

SENIORS ASSOCIATION KINGSTON REGION

BY-LAWS January 2021

I. MEMBERSHIP

1. Any individual who subscribes to the Objects of the Seniors Association Kingston Region (hereafter called the Association), as expressed in the Letters Patent issued by the Lieutenant Governor of Ontario, and the mission statement adopted by the membership, shall become a member upon payment of the annual membership fee. An individual who fails to pay his/her renewal of the annual membership fee within forty-five (45) days of receiving notice loses voting privileges and ceases to be a member.
2. A member may, by majority of vote by the Board of Directors, be expelled for behaviour or comment or conduct detrimental to the objectives and image of the Association.
3. Notwithstanding article I-2, any member who has been expelled may apply in writing for reinstatement after one (1) year and be reinstated by a majority vote by the Board of Directors.

II. BOARD OF DIRECTORS

1. The Association shall be governed by a Board of Directors composed of a minimum of nine (9) elected members and the Past President. The Executive Director shall be an ex-officio, non-voting member of the Board and of all Committees of the Board.
2. Directors shall be elected for a two-year (2-year) term of office.
3. Subject to the foregoing:
 - a) No member shall stand for election to the Board for more terms than will constitute six (6) consecutive years of service, providing however, that following a break of one (1) year, the member may stand for re-election.
 - b) A member elected as President may, at the discretion of the Board, have his/her term extended for one (1) year to fulfill his/her obligation as President.
4. Nominations for Director shall be made by the Board of Directors upon recommendation of the Governance Committee. The Governance Committee shall be open to receive nominee names from the general membership. Nominations by the general membership must be received by the Governance Committee at least forty-five (45) days prior to the Annual General Meeting. To be nominated, the nominee must signify, in writing, a willingness to serve and abide by the "Board of Directors Policy

Manual".

5. The Directors shall be elected by the general membership at the Annual General Meeting.

6. The Board of Directors primary responsibility is to govern the organization in accordance with the Letters Patent of its incorporation and any legal requirements under which it acts.

7. The Board is specifically charged with the duty to elect, from amongst their number, the Officers and appoint the Chairs of all Corporate and Ad Hoc Committees.

8. In the event that the Past President is unable, for any reason, to complete his/her term of office the position shall remain unfilled until such time as the current President becomes Past President.

9. In the event that a Director is unable, for any reason, to complete his/her term of office then the Board may appoint a replacement to serve the balance of the current year. For any remaining years in the original term the appointee will be required to have his/her name stand for election by the membership at the next Annual General Meeting.

10. A member of the Board of Directors may, by a resolution passed by two-thirds (2/3) of the members of the Board of Directors, be removed from office for cause before the end of his/her term of office. Notice must be given to all Directors specifying the intention to pass such resolution, at least twenty-one (21) days prior to the date of the meeting of the Board of Directors at which the resolution will be put before the Board.

11. The Board shall, for all Committees of the Board, determine the terms of reference.

III. OFFICERS

1. There shall be four (4) Officers of Association namely: President, Vice-President, Corporate Secretary and Treasurer.

2. In alternating years, the Board of Directors, at its first meeting following the Annual General Meeting, shall elect from amongst its members a President to serve a two-year term. If the office of President becomes vacant during the course of the two-year appointment, the Board of Directors shall, at its next meeting, elect from amongst its members, a President to serve the balance of the two-year term.

3. At its first meeting following the Annual General Meeting, the Board of Directors shall from amongst its members elect a Vice-President, a Corporate Secretary and a Treasurer each for a one-year term.

4. To be eligible to serve as an Officer a Director should have served one (1) full year on

the Board.

IV. DUTIES OF OFFICERS

1. President

- a) Provides leadership and guidance to the Board of Directors, the Executive Director and the Corporate and Ad Hoc Committees of the Board to ensure timely compliance with their respective terms of reference.
- b) Acts as the Chair of both the Board and the Executive Committee and oversees preparation of the agendas.
- c) Is an ex-officio member of all Corporate and Ad Hoc Committees.
- d) Reports to the Board for the Executive Committee.
- e) Represents and speaks for the Association.

2. Vice-President

- a) Acts for the President and performs any duty of that office when so delegated.
- b) Chairs the Governance Committee.

3. Corporate Secretary

- a) Records, or causes to be recorded, the minutes of the Annual General Meeting, General Membership Meetings, Board of Directors meetings and Executive Committee meetings and arranges for the timely distribution of copies of those minutes.
- b) Oversees the handling of all correspondence concerning the Board of Directors itself and "in camera" or confidential Board matters and the maintenance of such Board files.
- c) Ensures information is communicated from the Board to the membership.
- d) Files, or causes to have filed, the documents which constitute the corporate record.

4. Treasurer

- a) Chairs the Finance Committee.
- b) Reports to the Board of Directors on behalf of the Finance Committee.
- c) Presents the audited financial statements to the Annual General Meeting and recommends the appointment of auditors for the next year.

V. CORPORATE COMMITTEES

1. There shall be four (4) Corporate Committees, an Executive Committee, a Finance Committee, a Governance Committee and a Fundraising Committee.
2. The Executive Committee shall be composed of the President, the Vice-President, the Corporate Secretary and the Treasurer.
3. The Finance Committee shall be composed of the Treasurer as chair and a minimum of six (6) members, three (3) of whom will be directors appointed by the Board and a minimum of three (3) non-Board members recommended by the chair and approved by the Board.

4. The Governance Committee shall be composed of the chair who is a director and a minimum of four (4) members, two (2) of whom will be directors appointed by the Board and a minimum of two (2) non-Board members recommended by the chair and approved by the Board.

5. The Fundraising Committee shall be composed of the chair who is a director and other such members as the Board of Directors may appoint on the recommendation of the chair to ensure that the Committee has the appropriate expertise.

