

EDMONTON SENIORS COORDINATING COUNCIL BY-LAWS

ARTICLE 1. PREAMBLE

1.1 Name

The name of the Society shall be the EDMONTON SENIORS COORDINATING COUNCIL (in these By-laws called the “Coordinating Council”).

ARTICLE 2. INTERPRETATION

2.1 Definitions

- 2.1.1 “Act” means the Societies Act, R.S.A. 2000, c. S-14 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-Laws of the Society to the provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- 2.1.2 “Board” means the Board of Directors of the Coordinating Council.
- 2.1.3 “By-Laws” means the By-laws of the Coordinating Council as amended from time to time.
- 2.1.4 “Chair” refers to the individual duly elected or appointed to hold the Office of Chair.
- 2.1.5 “Director” means an individual who has been duly elected or appointed to the Board.
- 2.1.6 “Officer” means an individual who has been duly elected or appointed to hold one of the Offices of the Coordinating Council as outlined in the By-Laws.
- 2.1.7 “Seniors” are people, who are fifty-five (55) years or older.
- 2.1.8.i “Senior-serving organizations” are charities or not-for-profit organizations incorporated under appropriate statutes of Alberta or Canada or of any other jurisdiction and authorized to operate in Alberta that provide social and recreational programs and/or social support services for Edmonton’s aging population.
- 2.1.8.ii “Supportive organizations” are organizations that have an interest in the delivery of services to seniors’ and do not meet the criteria in 2.1.8.i (i.e. for-profit organizations or organizations based outside of Edmonton).
- 2.1.8.iii “Members at large” are individuals or honorary appointees that have an interest in the delivery of supports and services to seniors.

2.2 Interpretation

Except as in Section 2.1, all terms contained in the By-Laws of the Coordinating Council that are defined in the Act or regulations shall have the meaning given to such terms in the Act or regulations. Words denoting the singular number include the plural and the converse shall also apply. Words denoting gender include gender men and women, transgender men and women, and non-binary persons. Words denoting a person include a body corporate.

2.3 Headings

The heading preceding the clauses of the By-Laws have been inserted for convenience of reference only and shall not be considered or taken into account to constrain the terms or provisions of the By-Laws, nor deemed in any way to qualify, modify, or explain the effect of any such terms or provisions.

ARTICLE 3. GOVERNANCE

3.1 The Board of the Coordinating Council is empowered to:

- 3.1.1. Establish and revise policy, carry out the business, and take such appropriate action as is necessary to further the objectives of the Coordinating Council;
- 3.1.2 Delegate authority and responsibility for implementation of the policies of the Coordinating Council to an Executive Director;
- 3.1.3 Ensure policies of the Coordinating Council are implemented;
- 3.1.4 Report fully to the membership annually; and,
- 3.1.5 Establish Board committees and delegate duties as appropriate.

ARTICLE 4. MEMBERSHIP

4.1 Categories of Membership

- 4.1.1 Membership by a senior-serving, or supportive organization, or individual, in the Coordinating Council shall be by application affirming agreement with the Coordinating Council's vision and mission, the criteria of membership in 2.1.8, and the payment of the membership fee.
- 4.1.2 Membership in the Coordinating Council shall be of three categories:
 - 4.1.2.i Senior-Serving organization as defined in 2.1.8.i;
 - 4.1.2.ii Supportive Organization – as defined in 2.1.8.ii;
 - 4.1.2.iii Member at Large – as defined in 2.1.8.iii.
- 4.1.3. Any dispute on membership category shall be adjudicated by the Board.

4.2 Membership Year

The membership year shall be the calendar year: January 1 to December 31.

4.3 Membership Fees

Membership fees for the Coordinating Council shall be determined by the Board and reviewed annually. Any recommended changes shall be approved at the next Annual General Meeting. The Board, in its absolute discretion, may waive the fee for any member.

