



St. James-Assiniboia 55+ Centre

By-Laws

2012

as of May 26, 2012

MISSION STATEMENT

TO ENCOURAGE SENIORS 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 Senior 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, multi-purpose 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.
- 2.01 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 take place within and emanate from a facility. 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 and other supportive services.

Article 1V – 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 senior's intellectual capacities 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 seniors can locate resources for personal needs.
- 4.04 To give encouragement and support in the development of appropriate community resources with and for the elderly.
- 4.05 To provide opportunities to increase knowledge.
- 4.06 To provide recreational activities in small and large groups.
- 4.07 To provide senior leadership opportunities.

Article V – Membership and Fees

5.01 MEMBERSHIP

- a) Any person 55 years or over or retired who subscribes to the purpose and goals of the Centre may become a member upon payment of the required fee, and filing of an application for membership.
- b) 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 filing of an application for membership. An associate member may hold office and be on the Board.
- c) The Board may at any time by a seventy-five percent (75%) majority vote cancel the membership of any member and must state a reason for the cancellation (refer to Board Policy).

5.02 FEES

- a) Membership fees are to be reviewed by the Board and recommendations presented at annual 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 to be eligible to vote on the business affairs of the Centre.

5.03 ANNUAL GENERAL MEETING

- a) The Annual Meeting shall be held within ninety (90) days following the fiscal year end.
- b) A quorum at the Annual General Meeting shall be at least 30 voting members in attendance.
- c) Special meetings of the membership shall be held upon request made to the Recording 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 ensuring the Centre is managed in accordance with Senior Centre Standards.
- b) The Board as a group, is ultimately responsible for plans, programs, financial management, personnel supervision and publicity 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 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. Directors shall not hold the same position for more than four (4) consecutive years.
- d) A Director's term begins at the time of election.

6.03 REPORTING

Directors shall provide written reports 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 shall occur 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.

6.06 BOARD MEETINGS

- a) The Board shall hold a minimum of six (6) monthly Board Meetings annually, the first meeting to be held within the month following the Annual General Meeting.
- b) A quorum of fifty (50% +1) of members of the Board must be present before a Board' meeting can be considered official.
- 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 Recording Secretary by at least three (3) Directors specifying in writing the purpose for which the meeting is to be called. The Recording Secretary shall call such a meeting. Three (3) days notice must be given.

- d) The Board shall establish a day or days in any month for regular meetings of the Board.
- e) 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.

6.07 STANDING COMMITTEES

The Centre will have two standing committees:

- Nominating Committee
- Finance and Audit Committee

6.08 CONFIDENTIALITY

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.

The Privacy Officer for the Centre is the Executive Director.

6.09 CONFLICT OF INTEREST

Employees 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 its competitors.

Article VII – Board of Director Positions and Responsibilities

7.01 COMPOSITION OF THE BOARD

The Board of the Centre shall be made up of President, Past President, 1st Vice President, 2nd Vice President, Treasurer, seven (7) Directors- at- Large and a Recording Secretary.

The Executive Director is an ex officio member of the Board.

7.02 Directors shall form committees of at least two (2) Centre members as required.

7.03 PRESIDENT

- a) Shall call all meetings of the Board and preside over these meetings.
- b) Shall prepare agendas in consultation with the Executive Director.
- c) Shall sit as ex officio member of all Board committees with the exception of the Nominating Committee.
- d) Shall present the Annual Report to the membership at the Annual General Meeting.
- e) Shall create a positive atmosphere at meetings which allows the Board to work harmoniously and decisively together so that all members participate.
- f) Shall cast the deciding vote in the case of a tie.
- g) Shall be one of the signing authorities for the Centre.

7.04 TREASURER

- a) Shall be a member of the Finance & Audit Committee.
- b) Shall ensure approved bills that have been initiated by the Executive Director are paid at an appropriate time.
- c) Shall ensure employee cheques are issued once the accountant has submitted the pay stubs.
- d) Shall arrange for deposits of cash/cheques in the bank account bi-weekly.
- e) Shall review monthly internal financial statements and bank statements.
- f) Shall monitor the budget monthly.
- g) Shall ensure the Annual Return is filed in time with CRA.
- h) In consultation with the Executive Director, the President and the Chair of the Finance & Audit Committee, will ensure the financial statements are prepared for grant applications.
- i) As required, will consult with the Certified General Accountant and the Auditor.
- j) Shall be one of the signing authorities for the Centre.

Note: 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 Nominating Chairperson thirty (30) days in advance of the Annual General Meeting.
- 8.02 No person shall be nominated by the Nominating Committee without his or her consent first being obtained in writing.
- 8.03 At the Annual General Meeting, the Nominating 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 eligible member of the Centre shall have one vote.
- 9.02 Election of Directors shall be by ballot unless there is only one (1) nominee in which case the nominee is elected by acclamation.
- 9.03 Election of members to the Board shall be by ballot in cases where a number of candidates have been nominated for a position. In such cases, the candidate receiving the highest number of votes shall be declared elected.
- 9.04 In event of there being two (2) candidates nominated for any position and upon a vote being taken it is found that the said candidates have received an equal number of votes cast, the Chairperson conducting the meeting shall cast the deciding ballot.
- 9.05 In the event of there being more than two (2) candidates nominated for any position and upon a vote being taken it is found that none of the said candidates has received a majority of the votes cast, the candidate receiving the lowest number of votes shall be eliminated and a further ballot shall be taken on the remaining candidates nominated and so on, until one (1) of the candidates nominated shall have received a majority of the votes cast. Such candidate will then be declared elected to the position in question.
- 9.06 Every motion shall be decided by a majority of votes of the members present unless otherwise required by the By-Laws. Every motion shall be decided in the first instance by a show of hands. Unless a poll is demanded, a 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.
- 9.07 In case of an equality of votes at any meeting whether upon a show of hands or a poll, the Chairperson must cast the deciding vote.
- 9.08 In voting on business matters at Board meetings a simple majority shall carry the decision.

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 Amounts to be paid on behalf of the Centre shall be paid by cheque of the Centre and a receipt obtained for the same.
- 10.04 The Centre, as a registered charity, may gift only to qualified donees as described in Registered Charities Act and the Income Tax Act.

Article XI – Signing Officers

- 11.01 For all financial transactions of the Centre, the signatures of any two (2) out of five (5) signing officers, namely the President, 1st Vice President, 2nd Vice-President, Treasurer and Executive Director shall be required.
- 11.02 All other contracts, deeds and conveyances made or entered into by the Centre shall be only executed in the name of the Centre by any two (2) of the President, 1st Vice-President, 2nd Vice President, Treasurer and/or Executive Director.

Article XII – Fiscal Year

- 12.01 The fiscal year shall be from April 1st – March 31st.

Article XIII – Auditor

- 13.01 The Board at the Annual General Meeting shall appoint the Auditor for the Centre for the ensuing year.
- 13.02 The auditors 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 – Amendments

- 14.01 These By-Laws may be amended at the Annual General Meeting by a two-third (2/3) majority of the members present and voting. Any proposed amendments must be provided to the membership for examination together with the notice of the meeting at which they are to be considered.

Article XV – Parliamentary Authority

15.01 Robert’s Rules of Order Newly Revised shall apply on all questions of procedure and parliamentary law not specified in these by-laws.

Article XVI – 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 26th day of May A.C. 2012.
