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# THE CONSTITUTION AND BYLAWS OF EDMONDS SENIORS SOCIETY

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REVISED APRIL 2021



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# CONSTITUTION

## 1. THE NAME OF THE SOCIETY IS:

Edmonds Seniors Society.

## 2. THE PURPOSE OF EDMONDS SENIORS SOCIETY IS:

- A. To bring together persons interested in furthering the physical, social and educational programs of Edmonds Community Centre for fifty-five plus (55+), and to enable the Edmonds Seniors Society to help maintain the well-being and health of people aged fifty-five plus (55+) in the community.
- B. To utilize the skills of people fifty-five plus (55+) in the community and to enable individuals to develop to their full potential by providing a variety of volunteer opportunities.
- C. To advise and assist in collaboration with Burnaby Parks, Recreation and Culture Staff, in the provision of services and programs for people fifty-five plus (55+).
- D. To seek out and identify the social and recreational needs and opportunities of the senior community.
- E. To initiate and develop programs in collaboration with the Burnaby Parks, Recreation and Cultural Services Staff, for Edmonds Seniors Services members to directly provide relief of conditions such as loneliness, social isolation and inactivity.
- F. To raise, manage, and account for all Edmonds Seniors Society funds for the Society's programs.
- G. To provide volunteer leadership for Edmonds Seniors Society programs and services.

## 3. INCORPORATION AND DISSOLUTION

- A. The Society shall be incorporated as a nonprofit organization with the Province of British Columbia.
- B. In the event of the Society being dissolved, any funds or assets of the Society remaining after satisfaction of its debts and liabilities shall be transferred to the City of Burnaby for use in seniors' centres in Burnaby.

# BYLAWS

## PART 1 DEFINITIONS AND INTERPRETATION

### 1.1 In These Bylaws:

- A. **“Board”** means the Directors of Edmonds Seniors Society.
- B. **“Act”** means the Societies Act of the Province of British Columbia as amended from time to time.
- C. **“Bylaws”** means these Bylaws, as altered from time to time.
- D. **“City Staff”** means Burnaby Parks, Recreation & Cultural Services Staff
- E. **“Director”** means a member of the Society elected to the Board.
- F. **“Senior(s)”** means persons aged fifty-five plus (55+).
- G. **“Society”** means the Edmonds Seniors Society.
- H. **“Activity Group”** means a group of members coming together, with the approval of the Board, to participate in an activity.

### 1.2 Definitions in the Act apply:

The definitions in the Act apply to these Bylaws.

### 1.3 Conflict with Act or Bylaws

If there is a conflict between these Bylaws or the Act or the regulations under the Act, the Act or the Regulations, as the case may be, prevail.

## PART 2 MEMBERSHIP

### 2.1 Application for Membership

Membership in the Society is available to those people aged fifty-five plus (55+) who have paid the City of Burnaby for a currently valid Edmonds Seniors fifty-five plus (55+) membership for the Edmonds Community Centre.

## **2.2 Special Membership**

From time to time the City of Burnaby may introduce Special Memberships. The City should then confirm with the Board of Directors that these Special Members could be accommodated within the various existing Groups Activities and ensure that these Special Members comply with the Special conditions under which they have been granted special memberships.

## **2.3 Participation of Members in Member Groups within the Society**

Members wishing to join individual member groups within the Society shall pay membership or drop-in fees to the groups, as determined by the groups in collaboration with the Executive Committee.

## **2.4 Participation of Non Members in Member Groups within the Society**

Non-members may participate in Society programs where permitted, and may be subject to a charge.

## **2.5 Entitlement to Copies of the Society's Constitution and Bylaws**

Each member is entitled to a current copy of the Society's Constitution and Bylaws on request.

## **2.6 Duties of members**

Every member must uphold the Constitution and comply with these bylaws, and comply with the City of Burnaby Code of Conduct.

## **2.7 Membership dues**

Membership dues for the Society will be established by and paid to the City of Burnaby.

## **2.8 Member not in good standing**

- A. A member is not in good standing if the member has failed to pay that person's annual membership dues, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.
- B. A member is not in good standing if the member has been suspended by the City of Burnaby.

- C. A member not in good standing:
- a) may not vote at a General Meeting;
  - b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members;
  - c) may not run for, nor hold office, within the Edmonds Seniors Society.

