



Oakridge Seniors OSA

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*Pursuant to the Societies ACT of the Province of Alberta, the Oakridge Seniors Association hereby gives notice of their intention to propose the following **SPECIAL RESOLUTION** to amend the Society's bylaws at the Annual General Meeting of the members being held on Nov. 18, 2020.*

PROPOSED AMENDED BYLAWS OF THE OAKRIDGE SENIORS ASSOCIATION (OSA) Nov. 18, 2020

PART 1 - GENERAL

1. Designation

- 1.1. The SOCIETY shall be designated as the OAKRIDGE SENIORS ASSOCIATION (OSA)
- 1.2. The OSA is an Alberta non-profit SOCIETY

2. Objects of the OSA

- 2.1. To identify, organize and advocate in meeting the needs of seniors, promote social connections and increase social inclusion among Oakridge seniors by providing programs that are accessible, culturally appropriate and flexible to respond to the needs and interests as they are identified.

3. Interpretation

- 3.1. In these BYLAWS, unless the context otherwise requires, the following words shall have the following meanings unless the context otherwise requires:
 - “ACT” means the Societies ACT of the Province of Alberta
 - “ANNUAL GENERAL MEETING” (AGM) means the ANNUAL GENERAL MEETING described herein.
 - “BOARD” means the BOARD OF DIRECTORS of this SOCIETY.
 - “BYLAWS” means the BYLAWS of this SOCIETY as amended
 - “DIRECTOR(S)” means the DIRECTOR(S) of the OSA who hold(s) office as such in accordance with these BYLAWS.
 - “MEMBER” means any person who is a MEMBER of the OSA in good standing.

- “OFFICER” means a director of the BOARD elected to a specific position on the BOARD.
- “QUORUM” means the minimum number of people, as specified in the BYLAWS, required at each BOARD meeting, AGM, or SPECIAL MEETING for business to be legally carried out.
- “REGISTERED OFFICE” means the REGISTERED OFFICE for the OSA as filed with the Registrar as defined in the Societies ACT
- “REGISTER OF MEMBERS” means the register maintained by the BOARD of DIRECTORS containing the names of the MEMBERS of the SOCIETY.
- “SOCIETY” means the OAKRIDGE SENIOR ASSOCIATION (OSA).
- “SPECIAL MEETING” means the SPECIAL MEETING described herein.
- “SPECIAL RESOLUTION” means a SPECIAL RESOLUTION passed by a two-third ($\frac{2}{3}$) majority of the MEMBERS present where twenty one (21) days notice was given prior to the vote.
- “VOTING MEMBER” means a MEMBER entitled to vote at the meetings of the SOCIETY

PART 2 - MEMBERSHIP

4. MEMBERS

- 4.1. Membership in the OSA is open to persons 55 years or older who have paid the membership fee, live in Oakridge and South West area communities in Calgary, and have signed the applicable liability waiver and support, in general, the Objects of the OSA.
- 4.2. A membership registry will be kept current by the OSA Manager or membership chairperson. MEMBERS will be required to give notice of any change of address and/or email address to the OSA.
- 4.3. The BOARD shall have the authority to establish new categories of VOTING and non-VOTING MEMBERS.
- 4.4. Appropriate fee(s) shall be charged for membership in the OSA as determined by a majority vote of the BOARD.

5. Rights of MEMBERS

- 5.1. The rights and privileges of any MEMBER will include:
 - The right to audit meetings of the OSA BOARD
 - The right to participate in and vote at any duly constituted meeting of the OSA’s membership;
 - The privilege to stand for nomination or appointment as a Director of the OSA.

6. Termination of membership

- 6.1. All memberships will automatically terminate on **April 30th** each year.
- 6.2. Any MEMBER may terminate their membership at any time by giving the membership Chairperson notice in writing or via email. A former MEMBER has no rights or privileges within the OSA once their notice has been accepted. There will be no reimbursement of fees previously paid.
- 6.3. A MEMBER may be expelled or suspended from the OSA, for just and reasonable cause as determined by the BOARD. The suspension or expulsion will be decided by the BOARD in accordance with a procedure established by the BOARD.

