

Alberta Council on Aging Bylaws

Effective: October 2015

1. Preamble

- 1.1. The following articles set forth the bylaws of Alberta Council on Aging;
- 1.2. The name of the organization is Alberta Council on Aging;
- 1.3. The rules contained in Robert's Rules of Order shall govern the Council in all cases to which they are applicable but not in situations which are governed by Alberta Council on Aging bylaws.

2. Defining and Interpreting the Bylaws

- 2.1. **Council:** shall refer to Alberta Council on Aging (ACA);
- 2.2. **Board:** shall refer to the Board of Directors of Alberta Council on Aging;
- 2.3. **Director:** shall refer to a resident of Alberta elected from a region to be a representative of the region on the Board of Directors of Alberta Council on Aging. The Director is also a member of the Regional Executive;
- 2.4. **Alternate:** shall refer to an individual elected from a region to act as an alternate to represent a region, if the elected Director is unable to attend meetings of the Board of Directors of Alberta Council on Aging;
- 2.5. **Administrative Committee:** shall refer to the members of the Board who occupy the position of President, Vice President, Secretary/Treasurer and Past President;
- 2.6. **Region:** a specific geographic area of the province, defined by specific locations, roads, rivers, and boundaries as determined by the Council and described in Policies and Procedures. A Regional Executive may have representatives from specific geographic areas within the Region to enhance representation and communication;
- 2.7. **Regional Executive:** Each Region shall have a Regional Executive comprised of at least four members: a President, a Vice President, a Secretary and a Treasurer;
- 2.8. **Chapters:** The Board may recognize such local groups as subscribe to the objects of the Council, requests affiliation within the Region and Alberta Council on Aging, and conduct their affairs in harmony with Alberta Council On Aging Bylaws and Regulations;
- 2.9. **Chapter Executive:** A Chapter shall have an Executive Committee comprising of at least four members: a President, a Vice President, a Secretary and a Treasurer;
- 2.10. **Member:** means an individual, organization or corporation that complies with the requirements of Article 3;
- 2.11. **Senior Centre:** A community facility that provides a diversity of activities and services in response to the needs of the local older adult population.
- 2.12. **Resolution:** A formal expression for consideration by a meeting requiring a majority vote for approval;
- 2.13. **Special Resolution:**
 - 2.13.1. an expression for consideration by a meeting where:
 - 2.13.1.1. at a general meeting of which not less than twenty-one (21) days notice specifying the resolution has been duly given; and

- 2.13.1.2. requiring a positive vote of not less than 75% of the voting members present to approve the resolution;
- 2.13.2. a resolution proposed at a general meeting of which less than twenty-one (21) days notice has been given, if all the members agree to consider the motion, and requiring a positive vote of not less than 75% of the voting members present to approve the resolution;
- 2.14. **Regulation:** means guidelines attached to these Bylaws; includes Regulations, Policies and Procedures;
- 2.15. **AGM:** shall refer to the Annual General Meeting.

3. Membership

- 3.1. **Classification of Members:** There are five (5) categories of Members
 - 3.1.1. Individual/Household;
 - 3.1.2. Organizational;
 - 3.1.3. Honorary;
 - 3.1.4. Corporate;
 - 3.1.5. Life Membership.
- 3.2. **Individual/Household Member:**
 - 3.2.1. Any person being the full age of eighteen (18) years may become an ordinary member of the Council upon submission of the approved application form plus payment of the required annual fee;
 - 3.2.2. Each household shall receive an ACA Newsletter.
 - 3.2.3. Each member of the household shall be entitled to vote at the AGM.
- 3.3. **Organizational Member:**
 - 3.3.1. Any organization that has an interest in seniors' issues may become a member of the Council upon submission of the approved application form plus payment of the required annual fee;
 - 3.3.2. They shall receive Alberta Council on Aging Newsletter;
 - 3.3.3. They shall receive two (2) membership cards to be provided to their member delegates, which can be used at the meetings that they are authorized to attend.
- 3.4. **Corporate Member:**
 - 3.4.1. Any company (suppliers, consultants, etc.) that provides services and/or products to seniors or has an interest in seniors' issues may become a member of the Council upon submission of the approved application form plus payment of the required annual fee;
 - 3.4.2. They shall receive Alberta Council on Aging Newsletter;
 - 3.4.3. They shall receive one (1) membership card to be provided to their member delegates, which can be used at the meetings, which they are authorized to attend.