## **2.9 Termination of Membership:**

A person's membership in the Society is terminated:

- a) if the person is not in good standing for six consecutive months;
- b) upon the expiration or cancellation of a current City of Burnaby Seniors' membership for the Edmonds Community Centre;
- c) on the member's death;
- d) when the member resigns, withdraws, or is expelled from the Society, forthwith forfeiting all rights, claims and interest arising from or associated with membership in the Society.

## **2.10 Discipline and Expulsion of Member.**

- A. A member may be expelled from the Society by a Special Resolution of the members passed at a General Meeting.
- B. A written notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed removal.
- C. The member who is the subject of the proposed Resolution for Removal shall be given an opportunity to be heard at the Directors' and General meeting, before the special resolution from the Directors is put to a vote.

# **PART 3 MEETINGS**

## **3.1 Business of the Society between Annual General Meetings**

The business of the Society shall be conducted at a monthly Board of Directors' Meeting, which will be held at least nine (9) times per year. Each person participating in the meeting, must be able to communicate with the others present at the meeting.

## **3.2 Annual General Meetings**

- A. Annual General Meetings of the Society, in accordance with the Societies Act, shall be held at least once in every calendar year, at a time, place, and in a format determined by the Board of Directors.

- B. Notice of an Annual General Meeting must be conveyed to the Society members fourteen (14) days prior to the meeting, specifying the place, day, format and time and including the agenda.

### **3.3 Special General Meetings**

- A. Special General Meetings called at the discretion of the Directors to discuss special business, will be open to all members of Edmonds Seniors Society.
- B. Notice of a Special General Meeting shall be conveyed fourteen (14) days prior to the meeting, specifying the place, day, format and hour of the meeting, and the general nature of the business.

### **3.4 Chairperson at General Meetings**

- A. If at a General meeting there is no President, Vice President or other Officer present within 15 minutes of the time appointed for holding the meeting; or
- B. The President, Vice President and the other Directors present are unwilling to act as Chairperson, the members present shall choose one of their number to be the Chairperson.

### **3.5 Quorum**

- A. The quorum at Annual General Meetings or Special Meetings shall consist of twenty-five (25) members of the Edmonds Seniors Society.
- B. No business, other than the election of a Chairperson and the Adjournment or Termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
- C. If within fifteen (15) minutes from the appointed time of a General Meeting a quorum is not present, the meeting shall be terminated and stand adjourned until rescheduled at the discretion of the Chairperson.
- D. In the event a general meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present shall constitute a quorum for the purposes of that meeting.

### **3.6 Voting**

- A. Each member in good standing, present at a meeting of members, is entitled to one vote.



- B. Voting is by show of hands, voice, ballot, or electronic means.
- C. Proxy voting is not permitted.
- D. A two thirds ( $\frac{2}{3}$ ) majority of those present, is required to pass any Special Resolution; a simple majority of those voting will suffice to pass any other motion or resolution.
- E. In the case of a tie vote, the Chair does not have a second vote in addition to the vote to which they are entitled to as a Member of the Edmonds Seniors Society, and the proposed resolution or motion fails.

## **PART 4 DIRECTORS**

### **4.1 Number of Directors**

- A. There shall be no less than ten (10) and no more than fifteen (15) Directors elected, excluding the Past President.
- B. Directors must conduct business honestly, in good faith and in the best interest of the Society.
- C. The Directors may at any time appoint a member in good standing as a Director to fill a vacancy on the Board of Directors. A Director so appointed holds office until the conclusion of the following Annual General Meeting, at which time the member is eligible for re-election for two (2) more terms.

### **4.2 Term of Office**

- A. Directors are elected for a two (2) year term starting from the Annual General Meeting in which they are elected, to the Annual General Meeting two (2) years later, for a maximum of three (3) consecutive terms.
- B. After three (3) consecutive terms, a Director must vacate the Board for one year, after which the member will be eligible for re-election.

### **4.3 Responsibilities**

- A. Directors must be members of the Edmonds Seniors Society. (see 2.1)
- B. Directors have voting privileges on the Board of Directors.
- C. Directors are responsible for attending all Society Board meetings, including the Annual General Meeting and any Special General Meetings as scheduled and convened throughout the year.

- D. Directors must ensure that they regularly communicate with the Activity Groups for which they are responsible, passing along pertinent Society information and relaying member Activity Groups' concerns and suggestions to the Board of Directors.
- E. Directors must follow all the laws affecting the Society.
- F. Directors shall liaise and work cooperatively with the Burnaby Parks, Recreation and Cultural Services staff to promote the objectives of the Edmonds Seniors Society.