PART 3 - MEETINGS

7. Voting

- 7.1. The BOARD will make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of MEMBERS. Any person entitled to attend such a meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the policies and procedures of the OSA. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of MEMBERS pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the policies and procedures of the OSA, by means of any telephonic, electronic or other communication facility that the organization has made available for that purpose.
- 7.2. For BOARD business, electronic voting by email will be deemed acceptable for time sensitive matters. All BOARD MEMBERS must use "Reply All" when voting to ensure all DIRECTORS are informed of all votes. A complete record of the vote, including the details of the matter being put to a vote, the results of the vote, and how each DIRECTOR voted will be made part of the minutes of the next BOARD Meeting.
- 7.3. Each MEMBER registered with the OSA will have one (1) vote at any ANNUAL or SPECIAL MEETING, and where elected or appointed, at any BOARD meeting.
- 7.4. All MEMBERS present at a meeting shall declare a Conflict of Interest as may be appropriate on any motion put forth at a meeting and shall remove themselves from the meeting during the discussion and any vote thereon.
- 7.5. At all meetings of the OSA whether ANNUAL, SPECIAL, or BOARD, every question will be decided by a majority of the votes cast by the MEMBERS present unless otherwise required by the BYLAWS of the OSA or by law.
- 7.6. Voting will be by show of hands.
- 7.7. A tied vote means the motion is defeated.

- 7.8. All votes at ANNUAL, SPECIAL, or BOARD meetings may be taken by ballot if so requested by any MEMBER present.
- 7.9. A MEMBER in good standing may vote by proxy at any ANNUAL or SPECIAL MEETING. The proxy must be in writing or email and clearly express who is the holder of the proxy. This must be given to the Secretary before the meeting.
- 7.10. The Secretary will keep a record of the outcome of all votes.

8. Notice

- 8.1. A Notice of an AGM, SPECIAL MEETING, or BOARD meeting shall be served by the the OSA on any MEMBER or DIRECTOR, as applicable, entitled to receive notice by any of the following means:
 - 1) Personally, by phone or by text;
 - 2) Electronically by email at the email address for such MEMBER or DIRECTOR recorded with the OSA;
 - 3) In writing at the street address for such MEMBER recorded with the OSA;
 - 4) By publication in a local newspaper of general circulation.
- 8.2. The notice shall also be posted on the OSA's website.
- 8.3. No error or omission in giving notice will invalidate the meeting or make void any proceedings of the meeting.

9. QUORUM

- 9.1. A QUORUM for the transaction of business at any Annual, General or SPECIAL MEETING will be three (3) DIRECTORS of the BOARD, and three (3) of the General MEMBERS.
- 9.2. The QUORUM for the transaction of business at any BOARD meeting will be a simple majority of BOARD MEMBERS.

10. ANNUAL GENERAL MEETING

- 10.1. The BOARD will call for an ANNUAL GENERAL MEETING of the membership on or before **April 30th each year.**
- 10.2. All MEMBERS of the OSA will be given notice of the ANNUAL GENERAL MEETING at least twenty one (21) days prior to the meeting.
- 10.3. The business of the ANNUAL GENERAL MEETING will include: a) Approval of the minutes of the previous AGM; b) President's Report of the year's activities; c) DIRECTOR'S Reports; d) Treasurer's Report and the Audited Statements; e) Appointment of Auditors for the upcoming fiscal year; f) Election of DIRECTORS; g) Any other business specified in meeting notice.
- 10.4. Agendas for the AGM shall be prepared by the BOARD. Where MEMBERS wish to add an agenda item, they must describe exactly what business will occur, together with the proposed SPECIAL RESOLUTION, both to be submitted no later than fourteen (14) days prior to the date of the AGM. The AGM will only address those matters that have been identified on the agenda.

11. SPECIAL MEETING of the MEMBERSHIP

- 11.1. A SPECIAL MEETING of the membership may be called by the BOARD of DIRECTORS to address a specific issue.