- 3.5. **Honorary Member:**
 - 3.5.1. An individual may become an Honorary member if the voting members at the AGM pass a resolution recognizing their outstanding contribution to the Council and its objectives;
 - 3.5.2. An Honorary member has no voting rights and cannot make any motions;
 - 3.5.3. An Honorary member may hold an honorary officer position on the Board but has no voting rights and cannot make any motions;
 - 3.5.4. All Honorary memberships are perpetual unless rescinded by resolution at the AGM.
- 3.6. **Life Member:**
 - 3.6.1. Any person being the full age of eighteen (18) years may become a Life member of the Council upon submission of the approved application form plus payment of a one-time fee as set out in Regulations;
 - 3.6.2. They shall receive Alberta Council on Aging Newsletter and be entitled to one (1) vote at the AGM.
- 3.7. **Membership Fees:** The Board shall determine the membership fees for each category of Members;
- 3.8. **Membership Withdrawal:** Any member who desires to withdraw from membership in the Council may do so by notifying the Secretary in writing and on receipt of such notice shall cease to be a member;
- 3.9. **Expulsion of Membership:** Any member may be expelled from membership for just cause as determined by the members at the meeting upon a two-thirds vote of all members who are eligible and present to vote;
- 3.10. **Members' Duties:** All members of whatever category are responsible for behaving in accordance with the Bylaws and Objectives of the Council.

4. Meetings of the Council

- 4.1. **Governing Body:** The Membership at the Annual Meeting is the ultimate governing body of the Council;
- 4.2. **Annual General Meeting:** An Annual Meeting of the Council shall be held once a year within Alberta at a date and place fixed by the Board. Twenty-one days' notice of such a meeting shall be mailed to all members by the Secretary (or advertised in the official newsletter of the Council);
- 4.3. **Notice of Meetings:** A General or Special Meeting of the Council may be called at the discretion of the President provided no less than twenty-one days' notice, setting out the reasons for the Special or General Meeting, is given;
- 4.4. **General and Special Meetings:** A General or Special Meeting of the Council shall be called by the President or, if absent, by the Vice President, upon receipt of a written request by at least one-half of the Board, provided that no less than twenty-one (21) days notice of such meeting shall be given to all members, setting out the reasons for the Special or General Meeting;
- 4.5. **Notice:** Notice of a meeting will be placed in the Council's official newsletter or mailed to a member at the address as it appears on the books of the Council;

- 4.6. **Quorum:** A Quorum for the Annual General Meeting, General or Special Meeting of the Council shall be not less than twenty-five (25) members certified and eligible to vote, providing that not less than one-third of the Board members are present.

5. Board of Directors

- 5.1. **Authority:** The Board shall be the governing body of the Council in periods between Annual General Meetings, in accordance with the powers vested in the Board by these Bylaws;
- 5.2. **Meetings:** The Board shall meet as specified in the Regulations; a minimum of 4 times a year. A meeting may be held by teleconference;
- 5.3. **Directors:** A Director must be a member of the Council in good standing and a resident in the Province of Alberta;
- 5.3.1. Provision is made for regions exceeding 500,000 population to elect two directors to the ACA Council, each to have voting rights.
- 5.3.2. For the region contributing the President, a regional director be elected to the Board of Directors, the term to be coincident with the President's term of office, except in regions of 500,000 population or greater.
- 5.4. **Vacancy:** In the event of a vacancy arising in the Board, the Board shall have the power to fill such vacancy to complete the term of office, or until the region affected elects a successor;
- 5.5. **Board Composition:** The number of the Board members for the subsequent year shall be determined at the Annual General Meeting by the membership. The Board may also at its discretion appoint no more than two Directors who have the skill and competence to perform specific duties, such as Secretary or Treasurer. Such appointments would be subject to re-appointment and/or review at the first Board meeting following every Annual General Meeting;
- 5.6. **Terms of Office – Directors:** Board members elected by the regions when established shall be confirmed at the Annual General Meeting for a term of two years and may be elected for a further two (2) year term. The rationale becomes consistent with the officer terms. The terms of one-half of the Board shall expire each year, with their successors named and confirmed at the Annual General Meeting by the regions concerned;
- 5.7. **Officer's Attendance:** If a Board member misses two (2) consecutive Board Meetings without explanation, the Board will, in writing, inquire whether there is intention to attend future meetings. If a reply is not received within thirty (30) days of the date of the Board's letter a resignation is assumed;
- 5.8. **Officer's Expulsion:** Any officer or director may be expelled from an office or membership for just cause as determined by the Board upon a two-thirds vote of all members of the Board present and eligible to vote;
- 5.9. **Quorum – Board Meetings:** One-third of the members of the Board, which must include at least two members of the Administrative Committee, shall constitute a quorum for the transaction of business. Voting shall be by simple majority;

- 5.10. **Nominating Committee:** Annually the Board may request the Past President to convene a Nominating Committee. The duties of the Nominating Committee shall be outlined in the Regulations;
- 5.11. **Remuneration:** Unless authorized at a Board or Administrative Committee meeting, no Director or Officer or member of the Council will receive any remuneration for services;
- 5.12. **Reimbursements:** Expenses will be reimbursed as authorized in the Regulations.

