

# **Comox Seniors' Centre Association Constitution and Bylaws**

## **Constitution**

### **Articles**

1. The name of the Society is “The Comox Seniors' Centre Association”
2. The purposes of the Society are:
  - a. To provide a place for the Senior Citizens to meet and enjoy the companionship of others.
  - b. To provide facilities for recreation and other activities of interest to Seniors.
  - c. To encourage Seniors to actively participate in the programs provided by the Society and to contribute their ideas.
  - d. To do everything incidental and necessary to obtain the foregoing purposes.
3. The purposes of the Society shall be carried out chiefly in the Town of Comox. This provision is alterable.
4. The Society will be carried on without purpose of gain for the members and any profits or other accretions to the Society shall be used for promoting the purposes.
5. In the event that at any time the Society should be dissolved, the remaining assets shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by its members.
6. Clauses 4 and 5 are unalterable in accordance with section 17 of the Societies Act.

## **Bylaws**

### **Article 1: Membership**

- 1.a. There shall be three classes of membership:
  - .I Active membership is limited to those individuals who are fifty five years of age or older and to their spouses regardless of age.
  - .II Life membership which shall be recommended by the Board and confirmed by the members at a General Meeting.
  - .III Permanent membership will be automatically granted to all members on their 90<sup>th</sup> birthday.
- b. To be an active member, one must pay an annual membership fee and be given a numbered membership card.
- 2.a The annual membership fee shall be due and payable on January 2nd of the current year, and may be reviewed at any General meeting.
  - b. A **NEW** member joining after Aug <sup>1st</sup> will pay one-half of the current membership fee until the start of Membership sales for the next calendar year.
3. A paid up member, life member or a permanent member shall have the right to: take part in all Centre activities; speak to and have one vote on each motion at any General Meeting.
- 4.a Members must be present and have a current membership card to be eligible to vote for Directors and Officers at the Annual General Meeting (AGM) or at an early voting time as determined by the Board of Directors.
  - b. Proxy votes are not allowed.
5. Centre employees and contractors can be active members but cannot run as Officers or Directors.
6. Membership shall cease for any person who fails to pay the annual fee.

### **Article 2: Meetings**

1. The Annual General Meeting (hereinafter referred to as the "AGM") shall be held in the Town of Comox in the month of January on a date to be fixed by the Board. The agenda shall include:
  - .a President's Report
  - .b The Treasurer's annual financial report
  - .c Activity clubs annual financial report

- .d Election of Officers and Board of Directors for the following year, to take office at the conclusion of the AGM.
- 2. a. There shall be 5 other General Meetings held in the months of February, April, June, September and November.
- b. Provided notice is given, a Special General Meeting may be called by the Board or by any 10% of the voting members.
- 3. Notice of any General Meeting shall be given by posting the time, date, place and the Agenda on the notice board at d'Esterre House not less than 1 week in advance of the meeting.
- 4. Questions of procedure at any General Meeting shall be determined by Robert's Rules of Order.
- 5. A Quorum at any General Meeting shall be twenty-five (25) including a minimum of 2 officers.

### **Article 3: The Board of Directors**

- 1.a. The Board shall consist of 4 officers being the President, Vice President, Secretary and Treasurer together with the immediate Past-President and not less than 6 and not more than 8 Directors.
- b. The Officers and Directors shall be elected at the AGM in January, take office at the conclusion of the AGM, and serve until the conclusion of the next AGM.
- c. The President shall not be elected for more than 2 consecutive years.
- 2. Any vacancy occurring on the Board may be filled by election at a General Meeting.
- 3. An Officer or Director may be removed from the Board by a 66% majority present at a General Meeting.

### **Article 4: Duties and Powers of the Board**

- 1.a. The general management of the Society shall be vested in the Board which shall determine its own procedures, and make rules and regulations consistent with the Constitution and Bylaws, and have the power to pay operating expenses.
- b. The Board shall have the power to approve single capital expenditures of up to \$1000.00. Expenditures greater than \$1000.00 must be taken to the membership for prior approval.
- 2. Meetings of the Board may be called by the President or Vice President or any 3 members of the Board.

*Comox Seniors' Centre Association*  
*Bylaws as amended and approved by Special Resolution, Nov. 18, 2008.*

3. A quorum of the Board shall be 5 members of which not less than 2 shall be officers.
4. The President, or if not available, the Vice President, shall be the Chief Executive Officer of the Society. The President shall be an ex-officio member of all committees except the Nominating Committee.
5. The four Officers shall be signing Officers for the Society. Any two must sign cheques.
6. All proceedings of the Society shall be recorded by the Secretary or Acting Secretary and maintained by the Secretary.
7. The Treasurer shall present an audited statement of accounts at the February General Meeting to show income and expenditures of the Society over the previous calendar year together with the disposition of assets at the end of that period. Such report shall be audited and certified by auditor(s) appointed by the board who are neither Officers nor Directors.
8. The Board shall not borrow money or pledge any of the Society's assets without passing a special resolution of the members at a General Meeting.
9. Board approval is required before the disposal of any of the Society's Equipment, Furnishings or Records.
10. No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessary and reasonably incurred by the Director upon receipt of proper documentation while carrying out the duties of the Board.

**Article 5: Committees**

1. a. The Board shall appoint a nominating committee before April 30<sup>th</sup> consisting of 3 paid-up members who will seek nominations for appointment to the Board and will conduct all elections. The Committee will serve until the conclusion of the election.
- b. The Nominating Committee shall elect its own chairperson who, together with any one of the other 2 members shall form a quorum.
- c. Nominations for Directors and Officers may be made up to December 31<sup>st</sup>, whereupon the final list of Nominees will be posted in its entirety. No further nominations will be accepted. A partial list of nominees may be posted periodically as new nominations are received.
- d. To be eligible for election a nominee must:
  - i. be a paid-up member, life member or permanent member and;
  - ii. provide written acceptance of the nomination.

- iii. Must not be a paid employee of the society.
2. In all cases a contested election shall be decided by a simple majority of votes cast by those members present in a secret ballot.
3. The resulting number of votes cast for each candidate will be presented to the members at the conclusion of the vote.
4. A motion will be made to destroy the ballots at the conclusion of the elections.
5. The Board in its discretion may appoint any other committees for the conduct of the business of the Society and shall set out the responsibilities and limits of these committees consistent with the protection of the rights and welfare of the members in general.

### **Article 6: Activity Groups and Society Clubs**

1. No new activity shall take place without prior approval of the Board.
2. Only paid-up members, Life members and Permanent members are entitled to participate in regular activities. Guests may participate on a temporary basis by paying a daily drop-in fee, the amount to be determined by the Board, and collected by the activity convenor.
3. Each activity shall appoint its own convenor or other officer who shall be directly responsible to the Board for its compliance with the rules of the Society.
4. Each activity may set its own fees for its own use, lay down its rules of conduct, and shall provide an annual written financial report to the AGM.
5. Each Activity Club will deposit money collected on behalf of the Society, such as coffee money and drop-in fees, into the Office Safe on a daily basis.

### **Article 7: Amendment of Bylaws**

These Bylaws may be amended only by a two-thirds majority of members present and entitled to vote at a General Meeting, when 14 days notice has been given of intention to present a special resolution proposing the amendments, and when the amendments have been posted as part of the agenda. The amended Bylaws only become effective on the date of its acceptance by the Registrar in Victoria.