

**SENIORS' FIFTH AVENUE ACTIVITY CENTRE ASSOCIATION
REGISTRATION DATE APRIL 24, 1996
SOCIETIES ACT SOCIETY NUMBER S 23292**

BYLAWS

1. Section one - Interpretation

- a. In these Bylaws, unless the context otherwise requires:
 - i. "Officers" means the current President, Vice-President, Treasurer, Secretary
 - ii. "Directors" means the current Directors of the Association
 - iii. "Officers" are also Directors
 - iv. "Board" means the current elected or appointed Officers and Directors of the Association
 - v. "Societies Act" means the Societies Act of the Province of British Columbia
 - vi. "Ordinary Resolution" means a Resolution passed in a General Meeting by a simple majority;
 - vii. "Special Resolution" means a Resolution passed in a General Meeting by a majority of not less than 2/3 of the votes cast
- b. The definitions of the Societies Act apply to these Bylaws on the date these Bylaws become effective.
- c. Words importing the singular include plural and vice versa; and words importing a male person include a female person

Section two - Meeting

- a. General Meetings of the Association shall be held at the time and place that the directors decide, in accordance with the Societies Act.
- b. Every general meeting, other than an Annual General Meeting, is a special general meeting.
- c. The directors may, whenever they require, convene a special general meeting. Members may by petition signed by a minimum 5% of current members require the directors to call such a meeting.

- d. Notice of a General Meeting shall specify the place, day and hour of the meeting and in the case of special business the general nature of that business. Notice sent by email and published on the Seniors' Fifth Avenue Activity Centre Association website and any paper generally circulating in the City of Salmon Arm shall be sufficient written notice and the non-receipt of such notice by any member shall not invalidate proceedings. Notice of such meeting shall be available to all members not less than fourteen (14) days prior to same.
- e. The Annual General meeting of the Association shall be held every year.
- f. Business of the Annual General Meeting:
 - i. Adoption of the Rules of Order
 - ii. Minutes from previous Annual General Meeting
 - iii. Review of Financial Statements and Adoption of Financial Report
 - iv. Report of Officers and Directors (filed in writing)
 - v. Such other business as under the Bylaws ought to be transacted at an Annual General Meeting or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
 - vi. Election of Officers and Directors

Section three - Membership

Any person, aged 50 or older, may become a member of the Seniors' Fifth Avenue Activity Centre Association on acceptance of application and payment of membership dues. Dues shall become due and payable in January. Non-members using the facilities must be accompanied by a member in good standing.

- a. Application for membership may be refused, stating reason. Membership may be cancelled by the Seniors' Fifth Avenue

- Activity Centre Association Board of Directors for just and sufficient cause.
- b. Upon reaching the age of 90 years, a member in good standing shall become a lifetime member and he or she shall no longer be required to pay the yearly membership dues.
 - c. A member ceases to be in good standing if he or she fails to pay his or her membership by February 15th in any year.
 - d. A member shall cease to be a member upon cancellation of his or her membership for cause, upon failure to pay annual dues by March 15th in any year or upon his or her forwarding a letter of voluntary resignation from the Association to the Board of Directors.
 - e. Any Officer, Director or member may be removed for cause by a majority vote of the members.
 - f. We will extend privileges to visiting members from other Seniors' Centres Organizations located outside our immediate area.
 - g. Any person participating in any activity at the Seniors' Fifth Avenue Activity Centre Association on a regular basis, (e.g. more than 3 times annually) requires to become a Dues Paying Member of the Association. If said person is ineligible because of age restriction, then participation in all activities on a cumulative basis shall be restricted to a maximum of 3 occasions in any one calendar year. The exception shall be patrons at the Rainbow Café, who shall have unlimited access to that facility, providing however, that "Non-Member" lunch rates apply. The Board shall have the power to permit special user groups within the community to participate, under direct supervision, in organized activities at the Centre from time to time without requiring those participants to become Dues Paying Members of the Association or being ineligible because of age restrictions.

Section four - Voting Rights

- a. Voting at Board of Directors Meetings and General Meetings shall normally be by show of hands. All voting in the Association shall be by a show of hands except where a regular motion from the floor asks

for a secret ballot. Each Member in good standing shall be entitled to one vote. For extra-ordinary Board Meetings, electronic voting shall be permitted.

- b. The quorum of the Board shall be 50% and one more.
- c. The quorum of any General or Special meeting is 20 members present.

Section 5 - Officers and Directors

- a. The Board of Directors shall be members in good standing. The Board of Directors shall consist of ten (10) directors with terms of office to be for two (2) years with at least five (5) directors elected every year at the Annual General Meeting. The Board may exercise all the powers and do such acts and things as may be exercised or done by the Association that are in the best interests of the Association or its members and are not countermanded by the Constitution or these Bylaws.
- b. The election of directors shall be held at the Annual General Meeting and shall be by ballot.
- c. The elected officers of the Association shall be as follows: President and Secretary and three (3) other directors to be elected for a two year term. Vice President and Treasurer and three (3) other directors to be elected on alternate years for a two year term.
- d. The President shall appoint a nominating committee chairperson for the purpose of presenting a full slate of Officers and Directors at the Annual General Meeting.
- e. Nominations for any office may be made from the floor. Consent in writing must be obtained from any member nominated for office who is not in attendance at the meeting.
- f. Officers and Directors will assume office on the 1st of the month following their election and shall receive from retiring Officers and Directors all documents pertaining to their respective offices.