- 11.2. A SPECIAL MEETING of the MEMBERS shall be called by the President upon receiving a request in writing, signed by not less than twenty-five (25%) of registered MEMBERS stating the reason and motion intended; such meeting to be held within twenty-one (21) days of receipt of said request.
- 11.3. All MEMBERS will be notified of any SPECIAL MEETING at least twenty-one (21) days prior to the meeting. An agenda for the meeting will be included with this notification and only the items listed on the agenda may be considered at the SPECIAL MEETING.

12. BOARD of DIRECTORS Meetings

- 12.1. The BOARD will meet within twenty-one (21) days after each ANNUAL GENERAL MEETING.
- 12.2. BOARD will meet at least four (4) times each year at a regular scheduled date and time determined by the DIRECTORS.
- 12.3. Additional meetings of the BOARD may be called at any time upon the instructions of the President.
- 12.4. A SPECIAL MEETING of the BOARD will be called by the President within ten (10) days of receiving a written request duly signed by: a) At least three (3) DIRECTORS, or b) Not less than seven (7) General MEMBERS. The written request must state the object and purpose of the meeting. For the called meeting to be conducted, two-thirds (2/3) of those MEMBERS who signed the request must be present for the meeting.

PART 4 - GOVERNANCE of SOCIETY

13. BOARD of DIRECTORS and OFFICERS

- 13.1. The BOARD will consist of not less than three (3) and not more than twelve (12) DIRECTORS, each of whom at the time of his or her election, and throughout the term of office, shall be a MEMBER of the OSA.
- 13.2. The BOARD will have and exercise all the powers of the OSA as fully and completely as the OSA could in general meeting, subject always, however, to the provisions of the Societies ACT and of these BYLAWS and without restricting the generality of the foregoing, the BOARD will:
 - Hold meetings as herein set forth;
 - Make policies and procedures from time to time for the operation of the OSA; such policies and procedures to be recorded in the OSA's Policy and Procedure Manual;
 - Undertake whatever means they deem advisable to further the financial position of the OSA, and to make whatever expenditures necessary to carry out its activities;

- Appoint Agents, and authorize the employment of persons as they deem necessary, to carry out the OBJECT of the OSA. Such Agents and employees will have the authority and will perform the duties as may be assigned by the BOARD;
 - Ensure that all necessary books and records of the OSA, required by these BYLAWS or by any applicable statute or law, are regularly and properly kept and file such returns, reports and other materials as are required to be submitted under the Societies ACT, other statute or laws;
 - Manage, sell, lease, dispose of or otherwise deal with the assets of the OSA;
 - Ensure that all policies of insurance required to be maintained by the Societies ACT and other applicable statute or law, are acquired and maintained;
 - Ensure that Minutes are kept of each ANNUAL, SPECIAL, BOARD and Committee meeting;
 - Cause the Financial Statements to be audited for each fiscal year.
- 13.3. The OFFICERS of the OSA will consist of a President, Vice-President, Treasurer, and Secretary and may include a Past President. OFFICERS will be elected by the BOARD at the first meeting of the BOARD following the AGM.

14. *Nominations and Voting for DIRECTORS*

- 14.1. An election will be held at the AGM to fill all positions on the BOARD whose terms of office have expired or which have been left vacant for other reasons.
- 14.2. A Nominating Committee is to be appointed each year to find and present a proposed slate of nominees for election to the BOARD of DIRECTORS.
- 14.3. Further nominations for the DIRECTORS may be made by any MEMBER from those MEMBERS present at the ANNUAL GENERAL MEETING. Persons not present (in person or electronically) at the meeting may be nominated if the person nominating them has their written permission to do so.

15. *Term and Continuation for DIRECTORS and OFFICERS*

- 15.1. DIRECTORS shall be elected for a term of two (2) years.
- 15.2. DIRECTORS can serve for a maximum of three (3) consecutive terms.
- 15.3. OFFICERS will be elected for a two (2) year term.
- 15.4. OFFICERS can serve for a maximum of three (3) consecutive terms.