4.4 Cancellation of Membership

Any member may at any time withdraw membership in the Coordinating Council by written notice to the Chair of that effect.

Any member shall cease to be a member of the Coordinating Council when notified of failure to pay the annual membership fee to the Coordinating Council.

4.5 Ceasing to Be A Member

A member ceases to be a member on:

(a) Failure to pay dues as outlines in 4.2; or

(b) Giving notice in writing to the Council of their intention to withdraw from membership and ceases to be a member on the date specified in that notice or its earlier acceptance by the Board; or

(c) Membership being cancelled for just cause by a resolution of not less than 75% of the voting members present at a general meeting. The member who is the subject of the resolution must be given at least seven (7) days notice personally or by mail to the last address recorded in the register of ESCC members. A member named in the notice is entitled to be heard on the resolution at the meeting.

ARTICLE 5. MEETINGS

5.1 Meetings

The Coordinating Council shall hold an **Annual General Meeting** on or before the 30th day of April in each year.

A **Special Meeting** of the Coordinating Council may be called by the Board at their discretion or upon receipt of a petition signed by at least 10% of the members in good standing and stating the reason(s) for requesting such a meeting.

A **General Meeting** may be called by the Board to provide reports, to seek advice and direction from the membership, and to discuss issues of the Coordinating Council or public concern.

5.2 Virtual Meetings

5.2.a. Regular, special, annual and committee meetings of the ESCC may be conducted using any means, or combination of means, of communication by which all members participating in the meeting can hear each other simultaneously during the meeting.

5. 2.b. A member participating in a meeting by these means is deemed to be present in person.

5.2.c. Notice of meetings may be given by email, mail, telephone, text message or fax.

5.2.d. Voting, to include ballot votes, may be done electronically or by show of hands.

ARTICLE 5.3: Notice of Meetings

Notice shall be given in writing or electronically to the last known address of each member at least twenty-one (21) days prior to the date of the Annual General Meeting; written notice to the last known address of each member shall be ten (10) days prior to Special and General meetings.

ARTICLE 5.4: Quorum

For all purposes, the quorum of the Annual, General or a Special Meeting shall be members present, representing not less than 50% plus one of the voting members of the Council. No business shall be transacted at a General Meeting unless the requisite quorum shall be present at the commencement of the business.

ARTICLE 6. VOTING

6.1 Any senior-serving organizational member as defined in Section 2.1.8.i, and any supportive organizational member as defined in section 2.1.8.ii, shall have the right to vote and present motions at any Annual, General or Special meeting of the Coordinating Council.

6.2 Voting at any Annual, General or Special meetings of the Coordinating Council may be in person or by electronic means by an individual designated by a member organization and not by proxy. Vote may be by show of hands, by paper/electronic ballot if requested by 50% of the voting members present.

6.3 At any Annual, General or Special meetings of the Coordinating Council, member, as defined in Section 2.1.8.i and 2.1.8.ii may designate one representative to vote on its behalf.

ARTICLE 7. THE BOARD

7.1 Composition of the Board

- 7.1.1 There shall be a Board of Directors comprising up to eighteen (18) members elected by the membership with a minimum of five (5) members. A minimum composition of the board ideally includes the three categories of membership (as defined in 7.1.2).
- 7.1.2. The majority of the board members should be from senior serving organizations with the remainder from supportive organizations and/or members-at-large (as defined in 2.1.8). Regardless of their affiliation, the appointed Directors' role is to represent the best interests of seniors and the organizations that serve and support seniors.
- 7.1.3. The Board may designate *ex-officio* members to serve in advisory roles and shall review their membership on an annual basis.
- 7.1.4. Regardless of Section 6.3 members at large, as defined under 2.1.8.iii, who have been elected to the Board have the right to vote and present motions at Annual, General or Special meetings of the Coordinating Council and of the Board.