6. Officers

- 6.1. **Officers:** Officers of the Council are the President, Past President, Vice President, Secretary, and Treasurer;
- 6.2. **Terms:** The Officers of the Council are elected at the Annual General Meeting for a term of two (2) years with the option to seek re-election to the office for another two (2) years.
- 6.3. **Duties of the Officers**
 - 6.3.1. **The President**
 - 6.3.1.1 Supervises the affairs of the Board;
 - 6.3.1.2 Chairs the meetings of the Council and the Administrative Committee;
 - 6.3.1.3. Is an ex officio member of all Board Committees except the Nominating Committee;
 - 6.3.1.4. Acts as the spokesperson for the Council;
 - 6.3.1.5. Carries out other duties assigned by the Board
 - 6.3.2 **The Vice President**
 - 6.3.2.1. Accepts the position with the understanding that it will provide orientation for the position of the President;
 - 6.3.2.2. Presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a chairperson for the meeting;
 - 6.3.2.3. Is a member of the Administrative Committee;
 - 6.3.2.4. Carries out other duties assigned by the Board.
 - 6.3.3. **The Secretary**
 - 6.3.3.1. Attends meetings of the Council, Board, Committees and the Administrative Committee, as requested by the Board;
 - 6.3.3.2 Ensures accurate minutes of these meetings;
 - 6.3.3.3. Has charge of all the correspondence of the Council under the direction of the President and Board;
 - 6.3.3.4. Ensures that an accurate up-to-date record of names and addresses of all members of the Council is kept;
 - 6.3.3.5. Ensures that all notices of various meetings are sent;
 - 6.3.3.6. Shall have charge of the Seal of the Council, which whenever used shall be authenticated by the signature of the Secretary and the President; or, in the case of the death or inability of

- either to act, the Vice President;
 - 6.3.3.7. Files the Annual Return, changes in the Directors of the Council, amendments to the Bylaws and other incorporating documents with the Corporate Registry;
 - 6.3.3.8. Carries out other duties as assigned by the Board.
 - 6.3.4. **The Treasurer**
 - 6.3.4.1. Ensures that all monies paid to the Council are deposited in a Bank, Trust Company, Credit Union or Treasury Branch, as designated by the Administrative Committee;
 - 6.3.4.2. Ensures that a detailed account of revenues and expenditures is presented to the Board and/or Administrative Committee as requested;
 - 6.3.4.3. Ensures that the current audited financial statements of the Council are presented to the Annual General Meeting of the members;
 - 6.3.4.4. Ensures that annual fees are collected and deposited;
 - 6.3.4.5. Is a member of the Administrative Committee;
 - 6.3.4.6. Carries out other duties as assigned by the Board.
 - 6.3.5. The Past President
 - 6.3.5.1. Is a member of the Administrative Committee;
 - 6.3.5.2. Chairs the Nominating Committee;
 - 6.3.5.3. Carries out other duties assigned by the Board.
- 6.4. **Committees:**
 - 6.4.1. The Board may establish Committees to advise the Board. The Terms of Reference for each committee shall be set out in the Regulations;
- 6.5. The Administrative Committee is authorized to spend money set out in the approved Budget between Board Meetings.
- 6.6. **Executive Director:**
 - 6.6.1. The Board may hire an Executive Director to carry out assigned duties;
 - 6.6.2. The Executive Director reports to the Board through the President and is responsible to the Board and acts as an advisor to the Board and all Board Committees;
 - 6.6.3. The Executive Director does not make motions or vote at any meetings;
 - 6.6.4. The Executive Director acts as the administrative officer of the council according to the parameters set out in the job description developed by the Administrative Committee and approved by the Board as a whole.

7. Voting

- 7.1. **Voting – Individual Members:** A voting member is any member in good standing who will have the right to vote at an Annual General Meeting or Special Meeting of the Council.
- 7.2. **Voting – Organizational Members:** Organizational members shall have two votes at any Annual, General or Special meeting of the Council. Such votes must be made

by persons authorized to represent that organization

- 7.3. **Voting – Corporate Members:** Corporate members shall have one vote at any Annual, General or Special meeting of the Council.
 - 7.3.1. Such votes must be made by persons with authorization in person not by proxy or otherwise;
- 7.4. **Voting – Honorary Members:** Honorary Members or Honorary Officers do not have the right to vote.
- 7.5. **Voting-Proxy:** All votes must be made in person and not by proxy.