16. *Resignation and Removal*

- 16.1. A Director ceases to be a MEMBER of the BOARD and a vacancy shall exist if:
- The Director resigns in writing
 - The Director is absent from three (3) consecutive BOARD meetings without agreement of the BOARD and it is resolved at a subsequent

meeting that the Director be removed and that the Director's office be vacated;

- The BOARD will have the power by two-thirds (2/3) majority of the votes cast by the DIRECTORS to remove any Director from office a) Who fails to ACT in concert with the Objects of the OSA, goals and SPECIAL RESOLUTIONS of the BOARD; OR b) Whose conduct is determined to be improper, unbecoming or likely to discredit or endanger the interest or reputation of the OSA; OR c) Who willfully breaches the BYLAWS or Policy and Procedures of the OSA.

17. Vacancies - BOARD of DIRECTORS

- 17.1. Any MEMBER of the BOARD may nominate any MEMBER they see fit to fill a vacated position until the next AGM. This person shall take a seat on the BOARD upon being duly voted in by the BOARD. DIRECTORS are otherwise voted upon by MEMBERS of the OSA at the AGM.

18. Remuneration

- 18.1. No DIRECTOR will directly or indirectly receive any profit from his/her position. A Director may be paid reasonable expenses incurred by him/her in the performance of his/hers duties as defined in the OSA policies.

19. Liability and Indemnity of the OSA

- 19.1. Each DIRECTOR of the OSA will be deemed to have assumed office on the express understanding, agreement and condition that each DIRECTOR former DIRECTOR and any person acting as a designated representative and the respective heirs, executors, administrators and estate of each such person will at all times be indemnified and saved harmless by the OSA from and against: a) all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person for or in respect of any act, omission, decision or matter whatsoever in or about the performance of that person's duties; and b) all other related costs, charges and expenses in respect to any such act, omission, decision or matter, including, without limitation, reasonable legal costs on a solicitor and its own client basis. However, the indemnification granted in this Clause will not apply insofar as the act, omission, decision, matter or those costs, charges or expenses pertains or results from the fraud, dishonesty, or bad faith of that person.
- 19.2. The BOARD will acquire and maintain such insurance coverage as the BOARD reasonably regards as appropriate to enable the OSA to fulfill the responsibilities set forth in this Clause.
- 19.3. No DIRECTOR is liable for acts of any other DIRECTOR or employee, or is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm, or corporation dealing with the OSA and no DIRECTOR is

liable for any loss due to an oversight, error in judgement or an act in his/her role for the OSA, unless the act is fraud, dishonesty or bad faith.

- 19.4. No DIRECTOR or DIRECTORS will take it upon themselves to commit the time, resources, or finances of the OSA, its BOARD or Staff without prior approval of such a commitment at a duly constituted meeting of the BOARD.

20. Duties

20.1. The President will:

- Be responsible for the general supervision of the OSA and make sure that the BOARD adheres to the BYLAWS of the OSA.
- Chair all meetings of the OSA and the BOARD.
- Act as the Official Spokesperson for the OSA, but may delegate such authority.
- Be the principal signing authority on all documents, contacts, and correspondence, and a designated signing authority on all bank accounts of the OSA.

20.2. The Vice-President will

- Assist the President in the discharge of his/her duties.
- Shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.
- Be a designated signing authority on all documents, contacts, and correspondence, and bank accounts of the OSA.
- Carry out other duties as may be assigned by the BOARD.

20.3. The Past President will

- The immediate Past President of the BOARD will continue as a MEMBER of the BOARD.
- Carry out other duties as may be assigned by the BOARD.

20.4. The Secretary will:

- Attend all meetings of the OSA and the BOARD and keep accurate minutes of such meetings.
- Be in charge of all correspondence of the OSA under the direction of the President and the BOARD.
- Send notices of various meetings as required.
- Ensure that all records, correspondence, and contracts of the OSA are properly maintained, including the Policy and Procedures Manual and the BYLAWS.
- File all annual returns, the audited financial statements, any SPECIAL RESOLUTIONS, changes in the DIRECTORS, amendments to the BYLAWS and other incorporating documents with the Corporate Registry or other applicable regulatory bodies.

