Board of Director Positions and Responsibilities**

#### 7.01 COMPOSITION OF THE BOARD

The officers shall be a President, Past President, Vice President, Secretary, Treasurer, and four (4) to eight (8) Directors- at- Large.

7.02 The Executive Director shall be an ex officio member of the Board without vote.

7.03 The Board may appoint ex officio members to serve on the Board, without voting privileges.

#### 7.04 BOARD COMMITTEES:

The Board shall appoint at least two (2) Board members to serve on Standing and Ad Hoc Committees.

#### 7.05 The PRESIDENT shall:

- a) Preside at all meetings of the Board and the membership and preside over these meetings.
- b) Serve as ex officio member of all Board committees with the exception of the Nominating Sub-Committee of the Board Development Committee.
- d) Be one of the signing authorities for the Centre.

#### 7.06 The VICE PRESIDENT shall:

- a) Preside in the absence of, or at the request of, the President.
- b) Fill the unexpired term if a vacancy occurs in the office of the President
- c) Be one of the signing authorities for the Centre.

7.07 The SECRETARY shall:

- a) Record the minutes of all meetings of the Board and the Annual General Meeting.
- b) Ensure all Board documents including minutes, bylaws, policies are securely stored.
- c) Prepare correspondence as assigned by the Board.
- d) Be one of the signing authorities for the Centre.

7.08 The TREASURER shall:

- a) Be a member of the Finance & Audit Committee.
- b) Review monthly internal financial statements and bank statements.
- c) Monitor the budget monthly.
- d) Ensure the Annual Return is filed in time with Canada Revenue Agency (CRA).
- e) In consultation with the Executive Director, the President and the Chair of the Finance & Audit Committee, ensure the financial statements are prepared for grant applications.
- f) As required, consult with the Chartered Professional Accountant (CPA).
- g) Be one of the signing authorities for the Centre.

7.09 Director Responsibilities of all other positions can be found in Board Policy.

#### *Article VIII – Nominations*

8.01 A member wishing to be considered for nomination to the Board shall submit his or her name to the Board Development Committee Chairperson thirty (30) days in advance of the Annual General Meeting.

8.02 No person shall be nominated by the Board Development Committee without his or her consent first being obtained in writing.

8.03 At the Annual General Meeting, the Board Development Committee will present the slate of officers. Nominations for positions still vacant may be made from the floor, with the nominee's prior written consent having been obtained.

#### *Article IX – Elections and Voting Procedures*

9.01 Each member **in good standing** of the Centre shall have one vote.

9.02 Election of Directors shall be:

- a) By ballot unless there is only one (1) nominee in which case the nominee is elected by acclamation.
- b) **Conducted in accordance with the procedures established by the Board Development Committee.**

### 9.03 Voting Procedure

- a) Every motion shall be decided by a majority of votes of the members present unless otherwise required by the By-Laws.
- b) Motions shall be decided by a show of hands, unless a counted vote is demanded.
- c) Declaration by the Chairperson that a motion has been carried or not carried and an entry to that effect in the minutes shall be sufficient evidence without proof of number or the proportion of the votes recorded in favor of or against such motion.

9.04 The Chairperson may vote when the vote is by ballot. When the vote is by voice or show of hands, the Chairperson may vote only to break a tie or create a tie.

### Article X – Expenditures

10.01 No member of the Board or any other member of the Centre shall, without approval of the Board, incur any debt, obligation or liability for or on behalf of the Centre.

10.02 Once plans and funding submissions for a specific purpose have been approved by the Board, individual expenditures within identified limits in the approved plan do not require further Board approval.

10.03 The Board shall establish policies for management of Centre funds. Such policies shall be reviewed at least annually.

### Article XI – Signing Officers

11.01 For all financial transactions of the Centre, the signatures of any two (2) of five (5) signing officers, namely the President, Vice President, Secretary, Treasurer and Executive Director shall be required.

11.02 All other contracts, deeds and conveyances made or entered into by the Centre shall be executed in the name of the Centre by any two (2) of the President, Vice-President, Secretary, Treasurer and Executive Director.

### Article XII – Fiscal Year

12.01 The fiscal year shall be from April 1<sup>st</sup> – March 31<sup>st</sup>.

### Article XIII – Annual Financial Review

13.01 The Board at the Annual General Meeting shall appoint the audit firm for the Centre for the ensuing year

13.02 The Annual Financial Review Engagement report shall be submitted to the Board prior to the Annual General Meeting and then presented at the Annual General Meeting. This report shall be made available to funding sources and the public upon request.

#### **Article XIV - Confidentiality**

14.01 Due to the nature of the services provided by the organization, employees, volunteers, contractors and Board Members of the Centre must keep confidential all information relating to the organization, subject to any applicable laws and to any further Policies of the organization.

14.02 The Privacy Officer for the Centre is the Executive Director.

#### **Article XV – Conflict of Interest**

15.01 Employees, Volunteers and Board Members of the Centre shall at all times:

- a) Maintain the highest standard of integrity and impartiality.
- b) Act in good faith with a view to the best interests of the Centre.
- c) Be aware and vigilant of the need to avoid conflict of interest situations.
- d) Not use their position with the Centre for personal gain.
- e) Not disclose information to a third party that would place it in a position of advantage over the third party's competitors.

15.02 Employees, Volunteers and Board members shall report any conflict of interest in compliance with Centre and Board policy.

#### **XVI – Amendments to the Bylaws**

16.01 These By-Laws may be amended at the Annual General Meeting or Special Meeting of the Membership with previous notice and a two-third (2/3) vote

#### **Article XVII – Parliamentary Authority**

17.01 Robert's Rules of Order Newly Revised most recent edition shall apply on all questions of procedure and parliamentary law not specified in these by-laws.

#### **Article XVIII – Dissolution**

16.01 The Centre may be dissolved by two-thirds (2/3) vote of the members present at a special meeting called for that purpose.

16.02 Any funds and assets of the Centre remaining after satisfaction of its debts and liabilities shall be distributed only to donees as described in Registered Charities Act and the Income Tax Act. The donees' objectives must be closely in accord with those of the Centre, as determined by its members at dissolution.

REVISED AND PASSED at the City of Winnipeg in the Province of Manitoba, this xxx day of xxx A.C. 2020.

**PROVISO:**

If the revised bylaws are adopted, they will become effective immediately following the AGM with the proviso that the following will go into effect as of the AGM 2021:

Article VII Board of Directors Positions and Responsibilities

7.01 Composition of the Board

7.04 The Vice President

Article XI Signing Officers

11.01

11.02