

YELLOWKNIFE SENIORS' SOCIETY

BY-LAWS

(Proposed Amendments as of December 2018)

INDEX

- 1. MEMBERSHIP**
- 2. MEMBERS MEETINGS**
- 3. MINUTES OF MEETINGS; BOOKS AND RECORDS**
- 4. APPOINTMENT OF ACCOUNTANT**
- 5. BORROWING POWERS**
- 6. RECEIPT AND DISPOSAL OF FUNDS**
- 7. DIRECTORS**
- 8. RIGHTS OF MEMBERS**
- 9. WITHDRAWAL AND EXPULSION OF MEMBERS**
- 10. SEAL AND SIGNING AUTHORITY**
- 11. MAKING, ALTERING AND RESCINDING BY-LAWS**
- 12. AFFILIATION**

1. MEMBERSHIP

- .1 Four types of memberships have been defined: Regular Membership, Associate Membership, Honourary Membership and Business Membership.
- .2 **Regular Membership** is available to all persons, currently or formerly residing in Yellowknife, who are 50 years of age or older. Regular Memberships become effective for the current year upon payment of the annual membership fee.
- .3 **Associate Membership** is available to all persons, currently or formerly residing in Yellowknife, who are 19 to 49 years of age. Associate Memberships become effective for the current year upon payment of the annual membership fee prescribed for Associate Membership.
- .4 **Honourary Membership** may be granted to any person the Board of Directors deems worthy, that is, supported by a majority vote of the Board of Directors. Whether the Honourary Membership is for a specified period, or for an indefinite term will be decided by the Board of Directors in the same vote that grants the membership. Honourary Members shall have all the rights and privileges of Regular Members.
- .5 **Business Membership** may be offered to Yellowknife based businesses, which are interested in supporting the objectives, programs and activities of the Yellowknife Seniors' Society. Business Memberships must be individually approved by a majority vote of the Board of Directors and becomes effective for the current year upon payment of the annual fee approved for Business Memberships.
- .6 Annual membership fees shall be set by the Board of Directors for all membership types except Honourary Memberships, which shall have no annual membership fee.
- .7 Each Regular and Honourary Member in attendance at an Annual or Special Meeting of the membership of the Yellowknife Seniors' Society shall have one vote. Associate and Business Members are not permitted to vote at Annual or Special Meetings of the Yellowknife Seniors' Society.
- .8 The fiscal year of the Society shall be from January 1st to December 31st in the same year. The beginning and end of the Membership Year shall coincide with the fiscal year.

2. MEMBERS' MEETINGS

- .1 The Annual General Meeting of the Society shall be held within 90 days after December 31st each year, the fiscal year end of the Society.
- .2 For all Annual and Special Meetings of the Society a quorum is defined as the presence of at least ten Regular and/or Honourary Members, who are not Directors, and at least fifty percent of the current Directors.

- .3 Should the President and the Vice-President be absent from an Annual or Special Meeting of the Society, a Regular Member shall be elected to preside over that meeting only.
- .4 Five Regular Members can request a Special Meeting of the Society by presenting to the President or the Vice-President, their signed, written request. The President or the Vice-President shall call the meeting within 21 days of receiving the request.
- .5 Notice of Meetings, with location, date and time shall be given to Members at least seven days prior to the date of the meeting. Notice will be in a form decided by the Board of Directors.
- .6 Other than in Section 2.4 above, only the President, or in absence of the President, the Vice-President may call a meeting of the Society.

3. MINUTES OF MEETINGS; BOOKS AND RECORDS

- .1 The Society's Secretary shall be accountable to the Board of Directors for keeping minutes of all Board Meetings and all Annual and Special Meetings of the Society. The President and the Secretary shall sign all minutes after approval at a subsequent meeting.
- .2 The approved minutes, books of account and records of the Society shall, at a minimum, be made available for inspection by the membership at each Annual General Meeting.
- .3 The Treasurer of the Society shall be accountable to the Board of Directors for properly keeping and updating the books of account of the Society.

4. APPOINTMENT OF ACCOUNTANT

- .1 Each year an external accountant, appointed at the Annual General Meeting, will examine the accounts of the Society. The report of the accountant shall be presented to the Society at the next Annual General Meeting.
- .2 The Annual Financial Statements will contain the assets and liabilities of the Society as they were at the end of the previous fiscal year (Clause 1.8 refers). In addition, the Annual Financial Statements will report all the receipts and expenditures of the Society for the fiscal year just ended.

5. BORROWING POWERS

- .1 The Board of Directors may, by majority vote, authorize the borrowing of funds for the operations of the Society in the current fiscal year. However, the total funds borrowed under this provision shall not at any time exceed one-half of the Society's revenues in the preceding fiscal year.

- .2 The Board of Directors may, with the approval of a majority of the Regular Members present at the Annual General Meeting, authorize the borrowing of funds for specific capital expenditures.
- .3 The Board of Directors may, with the approval of a majority of the Regular Members present at a special meeting of the Society, where the proposal to borrow funds for specific capital expenditures has been included with the Meeting Notice, authorize the borrowing of funds for those capital expenditures approved by the Members.

