

# **BY-LAWS**

of

## **The Christian Senior Citizens Homes Society of Northern Alberta**

### **1. Preamble**

1.1 Recognizing that the exercise of Christian mercy is a communal responsibility, the Society believes that it is also a communal responsibility to care for senior citizens of the Christian community by providing facilities for their use and benefit.

### **2. Basis**

2.1 The basis of the Society is the Holy Bible, the infallible Word of God.

### **3. Interpretation**

3.1 Wherever the words “The Society” occur in these by-laws and/or amendments, they shall be understood to mean “The Christian Senior Citizens Homes Society of Northern Alberta.”

3.2 Wherever the words “The Board” appear in these by-laws and/or amendments, they shall be understood to mean “The Board of Directors” of “The Christian Senior Citizens Homes Society of Northern Alberta.”

3.3 The by-laws shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with the laws of the Province of Alberta.

3.3.1 All parliamentary procedures not provided for in these by-laws shall be governed by Robert’s Rules of Order and Robert’s Parliamentary Law.

### **4 Manner of Making, Altering & Rescinding By-Laws**

4.1 The by-laws shall not be rescinded, altered or added to, except by an “Extraordinary Resolution.”

4.2 “Extraordinary Resolution” means a resolution passed by a majority of not less than three-fourths of **the** members present at a general meeting, of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

### **5 Office**

**5.1 Communications and notices for the Society must be sent to the regular mailing address: 13429-57 Street, Edmonton, AB T5A 2G1. Legal matters must be addressed to the registered office as registered with Corporate Registry.**

5.2 Each and any change in address will become effective upon notification to the Registrar of Companies.

## **6 Seal**

6.1 The seal of the Society shall remain under the control of the board and in custody of **the Executive Director, and**, whenever used, authenticated by the signature of such member or members of the board as the board may from time to time resolve.

## **7 Dissolution of the Society**

7.1 Upon dissolution of the Society and after payment of all debts and liabilities, its remaining fixed assets shall be sold and the proceeds turned over to a charitable non-profit organization whose bases and objectives are, in the opinion of the board, similar to the bases of the Society.

## **8 Membership**

8.1 Any person or organization who has subscribed to the by-laws of the Society, and has paid their annual membership fees, as determined from time to time by the board, shall be an eligible member of the Society.

8.2 Continuous membership in good standing is dependent upon regular financial support of the Society in the amount of the membership fees or more per year.

8.3 Only members in good standing are entitled to vote.

8.4 Any member may withdraw from membership of the Society by notifying the office.

8.5 The board may cancel the membership of any member of the Society, who in the opinion of the board:

8.5.1 has engaged in actions inconsistent with the objectives of the Society,

8.5.2 no longer agrees with the by-laws of the Society, or

8.5.3 has discontinued to contribute financially to the Society on a regular basis, providing that such member may appeal the matter to the next meeting of the general membership of the Society, whose decision shall be final.

## **9 Meetings**

9.1 **The Society shall hold its annual meeting in the spring, not later than May 31, at which the following items shall be presented:**