6. Executive Committee

a) Acts for the Board only in situations where a Board decision is required, but in the opinion of the President, a Board meeting cannot be convened to deal with the issue within a time constraint. All actions of this committee are subject to approval of the Board at its next meeting and shall be recorded in the next Board meeting minutes.

b) Acts on behalf of the Board on personnel matters specific to the Executive Director.

7. Finance Committee

a) Ensures the organization keeps financial records in compliance with all appropriate policies and legislation.

b) Proposes policy related to finances.

c) On behalf of the Board oversees the annual financial audit.

d) Causes to be prepared for presentation at each meeting of the Board the financial reports in such detail as to reveal the financial position of the Association.

e) Reviews the proposed annual budget and presents the budget to the Board for approval.

8. Governance Committee

a) Serves as the Nominating Committee to ensure continuity of leadership and sound operation of the organization.

b) Ensures the Board and Committees follow appropriate procedures in their work according to the By-Laws, to relevant legislation, and to the accepted principles of good governance.

c) Proposes policy related to governance and nominating.

d) Regularly reviews the By-Laws and, when appropriate, recommends to the Board any additions and/or revisions.

9. Fundraising Committee

a) Assists the Board in setting policy for and directly supporting the fundraising activities in support of the programs, projects and activities of the association.

10. Non-Board committee members shall be appointed by the Board of Directors for a 2 year term of office, and may be reappointed by the Board for a maximum of 6 years and may be reappointed following a break of one year. The Board may permit an extension of non-members in specific cases, on recommendation of the Committee Chairs.

VI. AD HOC COMMITTEES

1. Ad Hoc Committees shall be created by the Board to carry out assigned tasks and shall be comprised of any number of members. Such committees are dissolved upon completion of the task.
2. The Board shall appoint the chair from amongst its members.
3. The Board shall appoint the other members of an Ad Hoc Committee a minimum of two of whom shall be Board members.

VII. MEETINGS AND NOTICES

1. The Annual General Meeting of the Association shall be held within six (6) months of the end of the fiscal year at a time and place to be determined by the Board of Directors.
2. Special General Meetings may be called by the Board or must be called on written request signed by one hundred (100) members and delivered to the President and Secretary.
3. Notices of the Annual General Meeting shall be deemed to be served if published in the Association's newsletter for the two (2) months immediately prior to the month of the meeting and of Special General Meetings, one (1) month prior to the month of the meeting. Notices, accompanied by the reason for the meeting, the agenda and timely reports from the Officers and Committee Chairs as befits the meeting purpose, shall be available in the Association offices ten (10) days prior to any General Meeting.
4. Meetings of the Board of Directors shall be held a minimum of six (6) times per year on a regular date to be determined by the Board for which no notice need be given.
5. Special meetings may be called by the President or the Executive Director or if requested in writing by at least three (3) Directors, but subject to a notice requirement of two (2) business days.

VIII. RULES OF ORDER, QUORUMS AND VOTING

1. The conduct of all General Meetings and meetings of the Board of Directors and Committee meetings shall be governed by "Bourinot's Rules of Order".
2. The quorum for all General Meetings of the Association shall be twenty-five (25) members.
3. The quorum for meetings of the Board of Directors shall be a majority of Directors. If

a quorum be not present thirty (30) minutes after the time appointed, the meeting shall stand adjourned.

4. For decisions required of the Board between regularly scheduled meetings the use of electronic transmission, that is e-mail and fax, for an "Electronic Motion" may be used with the concurrence of the President and/or Executive Committee. A quorum for such decisions shall be deemed to be the full board. All communications for an "Electronic Motion" must include all board members. Such motions, carried, lost or tabled, must be included in the minutes of the next Board Meeting.

5. Unless otherwise provided in the Letters Patent or these By-Laws, motions shall be carried by an affirmative vote of a majority of those voting.

6. The chair shall vote, but in the event of a tie, the motion is defeated.

IX. FINANCE AND AUDIT

1. The signing authority of the Association shall be any two (2) of the following: President, Vice-President, Corporate Secretary, Treasurer and Executive Director.

2. The Association's fiscal year shall be August 1 to July 31.

3. The auditors shall be appointed at each Annual General Meeting by a majority vote. Such auditors shall not be a member or employee of the Association.

4. Electronic payments will be reviewed and approved monthly by any two (2) signing offices of the Association.

X. BY-LAW AMENDMENTS

1. Proposed amendments to the By-Laws of the Association shall first be approved by the Board of Directors with two-thirds of the members at the meeting voting in favour of the proposed change(s).

2. Notice of intent to present Board approved proposed amendments of the By-Laws of the Association to the members for approval at an annual or special general meeting of the members shall be deemed to be served if such notice is published in the two (2) issues of the Association's newsletter appearing immediately preceding the Annual General Meeting or the Special Meeting. The proposed revision(s) shall be posted in the Seniors Centre thirty (30) days prior to the Annual General or Special General Meeting.

3. No proposed amendment shall take effect unless approved, or further amended and approved, by an affirmative vote of a minimum of two-thirds of the members present at the Annual General Meeting or at a Special General Meeting.

Document approved by the Board of Directors – November 2004
Approved by the Membership – March 2005
Revisions approved by the Board of Directors – November 2006
Approved by the Membership – March 2007
Revisions approved by the Board of Directors – November 2009
Approved by the Membership – March 2010
Revisions approved by the Board of Directors – November 2011
Approved by the Membership – March 2012
Revisions approved by the Board of Directors – August 2015
Approved by the Membership – March 2016
Revisions approved by the Board of Directors – July 2016
Approved by the Membership – October 2016
Revisions Approved by the Board of Directors – September 2020
Approved by the Membership – January 2021