6. RECEIPT AND DISPOSAL OF FUNDS

- .1 All monies received by, or on behalf of, the Society are to be held in trust for the society and shall be deposited in the Society's account, at a chartered bank in Yellowknife as determined by the Board of Directors.
- .2 All disbursements from the Society's bank account shall be made by cheque, signed by any two of the following: the President, the Vice-President, the Treasurer, the Executive Director; or in their absence by some other Director authorized by a resolution of the Board of Directors.

7. DIRECTORS

- .1 Election of the Board of Directors shall take place at the Annual General Meeting as provided for within this section.
- .2 The President of the Society shall be elected, by the general membership, at the Annual General Meeting, for a two-year term and serve as a chairperson of the Board of Directors.
- .3 The Directors of the Society shall be elected, by the general membership, at the Annual General Meeting. The top five (5) candidates in order of finish shall be elected for a two (2) year term. The next candidates, in order of finish, shall be elected for a one-year term until a maximum of ten (10) Directors is reached.
- .4 The Immediate Past President shall continue to be the Immediate Past President until a new President is elected.
- .5 The President, Immediate Past President and the other Directors shall comprise the Board of Directors of the Society and that Board is charged with the responsibility for directing the affairs of the Society. Each Board Member shall be entitled to one vote at all meetings of the Board of Directors except for the Board Member chairing the meeting who shall only vote in the event of a tie.
- .6 No remuneration shall be paid to any Directors, or other Officer, in respect to their holding office.
- .7 A Member of the Board of Directors must be a Regular Member in good standing.

- .8 Following the Annual General Meeting, the members of the Board of Directors shall elect from the ranks of the Directors a Vice-President, a Secretary and a Treasurer. The remaining Directors shall serve in other capacities as determined by the Board of Directors.
- .9 No Regular Member shall serve more than two consecutive terms as a member of the Board of Directors, except the Immediate Past President.
- .10 On the demise, resignation or removal of a Member of the Board of Directors, the remaining Board of Directors may appoint a Regular Member to serve the balance of the term for the vacant position until the next Annual General Meeting. At the next Annual General Meeting, an election will be held to fill the position for the remainder of the term, if any, of the vacated Directorship.
- .11 The Board of Directors shall act according to the Objectives and By-Laws of the Society and deviation there from, as determined by the Board of Directors, may be sufficient grounds for expulsion from the Board of Directors.
- .12 Any Director who is absent from three meetings of the Board of Directors may be subject to expulsion from the Board of Directors.
- .13 The presence of five (5) members of the Board of Directors shall constitute a quorum for any meeting of the Board of Directors including all Regular, Special and other Meetings of the Board of Directors.
- .14 The Board of Directors shall have the authority to hire, suspend, or terminate and otherwise deal with employees of the Society including, but not limited to, establishing terms of employment and remuneration.
- .15 The Regular Members may, at any time, by resolution passed at an Annual General Meeting or Special Meeting of the Membership, remove a member of the Board of Directors. Notice of the intention to propose such a resolution must be provided in the Notice of Meeting.

8. RIGHTS OF MEMBERS

- .1 All members of the Society shall have the right to take part in all Society activities and to use all the facilities established by the Society for the promotion of its purposes, subject to such regulations and payment of such additional fees as the Board of Directors may, from time to time, establish for such activities and for use of the facilities.

9. WITHDRAWAL AND EXPULSION OF MEMBERS

- .1 Any Member may withdraw from membership in the Society by giving notice in writing to the President.

- .2 Non-payment of annual membership fees on the part of Regular Members, Associate Members and Business Members shall result in the automatic expiry of the membership.
- .3 Any Member, whose conduct is considered detrimental to the Society by the Board of Directors, may be expelled from the Society by revoking the membership of such a Member by means of a resolution passed by the Board of Directors.

10. SEAL AND SIGNING AUTHORITY

- .1 The Seal of the Society shall consist of the word "Seal" in a circle formed by the words "The Yellowknife Seniors' Society."
- .2 The Secretary of the Society shall be accountable for the security and safe custody of the Seal. The Seal shall not be affixed to any instrument or document except by the authority of a resolution passed by the Board of Directors. The Seal shall only be affixed to instruments or documents in the presence of at least two Directors or employees as authorized by a resolution of the Board of Directors.
- .3 The President, the Secretary, and one or more other Directors or employees, authorized by resolution of the Board of Directors, shall have the authority to sign instruments or documents on behalf of the Society.

11. MAKING, ALTERING AND RESCINDING BY-LAWS

- .1 By-Laws of the Society may be rescinded, altered or added to at the Annual General Meeting or at a Special General Meeting, but no revision, alteration or addition shall have any effect until it has been registered by the Registrar of Societies for the Northwest Territories.
- .2 Notice of Intention to propose the revision, alteration or addition of any By-Law shall be given in Notice of Meeting pursuant to By-Law 2.5 – Members Meetings.
- .3 Any specific item, procedure or matter not addressed in the By-Laws of the Society shall be resolved, where possible, in keeping with the latest edition of Robert's Rules of Order.

12. AFFILIATION

- .1 The Society may be affiliated with the NWT Seniors' Society by accepting the objects of that Society and by paying the required affiliation fees.