- Distribute, at least 4 days prior to BOARD Meetings, an Agenda, minutes from the previous meeting, DIRECTORS' Reports, and Treasurer's Report.
- Be a designated signing authority on all documents, contacts, and correspondence, and bank accounts of the OSA.
- Carry out other duties as may be assigned by the BOARD.

20.5. The Treasurer will

- Ensure that all monies paid to the OSA are deposited in a chartered bank, Treasury Branch, Credit Union, or Trust Company covered by insurance as chosen by the BOARD.
- Provide regular reports of the OSA's bank accounts and operational costs and be able to advise the BOARD at any time of the financial position of the OSA.
- Ensure that the annual financial statement is approved by the appointed auditors or by two MEMBERS of the SOCIETY elected for this purpose and presented at the ANNUAL GENERAL MEETING. This statement is to include income, disbursements, assets, and liabilities.
- Disburse the funds of the OSA under the direction of the BOARD and in compliance with the OSA's BYLAWS and the SOCIETY ACT.
- Be a designated signing authority on all documents, contacts, and correspondence, and bank accounts of the OSA.
- Carry out other duties as may be assigned by the BOARD.

20.6. DIRECTORS at Large

- Carry out other duties as may be assigned by the BOARD.

PART 5 - COMMITTEES OF THE SOCIETY

21. Committees

- 21.1. The BOARD may establish such committees, as may be required from time to time, to fulfill the roles and perform the duties of the OSA, and confer decision making authority on the committee, other than policy, finance, and those matters otherwise specifically provided for elsewhere in these BYLAWS. Any committee established by the BOARD shall report to the BOARD.

PART 6 - ADMINISTRATION

22. *Signing and Authority*

- 22.1. The Executive OFFICERS designated will be the signing authorities on the Association bank accounts. Two (2) signatures are required on all cheques and all cheques must be signed by either the President or the Treasurer unless otherwise authorized by them except that any cheque payable to a DIRECTOR will not be signed by that person.
- 22.2. All significant contracts and documents that have major financial consequences shall be signed by any two (2) OFFICERS.

23. *Fiscal Year*

- 23.1. The fiscal year will end on **December 31st** every year.

24. *Auditing*

- 24.1. The financial books, financial accounts, and records of the OSA shall be audited at least once each year by either an accredited auditor appointed for that purpose at the AGM, or by two (2) MEMBERS of the the OSA, specifically appointed for the purpose

25. *Inspection of the Books by MEMBERS*

- 25.1. The books and records of the OSA will be lodged on the OSA web site and may be inspected by any MEMBER.

26. *Fundraising and Borrowing*

- 26.1. Funds may be borrowed, raised and payment secured by any means available to charitable organizations.

27. *BYLAW Amendment*

- 27.1. The BYLAWS of the OSA will not be rescinded, altered or added to except by a SPECIAL RESOLUTION passed at a SPECIAL or ANNUAL GENERAL MEETING.
- 27.2. Notice of any proposed SPECIAL RESOLUTION must be given to all MEMBERS at least 21 days prior to when they are voted on.
- 27.3. A SPECIAL RESOLUTION must be passed by a 2/3 vote of the MEMBERS present at the meeting at which it is voted on.
- 27.4. Any action resulting in a change to the Societies ACT which may conflict with any part of these BYLAWS will have the effect of an amendment without any action on the part of the OSA.
- 27.5. Any question of procedure not provided for in these BYLAWS or the Societies ACT, will be decided upon by the BOARD. Any action or policy decision made will be noted, an appropriate provision established, and forwarded to the MEMBERS in note form to be discussed and included in the Policy and Procedures Manual.

28. *Dissolution*

- 28.1. The OSA may, by SPECIAL RESOLUTION, surrender its certificate of incorporation.
- 28.2. In the event of Dissolution of the OSA, after the payment of debts and obligations, all remaining funds shall be given to one or more non-profit programs serving seniors in Alberta as decided by a motion passed by a majority vote of those present and voting at the meeting at which it is decided to dissolve the OSA.
- 28.3. The OSA may not pay any dividends or distribute its property among its MEMBERS.