7.2 Nominations

- 7.2.1 Any designated representative of Member organizations, as defined under 2.1.8 may be nominated for the Board of the Coordinating Council.
- 7.2.2 A Nominating Committee shall be appointed each year by the Board to solicit and review nominations submitted for open positions and, in the event insufficient nominations have been made, to make additional nominations, as well as to assure a proper number and distribution of nominations. The Nominating Committee shall be responsible for ensuring all nominees are willing to serve.

7.3 Elections to the Board

- 7.3.1 The Board shall be elected at the Coordinating Council's Annual General Meeting.
- 7.3.2 A Director shall be elected to serve a three-year term on the Coordinating Council. Initial terms shall be staggered to ensure continuity. A change in the Director's membership category does not change the duration of a three-year term.
- 7.3.3 Any Director may be elected to a second three-year term. A third term may be served following a one-year absence from the Board.

7.4 Meetings of the Board

- 7.4.1 The Board shall meet a minimum of six (6) times per year.
- 7.4.2 Meetings of the Board shall be called a minimum five (5) business days notice.
- 7.4.3 A quorum at any Board meeting shall comprise a minimum fifty per cent (50 %) of those duly elected Directors.

7.5 Resignation of Directors

- 7.5.1 Any Director may resign from the Board by written notice to the Chair to that effect.

- 7.5.2 In the event of the withdrawal of a Director, the remaining Directors of the Board shall have the authority to appoint an interim Director to complete the vacated Board member's term.

7.6 Duties of Board Members

- 7.6.1 Board members shall attend regular and special meetings of the Board.
- 7.6.2 Board members shall contribute to the work of the Board by working on one or more committees as needed.
- 7.6.3 Directors who are unable to attend a meeting shall inform the Chair of the Board, or the Executive Director.
- 7.6.4 When a Director is absent for three (3) consecutive meetings without reporting to the Chair, that Director's membership on the Board may be terminated.
- 7.6.5 A resolution must be passed by three-quarters (3/4) of the remaining Directors for the purpose of terminating a Director for just cause.

ARTICLE 8. OFFICERS OF THE BOARD

8.1 Officers of the Board

The Officers of the Board shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. There may be other Officers as deemed necessary by the Board.

8.2 Election of Officers of the Board

- 8.2.1 Officers of the Board shall be elected from among its members at the first Board meeting following the Annual General Meeting of the Coordinating Council.
- 8.2.2 An elected Officer shall hold office for a minimum term of one (1) year or until a successor takes office but may not hold the same office for more than three (3) consecutive years.

8.3 Duties of the Chair

- 8.3.1 Shall develop agendas for, and preside at meetings of, the Board and at the Annual General Meeting of the Coordinating Council.
- 8.3.2 Shall be as fully informed as possible with the work of the Coordinating Council and be a spokesperson for the Board.
- 8.3.3 Shall be an *ex-officio* member of all committees of the Board.
- 8.3.4 Shall, together with other Board Officers, provide leadership to the Board.

8.4 Duties of the Vice-Chair

- 8.4.1 Shall act in the absence of the Chair.
- 8.4.2 Shall learn the duties of the Chair and keep informed on key issues.
- 8.4.3 Prepares to serve as future Chair.

8.5 Duties of the Secretary

- 8.5.1 Shall attend all meetings of the Coordinating Council and the Board and keep accurate minutes of these meetings.
- 8.5.2 Shall maintain a current list of Coordinating Council Members, including authorized representatives.
- 8.5.3 Shall notify the membership of meetings and distribute minutes and other relevant materials to Board members.
- 8.5.4 The above duties (8.5.1 to 8.5.3) may be delegated to a Director or staff member at the discretion of the Board.