#### **4.4 Removal of a Director from the Board**

Reasons for the removal of a Director from the Board include:

- a) being absent from three (3) consecutive meetings without notifying the Board's secretary.
- b) mismanagement of Society funds.
- c) being found guilty of a criminal offence
- d) acting in a manner which violates the purposes and bylaws of the Society.  
(ref: 2.10 Discipline and Expulsion of a Member)

#### **4.5 Nominating Committee**

- A. The Nominating Committee shall consist of the Past President or their designated Director, and two (2) Society members. In the event the Past President is unavailable, the Nominating Committee shall consist of a Director and two (2) Society members.
- B. The Nominating Committee is tasked with establishing a list of candidates for election at the Annual General Meeting. The list of nominees shall be posted fourteen (14) days before the Annual General Meeting.
- C. The Nominating Committee shall present a slate of candidates to those present at the Annual General Meeting. Other nominations will be invited from the floor. The Society members present elect the Directors by vote or acclamation.

#### **4.6 Executive Officers**

- A. The Executive Officers are elected by the Board of Directors at the Board meeting immediately following the Annual General Meeting. The Executive Committee will consist of a President, Vice President(s), Secretary and Treasurer. If there are no nominees to fill a position, the Board may appoint someone from outside the Board of Directors to assist, with no voice or vote.
- B. The Past President serves as an Executive Officer for a maximum two (2) consecutive two (2) year term, as in the case of elected officers, or until a new President is elected.

#### **4.7 Reimbursement of Expenses**

Directors must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by a Director while engaged in the affairs of the Society, subject to prior authorization of the Executive Committee.

## **PART 5                      PROCEEDINGS OF DIRECTORS MEETINGS**

### **5.1      Quorum**

The quorum at a Board of Directors' meeting shall be a majority of the members currently in office.

### **5.2      Chairperson of the Directors Meetings**

The President shall chair all meetings of the Directors, but if the President is not present within fifteen (15) minutes of its designated commencement, the Vice President shall act as Chair. If neither is present, the Directors may choose one of their number to be Chairperson at that meeting.

### **5.3      Convening a Meeting**

A meeting may be convened at any time on the request of a Director, supported by an Executive Officer.

### **5.4      Sub Committees**

- A. Sub-Committees, appointed by the Board, may be established to conduct and investigate specific matters for the Society.
- B. Each Sub-Committee shall include at least one member of the Board of Directors.
- C. Sub-Committees may elect a chair and a recording secretary for their meetings.
- D. Sub-Committees must report back to the Board of Directors at the subsequent Board meeting(s).
- E. The President shall be an ex-officio member of each Sub-Committee.

### **5.5      Absences**

Any Director who must be absent from a meeting shall provide advance notice to the secretary, except in the case of emergency, emergent illness or injury. (see 4.4a)

### **5.6      Motions at the Directors' Meetings**

All motions proposed at a Board of Directors' meeting must be discussed, and voted upon, according to the Rules of Parliamentary Procedure.

## **PART 6 DUTIES OF OFFICERS**

### **6.1 Duties of President**

- A. The President is the Chief Executive Officer of the Society and shall supervise the other Officers in the execution of their duties.
- B. The President shall Chair all meetings of the Society and of the Directors, including the Annual General Meeting.

### **6.2 Duties of Past President**

The Past President shall assist the President and give guidance to the Directors.

### **6.3 Duties of Vice President(s)**

The Vice President(s) shall carry out the duties of the President in their absence, and support the President in the day to day management of Society affairs. The Vice President position is considered to be a growth position, with a view to becoming President in the future.

### **6.4 Duties of the Secretary**

- A. The Secretary shall:
  - a) draw up the agenda of the Monthly Board meeting and Annual General Meeting in cooperation with the President and Burnaby Parks, Recreation and Cultural Services staff.
  - b) conduct the correspondence of the Society, including management of electronic mail.
  - c) issue notices of meetings of the Society and the Directors.
  - d) keep minutes of all meetings of the Society and Directors.
  - e) post a draft copy of the minutes within two (2) weeks following the Board meeting, and one (1) month following the AGM.
  - f) have custody of the filing at the Society's office within the Edmonds Community Centre, of all Society records and documents, except those required to be kept by the Treasurer.
  - g) maintain a current register of Directors and Group Leaders.
  - h) provide secretarial duties to the Annual General Meetings as well as managing secret ballots.
- B. In the absence of the Secretary, the Directors shall appoint another person to act as Secretary at the meetings.

