

# **Alberta Council on Aging Bylaws**

## Alberta Council on Aging Bylaws

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## 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

## 2. Defining and Interpreting the Bylaws

- 2.1. In these Bylaws:
  - 2.1.1 "shall" is used to express a requirement i.e. a provision that must be satisfied in order to comply with the bylaw
  - 2.1.2 "should" is used to express a recommendation or that which is advised but not required
  - 2.1.3 "may" is used to express an option or that which is permissible within the limits of these bylaws
- 2.2. **Council:** shall refer to Alberta Council on Aging
- 2.3. **Board:** shall refer to the Board of Directors of Alberta Council on Aging
- 2.4. **Director:** shall refer to a resident of Alberta and current Alberta Council on Aging member elected to the Board of Directors of Alberta Council on Aging as a Region representative
- 2.5. **Alternate:** shall refer to an individual selected to act as an alternate to represent a region in the event the director is unable to attend meetings of the Board of Directors of Alberta Council on Aging
- 2.6. **Executive Committee:** shall refer to the members of the Board who occupy the position of President, Vice President, Secretary, Treasurer
- 2.7. **Region:** a specific geographic area of the province determined by the Board of Alberta Council on Aging
- 2.8. **Regional Executive:** each Region may have a Regional Executive comprised of at least four members: a President, a Vice President, a Secretary and a Treasurer
- 2.9. **Member:** an individual, organization or corporation that complies with the requirements of Article 3
- 2.10. **Resolution:** a formal expression for consideration by a meeting requiring a majority vote for approval
- 2.11. **Special Resolution:**
  - 2.11.1. an expression for consideration by a meeting where
    - 2.11.1.1. at a general meeting of which not less than twenty-one (21) days notice specifying the resolution has been duly given
    - 2.11.1.2. requiring a positive vote of not less than 75% of the voting members present to approve the resolution
  - 2.11.2. 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

2.12. **AGM:** shall refer to the Annual General Meeting of Alberta Council on Aging

### **3. Membership**

3.1. **Classification of Members:**

- 3.1.1. Individual/Household
- 3.1.2. Organizational
- 3.1.3. Corporate
- 3.1.4. Life

3.2. **Individual/Household Member:**

- 3.2.1. Any person being eighteen (18) years and over may become a member
- 3.2.2. Each individual/household member may receive one (1) copy of Alberta Council on Aging News
- 3.2.3. Each qualified individual/household member shall be entitled to one (1) vote at the AGM

3.3. **Organizational Member:**

- 3.3.1. An organization that has an interest in seniors' issues may become a member of the Council
- 3.3.2. Each organization may receive ten (10) copies of Alberta Council on Aging News
- 3.3.3. Each organization shall be entitled to one (1) vote at the AGM

3.4. **Corporate Member:**

- 3.4.1. Any company that provides services and/or products to seniors or has an interest in seniors' issues may become a member of the Council
- 3.4.2. The corporation may receive ten (10) copies of Alberta Council on Aging News
- 3.4.3. The corporation shall be entitled to one (1) vote at the AGM

3.5. **Life Member:**

- 3.5.1. A person eighteen (18) years of age and over may be a Life member of the Council
- 3.5.2. A Life Member may receive one (1) copy of Alberta Council on Aging News
- 3.5.3. A Life Member shall be entitled to one (1) vote at the AGM

3.6. **Membership Fees:** The Board shall determine the membership fees for each category of Members

3.7. **Membership Withdrawal:** A member who desires to withdraw from membership in the Council shall do so by notifying the Alberta Council on Aging office

3.8. **Members' Duties:** All members shall behave in accordance with the Bylaws and Objectives of the Council

#### 4. Meetings of the Council

- 4.1. **Annual General Meeting:** An Annual Meeting of the Council shall be held once a year within Alberta. Twenty-one days' notice of such a meeting shall be given
- 4.2. **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
- 4.3. **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. **Quorum:** A Quorum for the Annual General Meeting, General or Special Meeting of the Council shall be not less than twenty-five (25) members eligible to vote, with no less than one-third of the Board members present

#### 5. Board of Directors

- 5.1. **Authority:** Alberta Council on Aging Board shall be the governing body of the Council
- 5.2. **Meetings:** Alberta Council on Aging Board shall meet a minimum of 4 times a year. Meetings may be held by teleconference
- 5.3. **Directors:** Directors shall be elected by the regions or appointed by the board to be affirmed at the next Alberta Council on Aging Annual General Meeting
- 5.4 **Terms of Office – Directors:**
  - 5.4.1 Directors elected by Regions or appointed by the Board shall be affirmed at the next Annual General Meeting for a two (2) year term with the option to seek office for another two (2) years to a maximum of four (4) years
  - 5.4.2 Upon completion of a four (4) year term, a Director may be eligible to seek election to the Board after a one (1) year absence
- 5.5 **Board Composition:**
  - 5.5.1 Each of regions shall have 1 person elected as director to the board
  - 5.5.2 A Region having a metropolitan population in excess of 500,000 may have a maximum of two (2) persons elected as Directors to the Board
  - 5.5.3 For the Region contributing the President a regional director be elected to the Board. Term to coincide with the president's term of office except in regions with a metropolitan population of 500,000 or greater
- 5.6. **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