8.6 Duties of the Treasurer

- 8.6.1 Shall be responsible for maintaining/overseeing systems of financial management and internal control that give consideration to costs, benefits and risks and are executed according to established financial practices.
- 8.6.2 Shall be responsible for all monies paid to the Coordinating Council and for overseeing deposits into the financial institution selected by the Board of the Coordinating Council.
- 8.6.3 Shall be responsible for the preparation/oversight and presentation of an annual budget for each calendar year and a detailed account of receipts and disbursements to the Board whenever required.
- 8.6.4 Shall have an audited financial statement prepared for submission to the Annual General Meeting.

ARTICLE 9. COMMITTEES

9.0 Standing Committees

May be established by the Board to carry out the work of the Coordinating Council.

9.1 Executive Committee

- 9.1.1 The Executive Committee of the Board shall be comprised of the Chair, Vice-Chair, Secretary, and Treasurer and any other Director as deemed appropriate by the Board.
- 9.1.2 The Executive Committee shall, within the framework of policy decided at Board meetings, carry out the work of the Board between meetings. Three members present at any meeting shall constitute a quorum. The Board shall receive regular reports on all transactions carried out between meetings.
- 9.1.3 The Executive Committee shall meet at the call of the Chair.

9.2 Governance Committee

The Governance Committee shall make recommendations to fill vacant Board positions at the Annual General Meeting of the Coordinating Council. The Governance Committee shall strive for regional balance and organizational diversity

on the Board.

9.3 Ad Hoc Committees

May be established from time to time by the Board to carry out the work of the Coordinating Council as needed.

ARTICLE 10. FINANCIAL AND MANAGEMENT MATTERS

10.1 Fiscal Year and Audit

- 10.1.1 The administrative and fiscal year of the Coordinating Council shall be the calendar year, ending December 31st.
- 10.1.2 All financial records shall be kept according to generally accepted accounting procedures for charities and not-for-profits.
- 10.1.3 The books and accounts of the Coordinating Council shall be audited each year by a Chartered Professional Accountant.
- 10.1.4 A complete and proper audited statement of the financial records for the previous year shall be presented at the Annual General Meeting of the Coordinating Council.

10.2 Books and Records

- 10.2.1 The books, accounts and records in the public domain of the Coordinating Council may be inspected by any member after giving reasonable written notice to the Treasurer who will then arrange a time suitable to both parties.
- 10.2.2 All books, accounts, and records shall be housed in the office of the Edmonton Seniors Coordinating Council.
- 10.2.3 Appropriate security measures will be undertaken to ensure the protection of records.

10.3 Signing Officers

Two (2) authorized signatures are required on all cheques or disbursements, at least one must be a member of the Executive Committee (Chair, Vice-Chair, Treasurer or Secretary).

10.4 Borrowing Powers

For the purpose of carrying out its objectives, the Board of the Coordinating Council may borrow or raise or secure the payment of money in such manner as it sees fit.

ARTICLE 11. CUSTODY AND USE OF SEAL

The Secretary shall have charge of the seal of the Coordinating Council, which seal, whenever used, shall be authenticated by the signatures of the Chair and/or the

Secretary.

ARTICLE 12. REMUNERATION

Members of the Board of Directors and all sub-committees of the Board of Directors shall serve without remuneration.

ARTICLE 13. BY-LAW REVISIONS

The By-laws may be rescinded, altered, or added to by a special resolution passed by a majority of not less than three-fourths (3/4) of such members entitled to vote as are present in person, at an Annual General Meeting. One (1) months' notice specifying the intention to propose the resolution must be given.

ARTICLE 14. LIABILITY OF DIRECTORS

No Director or Officer of the Society shall be liable for the acts, neglect, or default of any other Director or Officer or Employee or for any loss, damage, or misfortune that may happen in the execution of the duties within the scope of any office or trust in relation hereto unless the same shall happen by or through a willful act or default of the Director or Officer or Employee.

ARTICLE 15. TERMINATION OF SOCIETY

In the event of dissolution of the Coordinating Council, all its remaining assets, after an audit and payment of liabilities, shall be distributed to one or more recognized senior-serving charitable organizations in Edmonton.