



Seniors Association of Greater Edmonton

Proposed Bylaw Changes
2014

These changes will be voted on at the Annual General Meeting, June 11, 2014.

Current	Proposed
Definitions	
No current wording	2.1.4 “Objects” shall refer to the purposes for which Sage is established that are filed with Canada Revenue Agency.
The Board of Sage is empowered to	
3.1 a. Establish and revise policy, carry out the business and take such appropriate action as is necessary to further the objectives of Sage.	3.1 a. Establish and revise policy, carry out the business and take such appropriate action as is necessary to further the Objects of Sage.
Area	
4.1 The geographical area served by Sage shall be the City of Edmonton and surrounding suburban areas.	4.1 The geographical area served by Sage shall be the province of Alberta.
Partnerships	
No current wording	5.2 Partnerships may be formed with other organizations as deemed appropriate by the Executive Director.
Full Member	
5.1.1 Any person or organization that: a. supports the objectives of Sage;	6.1.1 Any person who: a. supports the Objects of Sage;
Multi-Year Member	
5.1.2 Any person who: a. supports the objectives of Sage; and b. pays the multi-year membership fees, that shall be for 3 years at 3 times the Annual Individual Membership fee.	6.1.2 Any person who: a. supports the Objects of Sage and b. pays the multi-year membership fee, that shall be for 3 years at 3 times the Annual Individual Membership fee less ten percent (10%).

Current	Proposed
Lifetime Member	
5.1.3 Any person age 65 or older who: a. supports the objectives of Sage	6.1.3 Any person age 65 or older who: a. supports the Objects of Sage
Honourary Member	
5.1.5 c. Honourary members shall not be required to pay any membership fee, dues or subscriptions.	6.1.5 c. Honourary members shall not be required to pay any membership fee.
Setting Membership Fees	
5.3 Membership fees shall be reviewed annually by the Board and changes approved at the Annual General Meeting.	6.3 Membership fees shall be set from time to time by the Board.
Rights and Privileges	
5.4.1 b. Hold one (1) vote at any Annual, General, or Special meeting of Sage.	6.4.1 b. Cast one (1) vote at any Annual, General, or Special Meeting of Sage.
Membership Withdrawal	
5.5.2 The Board of Directors may withdraw membership for behaviour deemed detrimental to the work and objectives of Sage.	6.5.2 The Board of Directors may withdraw membership for behaviour deemed detrimental to the work and Objects of Sage.
Voting	
6.2.1 A simple majority (50%+1) is required to pass a motion except when otherwise stated in these Bylaws.	7.2.1 A simple majority (50%+1) of those who vote is required to pass a motion except when otherwise stated in these Bylaws.
6.2.3 Voting at all Annual, General or Special Meetings must be in person and not by proxy. Such vote may be by show of hands or in the form of paper ballots if approved by the majority of the voting members present.	7.2.3 Voting at all Annual, General or Special Meetings must be in person and not by proxy. Such vote may be by show of hands or in the form of paper ballots.
Annual General Meeting	
6.3 a. receive the report of the Board on the year's activities; No current wording	7.3 a. receive the report from the Board on the past fiscal year's activities;

Current	Proposed
Special Meeting	
6.5 A special meeting may be called by the President or other Officer upon receipt of a petition signed by at least 10% of the members in good standing and setting out the reason(s) for requesting such a meeting.	7.5 A special meeting may be called by the President or other Officer upon receipt of a petition setting out the reason(s) for requesting such a meeting, signed by at least 10% of the members in good standing .
Rules of Order	
6.7 Meetings of Sage are to be conducted in conformity with Robert’s Rules of Order except where the Bylaws take precedence.	7.7 Sage shall conduct meetings using a consensus building approach. Basic elements of Robert’s Rules of Order shall be applied to meeting processes. Other elements of Robert’s Rules of Order may be utilized at the discretion of the President.
Board Meetings and Decision Making	
No current wording	8.1.6 A Director who is appointed to the Board shall have full voting rights at all Board, Annual, General and Special Meetings.
7.2.1 The Board shall meet at least ten (10) times yearly.	8.2.1 The Board shall meet at least quarterly.
No current wording	8.2.4 Directors may attend meetings and vote by electronic means.
No current wording	8.2.6 Voting at all Board Meetings shall be by direct vote and not by proxy.
Duties Board Members	
7.3.1 Directors shall attend regular and special meetings of the Board. Failure to attend three (3) consecutive meetings or to maintain sixty percent (60%) attendance throughout the year without providing due reason may be removed from the Board by a 2/3 majority vote by the Board.	8.3.1 Directors shall attend regular and special meetings of the Board. Directors who fail to attend three (3) consecutive meetings or to maintain sixty percent (60%) attendance throughout the year without providing due reason may be removed from the Board by a 2/3 majority vote by the Board.