Section six - Duties of Officers and Directors

- a. The PRESIDENT shall preside at all Business and Board meetings. He or she shall supervise the duties of the Members of the Board. He or she shall represent the Association before other bodies. He or she shall be ex-officio a member of all committees.
- b. The VICE PRESIDENT shall assist the President and shall preside in his or her absence.
- c. The SECRETARY shall record the minutes of all Meetings, which shall be available to be read at the regular monthly meetings. Minutes shall be available in the office for any member to review. The secretary shall conduct the Association correspondence and shall countersign all membership cards and keep a list of all members.
- d. The TREASURER shall receive and bank to the credit of the Association, all monies paid to the Association and make disbursements as required in the normal course of Association business. He or she shall ensure books are kept covering receipts and disbursements, and shall present a financial report at the monthly board meetings. He or she shall submit a financial statement after the close of the fiscal year.

Section seven - Executive

- a. The President shall, at the first meeting of the year, appoint a Chairperson for each committee necessary to carry on the activities of the Association. Each Chairperson shall have the privilege of selecting members of his/her Committee, ordinarily to a maximum of three persons.
- b. In case of a vacancy occurring in any office, the Board may appoint a member of the Association to serve the remainder of the term.
- c. The Board shall meet regularly before the time of the General Meeting and make recommendations to the Association as to the disposal of the business to come before the Association. The Board shall act in an advisory capacity on all matters pertaining to the welfare and prosperity of the Association, outline its policies and submit suggestions for approval.

- d. Suggestions or proposals put forward by the Board shall require a majority vote of the members present for approval.
- e. Any Officer or Director who fails to attend three consecutive meetings of the Board shall no longer be considered a member of the Board unless a good reason for continued absence can be given.
- f. The secretary shall be responsible for all membership cards.

Section eight - Purchasing Powers

- a. The Association may acquire property and accumulate funds. The Board shall have the powers to make purchases of Capital Assets to a maximum amount of three thousand five hundred dollars (\$3,500) in any one fiscal year without the approval of the General Membership. Any Capital Purchases exceeding that amount shall require the formal approval of the General Membership at a General Meeting. Except that, in the event that the structural integrity of the assets of the Association is compromised in any way as to provide a threat to either, or both, the integrity of the structures or the physical and/or environmental safety of lives and/or buildings, or if the effective operation of the Association is compromised as the result of a malfunction of vital equipment, the Board may act, only with 70% majority approval of current Board Members, and report to the General Membership as soon as is practicable.

Section nine - Borrowing Powers

- a. The Association may borrow money to further its purposes but no money shall be borrowed for any purpose without the support of a special resolution of the members authorizing such borrowing.

Section ten - Signing Authorities

- a. Signing Authorities for the Association shall be:
- b. Written contracts, obligations or instruments of the Association which have been approved by the Board, shall be signed by two of the following: President, Treasurer, Secretary, one other Officer or Director, or as deemed necessary by the Board of Directors;

- c. The funds of the Association shall be subject to withdrawal for the purpose of the Association, by cheque over the signature of two of the following: President, Treasurer, Secretary, one other Director, or as deemed necessary by the Board of Directors.

Section eleven - Inspection of Books

- a. The records of the Association may be inspected, as permitted by these bylaws, during normal business hours, at such place or places where the Secretary or Treasurer maintains the books and records of the Association.
- b. A director of the Association may, without charge, inspect a record that the Association is required to keep.
- c. A person, or a member of the Association, may inspect a record that the Association is required to keep under section 20 (1) of the Societies Act and that portion of a record the Association is required to keep under section 20 (2) of the Societies Act that evidences a disclosure of a director's or senior manager's interest.
- d. The Association may charge a person a fee as specified in, or calculated in accordance with, the Regulations, for an inspection referred to in subsection (c). Members can inspect records without charge.
- e. A person, entitled to inspect a record, requiring a copy of such record will be charged a reasonable fee as specified in, or calculated in accordance with, the Regulations.
- f. Despite subsection (e),
 - i. a director of the Association is entitled to receive, without charge, a copy of a record the Association is required to keep under section 20, and
 - ii. a member of the Association is entitled to receive, without charge, one copy of the current constitution and bylaws of the Association and the most recent financial statements, as defined in section 35 of the Societies Act.
- g. Notwithstanding (c) above a person may not have access to the Association's register of members and access to the same, by a

member of the Association, is restricted.

Section twelve - Indemnification of Officers and Directors

- a. Every Officer and Director of the Association and his heirs, executors, administrators and other personal legal representatives shall, from time to time and at all times be indemnified and saved harmless by the Association from and against:
 - i. Any liability and all costs, charges and expenses that such Officers and Directors sustain or incur in respect of any action, suit, or proceeding that is proposed or commenced against him in respect of anything done or permitted by him in the execution of the duties of his office or position, and
 - ii. All other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Association, provided such Officer or Director has acted in good faith and in the best interests of the Association.

Section thirteen - Bylaws

- a. On being admitted to membership, each member is entitled to, and shall have access to, a copy of the Constitution and Bylaws of the Association.
- b. These Bylaws may be amended at a General Meeting by Special Resolution

Section fourteen - Provisions from the Association's Pre-Transition Constitution

- a. In the event of dissolution of the Association any assets of the Association remaining after satisfaction of the debts and liabilities shall be given to one or more qualified donees as described in the Income Tax Act. No assets will be distributed to the members. This provision was unalterable.

Changes to By Laws approved at General Meeting of the Membership held November 17, 2017