9.1.1 **Minutes of the previous meeting,**

9.1.2 **Executive-Director's report,**

9.1.3 **President's report,**

9.1.4 **Financial statements, including the budget,**

9.1.5 **Auditor's report,**

9.1.6 **Election/re-election of board members, and**

9.1.7 **Any other business.**

- 9.2 The members of the board may consider and transact any business either special or general without any notice thereof at any membership meeting, except where the Society Act otherwise provides or the law otherwise requires.
- 9.3 The President of the board shall have power to call a special meeting of the Society at any time. Notice of a special meeting shall include a statement of the reason(s) for calling such a meeting.
- 9.4 No public notice or advertisement of any annual or special meeting of the Society shall be required, but notice of time and place of each of such meetings shall be mailed to each member, eight (8) days prior to the time fixed for holding such meetings.
- 9.5 Unintentional omission of the sending of notice shall not invalidate the proceedings of any meeting.
- 9.6 At any meeting of the Society a quorum shall consist of fifty (50) members present in person.
- 9.7 Voting can be done in person or by proxy. Each member in good standing shall be entitled to vote. The chairperson of any meeting may, in the event of an equality of votes, have a second casting vote in addition to the ordinary vote as a member.
- 9.8 All decisions on matters pertaining to persons shall be by ballot, unless otherwise agreed upon by the meeting. All other decisions shall be by oral vote, by showing of hands, or by some other means agreed upon by the meeting. A majority (i.e., more than one half) of the valid ballots cast shall determine the issue in each case, except where otherwise required by the by-laws or by the law of the province of Alberta.
- 9.9 Each joint membership (husband/wife) shall have two (2) votes; each single membership shall have one (1) vote.

## **10 Board of Directors**

- 10.1 The affairs of the Society shall be administered by a Board of Directors consisting of not less than five (5) and not more than nine (9) members, to be elected by the members of the Society. As much as possible, the board shall be a balanced representation of the membership.
- 10.2 While in the employ of the Society (other than casual employment) no person or his/her immediate family (Conflict of Interest Policy) shall be eligible for nomination to the Board of Directors. In the event that during the term of office a board member or his/her immediate family becomes employed by the Society, the board member shall resign forthwith.
- 10.3 At the **annual** meeting, ordinarily two (2) candidates shall be nominated for each vacancy. Additional nominations may be made from the floor, provided that those nominated have been contacted and given their consent prior to the meeting.
- 10.4 The term of office shall be three (3) years. Board members **may** serve only two (2) terms consecutively.

10.5 The president may appoint someone to fill any vacancy in the board occurring between annual meetings. The appointment must be confirmed in the election of board members at the next annual meeting.

10.6 The board shall declare an office vacant if any member of the board:

10.6.1 shall resign his/her office, or

10.6.2 without reasonable excuse be absent from three (3) consecutive board meetings.

10.7 Any board member may be removed from office by a special resolution.

10.8 Board members serve voluntarily with no remuneration.

## **11 Powers of the Board of Directors**

11.1 The board is the controlling body in all matters pertaining to the homes operated by the Society.

11.2 The board shall make rules and regulations pertaining to the meetings of the board and its transactions:

11.2.1 for fixing the quorum of the board,

11.2.2 for the appointment of such committees and officials as the Board deems necessary, which members may be selected from among members of the board or members of the Society,

11.2.3 to establish committee mandates and empower authority to act for the board,

11.2.4 to hire and appoint the Executive Director,

11.2.5 to see that the necessary books and records of the Society are up-to-date, and,

11.2.6 to do such other things and make decisions and policies as are deemed necessary.

11.3 The executive to the board shall consist of:

11.3.1 President,

11.3.2 Vice-President.

11.3.3 Secretary, and

11.3.4 Treasurer.

## **12 Borrowing Powers**

12.1 For the purpose of carrying out the objectives of the Society, the board may borrow or raise or secure the payment of money in such a manner as they think fit and in particular by the issue of debentures. Provided debentures shall not be issued without the sanction of an extraordinary resolution of the Society.

### **13 Audits of Accounts**

- 13.1 The board shall annually appoint an auditor or auditors to hold office for such period as the Board of Directors may determine.
- 13.2 The auditor shall make an annual audit of the books of the Society and submit a written report to members of the board.
- 13.3 The **board** shall give access to all information required by the auditors.

### **14 Inspection of **Financial Statements** by Members**

- 14.1 The books and records of the Society may be inspected by the members at such times and places as the board may authorize.

### **15 Fiscal Year**

- 15.1 The fiscal year of the Society shall ordinarily terminate on the last day of each year, **or as otherwise** fixed by the board.

### **16 By-Laws**

- 16.1 **These by-laws were adopted at the annual meeting of The Christian Senior Citizens Homes Society of Northern Alberta in November 2011. They supersede and replace all earlier amendments and by-laws of the Society.**