Current	Proposed
Duties of Officers	
<p>7.5.5 The Past President</p> <ul style="list-style-type: none"> a. shall support the current President; b. shall Chair the Nominating Committee; c. shall assist with Board recruitment and orientation to the Board; d. shall assist with Board Training; e. may Chair special events; and f. shall provide historical continuity about Board activities. g. shall preside at all meetings in the absence of the President and President-Elect. 	<p>8.5.5 The Past President</p> <ul style="list-style-type: none"> a. shall Chair the Nominating Committee; and b. shall preside at all meetings in the absence of the President and President-Elect.
Board Committees	
<p>7.6 The Board shall establish and maintain Standing and Ad Hoc Committees as required to accomplish the goals and objectives of Sage.</p>	<p>8.6 The Board shall establish and maintain Standing and Ad Hoc Committees as required to accomplish the goals and Objects of Sage.</p>
Removal of Directors and Officers	
<p>7.7.1 In the event a Director is unable to fulfill the duties of a Director, he/she may be removed from the Board by a 2/3 majority vote of the Board.</p>	<p>8.7.1 A Director, may be removed from the Board by a 2/3 majority vote of the Board.</p>
<p>7.7.2 In the event an Officer is unable to fulfill the duties of an Officer, he/she may be removed from office by a 2/3 majority vote by the Board.</p>	<p>8.7.2 An Officer, may be removed from office by a 2/3 majority vote by the Board.</p>
SEAL	
<p>ARTICLE 8 The Seal of Sage shall be kept in the custody of the Executive Director and when used shall be attested to by the signatures of the President or Secretary and the Executive Director.</p>	<p>ARTICLE 9 The Seal of Sage shall be kept in the custody of the Executive Director and when used shall be attested to by the signatures of one or more of the following: President, Secretary and Executive Director, as required.</p>

Current	Proposed
Minutes	
10.1 Board minutes shall be posted after each Board Meeting for the information of all members.	11.1 Board minutes shall be available for review by members after each Board Meeting.
Inspection of Books – Sage Members	
10.2 Every Director of the Board shall, at appropriate times, have the right to inspect the books and records of Sage.	11.2 Sage members shall have the right to inspect the books and records of Sage upon reasonable notice in writing being given to the Executive Director and/or President.
FINANCIAL TRANSACTIONS	
<p>ARTICLE 11. SIGNING OFFICERS</p> <p>11.1 General Accounts Two (2) authorized signatures are required on all cheques or disbursements. One (1) signature from an officer of the Board and one (1) signature from the Executive Director or his/her designate.</p> <p>11.2 Other accounts Signatures as required.</p>	<p>ARTICLE 12 FINANCIAL TRANSACTIONS</p> <p>Two (2) authorized signatures are required on all cheques or disbursements. One (1) signature from an Officer of the Board and one (1) signature from the Executive Director or his/her designate.</p>
BORROWING POWERS	
<p>ARTICLE 12</p> <p>Sage, for the purpose of carrying out its objectives, may borrow, raise, receive or secure the payment of money in any manner it sees fit. All its powers in this regard may be exercised by the Board, provided that no debentures shall be issued without the sanction of a special resolution of Sage by at least 75% of Sage’s members present and voting at a meeting called for that purpose.</p>	<p>ARTICLE 13</p> <p>Sage, for the purpose of carrying out its Objects, may borrow, raise, receive or secure the payment of money in any manner it sees fit. The Board shall exercise this authority. A debenture shall only be issued by the passing of a special resolution supported by at least 75% of Sage’s members present and voting at a Special or General Meeting.</p>
HONOURARY SOLICITOR	
<p>ARTICLE 13</p> <p>13.1 Honorary Solicitor There shall be established the position of Honorary Solicitor.</p>	Deleted

Current	Proposed
<p>13.2 Activities of the Honorary Solicitor The Honorary Solicitor shall, as required, provide advice and counsel on legal matters of importance to Sage. Provision of such counsel shall not preclude the Honorary Solicitor, or firm of the Honorary Solicitor, from carrying out legal work for Sage.</p>	<p>Deleted</p>
Bylaw Amendments	
<p>15.1 Sage Bylaws may be amended at the Annual, any General or Special meeting of Sage.</p>	<p>15.1 Sage Bylaws may be amended at an Annual, General or Special meeting of Sage.</p>
Compliance with Societies Act	
<p>15.3 Any amendment or amendments shall be presented as a special resolution as set forth in the Societies Act of Alberta.</p>	<p>15.3 Any amendment or amendments of these Bylaws shall be presented as a special resolution as set forth in the Societies Act of Alberta.</p>
Disbursement of Assets	
<p>17.2 In the event of dissolution of Sage, all its remaining assets, and future benefits, after an audit and payment of liabilities, shall be distributed to one or more recognized senior-serving charitable organizations in Edmonton.</p>	<p>17.2 In the event of dissolution of Sage, all its remaining assets, and future benefits, after an audit and payment of liabilities, shall be distributed to one or more senior-serving charitable organizations in Edmonton that is/are a qualified donee as defined by the Income Tax Act.</p>