

Gibsons Seniors Society Constitution and By-Laws

Constitution

1. The name of the Society is the Gibsons Seniors Society
2. The purpose of the Society is:
 - a. to provide an extensive and flexible array of recreational, social, and cultural activities and the space to promote overall wellness in a safe and welcoming environment operated by volunteers;
 - b. to be a voice and resource for issues affecting seniors in the Gibsons community; and
 - c. to ensure financial stability to enable the Society to be self-sustaining.

By-Laws

1. Definitions and Interpretation

Definitions in the Societies Act Apply

- 1.1 The definitions in the Societies Act apply to these Bylaws.

2. Membership

2.1 Conditions of Membership

- 2.1.1 Membership shall be open to any person who upholds the purposes of the Gibsons Seniors Society and agrees to comply with the adopted Code of Conduct.
- 2.1.2 Membership also requires payment of membership dues.
- 2.1.3 Membership may be subject to approval by the Board.
- 2.1.4 There shall be two classes of membership. Voting members must be at least 55 years of age. Younger adults shall be supporting members, becoming Voting Members when they reach the age of 55 years.
- 2.1.5 Upon acceptance, a membership card shall be issued to Voting Members which will be identification for voting purposes.
- 2.1.6 A member in good standing is one who has paid the current dues and has not been in violation of the Code of Conduct. A member not in good standing ceases to be a member.
- 2.1.7 Each Society Member over 55 in good standing shall have one vote.
- 2.1.8 Society Members are permitted to vote by proxy on special resolutions. Each member may hold no more than 2 proxy votes. Written proxy votes must be transmitted by a voting member and presented at the pertinent meeting.

2.1.9 Members and the Public may rent Harmony Hall for private functions when the Hall is not being used for some other purpose provided that they comply with the guidelines for use of the Hall and that they pay the current rental fees.

2.1.10 The membership term will be from September 1 of any year to August 31 of the following year.

2.1.11 Every member shall uphold the Constitution, comply with these By-Laws and adhere to the Code of Conduct.

2.1.12 Every member shall abide by the Policies and Procedures of the Society.

2.1.13 Membership in the Society may be terminated and the rights and privileges of membership cancelled for any of the following reasons: a) Non-payment of membership dues or user fees,

b) Failure to abide by the provisions in 2.1.11 and 2.1.12 above, and

c) Failure to abide by directives from the Society Board.

2.2 Expulsion of Members

2.2.1 Any member, Director, or Executive Officer of the Society may be removed from office or expelled from the Society for due cause by a two-thirds vote of the Board as decided at a special Board meeting with no less than 60 percent of the Board present.

2.2.2 Notice of a special Board meeting called for the purpose of considering the removal of a Board member or expulsion from the Society shall be given to the Board at least 30 days in advance.

2.2.3 Any member, Director, or Executive Officer so charged must be notified in writing at least 30 days prior to the special Board meeting and given the opportunity to attend and make reasonable representation to that special Board meeting.

3. Governance

3.1 Society Board:

The Board for the Society shall consist of an Executive and additional Directors as determined by priorities at the time of the election.

3.1.1 Executive:

The Executive of the Society shall be: a President, a Vice-President, a Treasurer, and a Secretary.

3.1.2 Directors:

3.1.2.1 The Board shall include Directors as determined by priorities at the time of election and subsequently approved by members at the Annual General Meeting.

3.2 Election of Board Members

3.2.1 The Board shall be elected by secret ballot at the Annual General Meeting of the Society and Board members shall hold office for two years commencing on the 1st of May.

3.2.2 Elections at the Annual General Meeting shall include all known vacancies for the next year, including those created on the day of election. A vacancy shall occur if a current officer is elected to a different Executive position.

3.2.3 The President, the Treasurer, and a minimum of two Directors shall be elected in even numbered years and the Vice-President, Secretary, and a minimum of two Directors shall be elected in odd numbered years.

3.2.4 An Executive Officer may hold office for one two-year term, but if no replacement can be found then that person may be elected for a further two-year term.

3.2.5 In the event that only one person stands for election for any office, that person will be declared elected by acclamation.

3.2.6 Candidates for the Board must be voting members in good standing for a minimum of 90 days.

3.2.7 If a vacancy occurs, the Board may appoint a replacement, notify the members at the next General Meeting, and that replacement Officer or Director will serve only until the next Annual General Meeting.

3.2.8 If the President is unable to continue, the Vice-President will assume the presidency until the next Annual General Meeting.