8. Assets of the Council

- 8.1. To further the objectives of the Council, the Board may authorize the acquisition of equipment;
- 8.2. To further the objectives of the Council, the Council may acquire properties dependant upon the approval of the membership at the AGM or Special Meeting held for that purpose;
- 8.3. Upon dissolution of the Council and after all payment of all debts and liabilities, the Board shall distribute or dispose of the remaining assets of the Council to a charitable organization registered in Alberta with similar objectives as the Council.

9. Borrowing

- 9.1. For the purpose of carrying out its objects, the Board may borrow, raise, or secure the payment of money in such manner as it thinks fit, in particular by the issue of debentures. This power shall be exercised only under the authority of the Council. In no case shall debentures be issued without the sanction of a special resolution of the Council.

10. Auditors

- 10.1. **Audited Statements:** The books and accounts of the Council shall be audited each year by a qualified accountant;
- 10.2. **Submission of Audited Statements:** The Auditor's report and financial statements for the previous fiscal year shall be presented for approval at the Annual General Meeting;
- 10.3. **Appointment of Auditors:** The Board shall appoint an auditor or auditors to hold office until the next Annual General Meeting.

11. Seal

- 11.1. The Board shall adopt a seal, which shall be the common seal of the Council;
- 11.2. The seal will be kept in the offices of the Council under the control of the Secretary;
- 11.3. Authorization for the use of the seal is according to Article 6.3.3.6.

12. Regulations

- 12.1. **Regulations:** The Board shall develop Regulations consistent with the Bylaws of the Council, setting out the Policies, procedures, rules, and guidelines for the Council.

13. Regions and Chapters

- 13.1. **Structure:** The Board may recognize such local groups as subscribe to the objects of the Council, request affiliation, and conduct their affairs in harmony with Alberta Council on Aging Bylaws and Regulations;
- 13.2. **Regions and Chapters:** The Board may authorize the establishment of Regions and Chapters as may be necessary to provide the best service to the membership that would be responsible to:
 - 13.2.1. Carry out Alberta Council on Aging mandate. The Regions and Chapters deliver the programs and services as developed and designated by the Council in support of the ACA's mandate. Details will be set out in Policies and procedures;
 - 13.2.2. Conduct other activities for its members or Chapters that are consistent with ACA mandate;
 - 13.2.3. Establish a communication network that would:
 - 13.2.3.1. Inform all members of the activities of Alberta Council on Aging;
 - 13.2.3.2. Share information regarding the quality of life for seniors;
 - 13.2.3.3. Bring forward the needs, issues, and concerns impacting upon seniors;
 - 13.2.3.4. Bring forward recommended strategies for improving the status of seniors and protecting their rights.
- 13.3. **Regulations:** The Board shall set out in the Regulations the criteria that must be met to establish Regions and Chapters and the guidelines under which they will function;
- 13.4. **Legal Status:** Regions and/or Chapters may not incorporate as a separate identity nor seek charitable status. Regions and Chapters shall prepare operational procedures and file them with the ACA office. ACA will attach the Regional operational procedures to the ACA Regulations;
- 13.5. **Charitable Donation Receipts:** Regions or chapters may not issue charitable receipts for tax purposes. Interim receipts may be issued by Regions or Chapters to facilitate the recording of financial transactions with members.

14. Amendments

- 14.1. **Alteration of Bylaws:** The Bylaws of the Council shall not be altered or added to except by Special Resolution of the Council

15. Books of Account and Record

- 15.1. **Inspection of Books and Records:** The books and records of the Council may be inspected by any member of the Council at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same

16. Fiscal Year

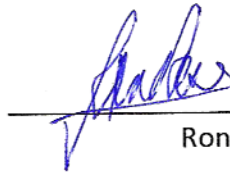
- 16.1. **Fiscal Year:** The fiscal year of the Council shall terminate on the 31st day of March in each year.

17. Fiduciary Responsibility

- 17.1. Fiduciary responsibility is the responsibility of all officers and members of the Board of Directors to guide, steward, and manage the finances and organization of the Alberta Council on Aging. Officers and members of the Board of Directors must realize they are acting in trust for others and therefore must carry out their work according to the highest standards of ethical behavior.



Fred Olsen, President



Ron Rose, Vice President