- 5.7. **Board Member's Attendance:** If a Board member misses two (2) consecutive Board Meetings without explanation, the secretary in writing, shall 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. **Board Member's Termination:** Any member, officer or director shall be terminated from an office or membership for just cause as determined by the Board
- 5.9. **Nominating Committee:** The Board may request the Past President to convene a Nominating Committee. The duties of the Nominating Committee shall be outlined in the Policy and Procedures
- 5.10. **Remuneration:** Unless authorized by the Alberta Council on Aging Board or Executive Committee, no member of Alberta Council on Aging shall receive any remuneration for services
- 5.11. **Reimbursements:** Expenses shall be reimbursed as outlined in the Policy and Procedures

## 6. Executive Committee

- 6.1. **Executive Committee** shall include: President, Vice President, Secretary, Treasurer
- 6.2. **Terms:**
  - 6.2.1 The Executive committee shall be elected by the board of directors and affirmed at the next Annual General Meeting for a term of two (2) years with the option to seek office for another two (2) years to a maximum of four (4) years
  - 6.2.2 A director serving their 4th year is not eligible for an executive position
  - 6.2.3 Upon completion of a four (4) year term the incumbent may be eligible to serve on the board after a one (1) year absence
- 6.3. **Duties of the Executive committee**
  - 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, the Executive Committee and the Board
    - 6.3.1.3. Is an ex officio member of all Board Committees except the Nominating Committee
    - 6.3.1.4. Acts as or delegates a 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. Carries out other duties assigned by the Board

6.3.3. **The Secretary:**

- 6.3.3.1. Attends meetings of the Alberta Council on Aging Board
- 6.3.3.2. Takes accurate minutes of these meetings
- 6.3.3.3. Carries out other duties as assigned by the Board

6.3.4. **The Treasurer:**

- 6.3.4.1. Ensures that a detailed account of revenues and expenditures is presented to the Board and/or Executive Committee as requested
- 6.3.4.2. Presents current audited financial statements of the Council to the Annual General Meeting
- 6.3.4.3. Carries out other duties as 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 approved by the Board of Directors

6.5. **Executive Director:**

- 6.5.1. The Board may hire an Executive Director to carry out assigned duties
- 6.5.2. 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
- 6.5.3. The Executive Director shall not make motions or vote at any meetings
- 6.5.4. The Executive Director shall act as the administrative officer of the council according to the parameters set out in the job description developed by the Executive Committee and approved by the Board

## 7. Voting

- 7.1 **Membership:** Any Alberta Council on Aging member in good standing shall have the right to vote at the AGM or special meetings of Alberta Council on Aging, as defined under membership types
- 7.2. **Proxy:** All votes shall be made in person and not by proxy

## 8. Assets of the Council

- 8.1. Upon dissolution of the Council and after payment of debts and liabilities, the Board shall distribute 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 of Directors of Alberta Council on Aging may borrow, raise, or secure the payment of money in such manner as it thinks fit

## 10. Auditors

- 10.1. **Audited Statements:** The financial statements 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 Alberta Council on Aging Annual General Meeting
- 10.3. **Appointment of Auditors:** The Board shall appoint an auditor to hold office until the next Alberta Council on Aging Annual General Meeting

## 11. Policy and Procedures

- 11.1. The Alberta Council on Aging Board shall develop Policies and Procedures consistent with the Bylaws of the Alberta Council on Aging Council

## 12. Regions

- 12.1. **Structure:** The Board may recognize local groups that subscribe to the objects of the Council, request affiliation, and conduct their affairs in harmony with Alberta Council on Aging Bylaws and Regulations
- 12.2. **Regional Administrations:** The Board may authorize the establishment of Regions that shall establish a communication network to
  - 12.2.1. Inform all members of the activities of Alberta Council on Aging
  - 12.2.2. Share information regarding the quality of life for seniors
  - 12.2.3. Bring forward the needs, issues, and concerns impacting seniors
  - 12.2.4. Bring forward strategies to improve the status of seniors and protection of their rights
- 12.3. **Legal Status:** Regions shall not register as a non-profit society nor seek charitable Status

## 13. Amendments

- 13.1. Any amendments to the Alberta Council on Aging Bylaws shall be approved by a special resolution of the members at the Alberta Council on Aging Annual General Meeting or Special Meeting, per item 4.3



#### **14. Fiscal Year**

- 14.1. **Fiscal Year:** The fiscal year of the Council shall terminate on the 31<sup>st</sup> day of March in each year

#### **15. Alberta Council on Aging Board of Directors Ethics**

- 15.1. Alberta Council on Aging Board of Directors are acting in trust for the council and therefore shall carry out their work according to the highest standards of ethical behavior

#### **16. Access to Books and Records**

- 16.1. The books and records of the society may be inspected by any members of the society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.