3.2.9 Board members absent from three consecutive Board meetings may be considered to have resigned office. Dismissal from office shall be confirmed by a majority vote of Board members. This provision does not prohibit the member from becoming part of the Board at some later date.

3.3 Duties of the Executive

3.3.1 **President:** Shall exercise supervision over all affairs of the Society and preside at all General Meetings of the Society, when possible.

3.3.2 **Vice-President:** Shall preside in the absence of the President and assist with other duties as directed.

3.3.3 **Treasurer:** Shall keep the accounts and prepare quarterly financial statements for the Board.

3.3.4 **Secretary:** Shall keep all the files and records of the Society.

3.4 Duties of Directors

3.4.1 All Directors will have specific assigned duties as determined by the Board.

3.4.2 The purpose and duties of Board members will be as defined in the Society Policy and Procedures Manual.

4.0 Administration

4.1 Finances

4.1.1 The Society shall approve an annual budget no later than the second General Meeting of the calendar year that shall authorize the expenditure of funds for the coming year. Variances to the budget greater than 20% shall require approval at a General Meeting.

4.1.3 The Society may borrow money only after approval by the majority of the members at a Special General Meeting called for that purpose. Notice of the Special meeting shall be given at any General Meeting at least 28 days in advance of the Special General Meeting.

4.1.4 No security for such borrowing may be given other than the Society's own assets.

4.1.5 The Society, and none other, is solely responsible for any debts and liabilities lawfully incurred by the Society unless Board members have behaved illegally as set out in s. 53 of the Societies Act.

4.1.6 Officers, Directors or other Society Members must not receive remuneration or receive other financial benefit from membership or acting for the Society, but will be reimbursed for appropriate expenses incurred for the benefit of the Society and for any extraordinary services performed for the Society which have been approved by the Board.

4.1.7 No member being reimbursed for expenses can sign the cheque reimbursing the member.

4.1.8 The Society shall ensure that its purpose is not for monetary gain for its Members and that any profits or accumulations thereof will be used for promoting its purposes. This provision in the 2011 Constitution was previously unalterable.

4.2 Accounts

4.2.1 The Treasurer will present a quarterly financial statement and year to date budget report at a scheduled meeting .

4.2.2 The annual financial statements and supporting working papers must be reviewed by a Society member independent of the Board prior to submission to the Board for approval. The Board will review and approve these financial statements for submission to the next General Meeting of the Society for membership approval.

4.2.3 The annual financial statement shall be presented to the next General Meeting following the review, approval by the Board, and in any event within 90 days after completion of the review.

4.2.4 An auditor with SCCA qualifications may be appointed by a quorum of 25% of voting members with support for the resolution by no less than 50% plus one of the voting members present at the Annual General Meeting.

5.0 Meetings

5.1 There shall be monthly general meetings of the membership called Normal Monthly General Meetings and quarterly Formal General Meetings as described below.

5.2 Formal General Meetings shall be held quarterly except July and August on predetermined days. This is a requirement of the by-laws and is not called by the Board. A quarterly Formal General Meeting may be waived only by agreement of the members at a normal monthly General Meeting.

5.3 Special General Meetings may be held when decided by the Board, or with 14 days notice given to the Secretary by thirty voting members in the form of a petition stating the reason for the meeting.

5.4 The Annual General Meeting of the Society shall be held on the first Monday in April, every year or as determined by the Board.

5.5 . A quorum for General Meetings and the Annual General Meeting is a minimum of 25 voting members.

5.6 In the event of a Meeting being postponed due to unforeseen circumstances, 7 days advance notice will be adequate to reschedule the meeting.

5.7 Board Meetings shall be held monthly on a pre-determined day or when called by the President. A quorum shall be a minimum of 50 percent plus one of the elected Board members.

5.8 Special Board Meetings may be held when decided by the President, or within 14 days of notice given to the Secretary by 50% plus one of the elected Directors of the Board. A quorum shall be a minimum of 50 percent plus one of the elected Board members.

5.9 Resolutions shall be submitted to the Board in writing 14 days in advance of a meeting to address the subject of the resolution.

6.0 Alteration to the By-Laws

6.1 The By-Laws of the Society may be amended by an extraordinary resolution submitted to the Secretary 21 days before a quarterly General Meeting or the Annual General Meeting. This shall require a two-thirds vote of the voting members present to be adopted.

7.0 General

If not specified herein, the Societies Act shall govern.

8.0 Dissolution

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8.1 Upon winding up or dissolution of the Society, the assets which remain after payment of costs, charges, and expenses which have been properly incurred in the winding up shall be distributed to an organization or organizations in British Columbia having similar charitable purpose. This provision was previously unalterable.