## **6.5 Duties of the Treasurer**

### **A. The Treasurer shall:**

- a) on the Board's behalf, be the custodian of all monies collected by the Society and control the disbursement of said funds to the Activity Groups in accordance with their budgetary needs;
- b) keep the financial records, including books of accounts, necessary to comply with the Societies Act of British Columbia;
- c) retain the financial records and accounts at the Society's office within the Edmonds Community Centre;
- d) comply with all Federal financial requirements, including the annual Registered Charity Information Return;
- e) apply for all applicable tax rebates on purchases made by the Society;
- f) participate and advise the Society in all grant and fund seeking committees;
- g) provide receipts and acknowledgement for all donations received on behalf of the Society;
- h) ensure that the Insurance on Society assets is adequate;
- i) render financial statements to the Directors, members and others when requested;
- j) chair the Financial Sub-Committee, and schedule meetings for that committee.

### **B. The fiscal year of the Society shall be January 1<sup>st</sup> to December 31<sup>st</sup>.**

## **PART 7                      ACTIVITY GROUPS**

### **7.1 Board oversight of Activity Groups:**

The Board and Burnaby Parks, Recreation and Cultural Services Staff oversee the running of Activity Groups.

### **7.2 Operation of Activity Groups**

Each Activity Group shall operate and be regulated in accordance with Board policy.

### **7.3 Fees for Group Activities**

The Directors will set the amount of fees to be collected from each Group Activity and, from time to time, review such fees to determine whether they are appropriate under current circumstances.

## **PART 8                      MANAGEMENT OF FUNDS, FUND-RAISING AND BUDGETS**

## **8.1 All Funds are the Property of the Society**

All funds generated through Edmonds Seniors Society, or its Member Groups, are the property of the Society and are to be used only for Society activities. This includes those funds raised by Activity Groups. *Consideration of any facility improvements is to be done in consultation with the City of Burnaby staff, and must be approved by the City of Burnaby.*

## **8.2 Funds Generated from Programs/Activity Groups**

Funds generated from Programs managed by the Society will be accounted for by the Society following normal accounting procedures and in accordance with the financial reporting requirements as specified in the Societies Act of B.C.

## **8.3 Procedural Changes for Collecting and Reporting of Funds**

All procedural changes for the collection and reporting of funds are to be made in consultation with the Executive Officers, including a representative of the City of Burnaby.

## **8.4 Expenditures by Activity Groups, Clubs or Committees**

Any expenditure by an activity group, club or committee, unless accounted for in their annual budget, must be approved by the Directors at a Board of Directors meeting.

## **8.5 Financial Reports for Each Group**

Financial Reports for each group must be submitted at least twice yearly, in June and in December. All groups are required to submit their own annual and equipment/supply budgets to the Treasurer each December.

## **8.6 Society Annual Operating and Equipment/Supply Budgets**

The Treasurer, in consultation with the Board Executive, shall determine the annual operating and equipment/supply budgets for the Society, to be approved by the Board of Directors prior to the Annual General Meeting.

## **8.7 Year End Residual Funds of Affiliated Clubs and Groups**

All year end residual funds of affiliated clubs and groups, after legitimate expenses are determined by the club or group, and approved by the Board of Directors, shall be turned over to the Society's general fund.

## **PART 9      INSURANCE**

### **9.1      Purchase of Insurance**

The Society will purchase appropriate property and liability insurance.

### **9.2      Purpose of Insurance**

The insurance is to protect the Society and the City of Burnaby (who shall be named as co-insured) against any risk relative to a service or program provided at the Edmonds Community Centre.

## **PART 10      BYLAWS AMENDMENTS**

### **10.1      Amendment of These Bylaws**

These bylaws shall not be altered or added to except by special resolution, at a General Meeting of the Edmonds Seniors Society.

1. PRESIDENT  
\_\_\_\_\_  
Ann Clegg
  
2. Vice PRESIDENT  
\_\_\_\_\_  
Ray Wong
  
3. OFFICE MANAGER  
\_\_\_\_\_  
Marietta Arciaga
  
4. SECRETARY  
\_\_\_\_\_  
Terry Lou Bailey
  
5. TREASURER  
\_\_\_\_\_  
Iqbal Parekh

Signed this 20<sup>th</sup> day of April in the year 2021.