

## SECTION 1 – BYLAWS AND DIRECTION STATEMENTS 1.2 BYLAWS

### ARTICLE 1. PREAMBLE

#### 1.1. Name

The name of the Organization shall be “Sage Seniors Association”

#### 1.2. Bylaws

The following articles set out the Bylaws of the Sage Seniors Association.

### ARTICLE 2. DEFINING AND INTERPRETING THE BYLAWS

#### 2.1 Definitions

2.1.1 In these Bylaws, “Sage” shall refer to the Sage Seniors Association.

2.1.2 “Board” shall refer to the Board of Directors of Sage.

2.1.3 “Director” shall refer to the elected members of the Board.

2.1.4 “Objects” shall refer to the purposes for which Sage is established that are filed with Canada Revenue Agency.

2.1.5 “Officer” shall refer to a Director who is elected by the Board to the position of President, President Elect, Secretary, Treasurer or who holds the position of Past President.

### ARTICLE 3. GOVERNANCE OF SAGE

#### 3.1 The Board of Sage is empowered to

- a. Establish and revise policy, carry out the business and take such appropriate action as is necessary to further the Objects of Sage.
- b. Delegate authority and responsibility for implementation of Sage policies to the Executive Director.
- c. Ensure that Sage policies are implemented.
- d. Report fully to the Membership annually.

- e. Establish Board committees and delegate duties as appropriate.

### **3.2 Executive Director**

Day to day management and administration of Sage shall be delegated to the Executive Director who reports to the Board and is responsible to the Board.

## **ARTICLE 4. GEOGRAPHICAL AREA**

### **4.1 Area**

The geographical area served by Sage shall be the province of Alberta.

## **ARTICLE 5. COLLABORATION**

Collaboration shall be undertaken with other organizations and individuals sharing similar objectives.

## **ARTICLE 6. MEMBERSHIP**

### **6.1 Classification of members**

#### **6.1.1 Full Member**

Any person who:

- a. supports the Objects of Sage; and
- b. pays the annual fee for full membership.

#### **6.1.2 Multi-Year Member**

Any person who:

- a. supports the Objects of Sage and
- b. pays the multi-year membership fees, that shall be for 3 years at 3 times the Annual Individual Membership fee less ten percent (10%).

#### **6.1.3 Lifetime Member**

Any person age 65 or older who:

- a. supports the Objects of Sage and
- b. pays the lifetime membership fees, that shall be 5 times the Individual Membership fee.

## **6.1.4 Annual Organizational Membership**

- a) Annual Not-For-Profit Organizational Membership shall be 5 times the Annual Individual Membership fee.
- b) Annual For-Profit Organizational membership shall be 10 times the Annual Individual Membership fee.

## **6.1.5 Honourary Member**

- a. Any person or organization deemed by resolution of the Board of Directors to have made an outstanding contribution to the work of Sage;
- b. Honourary members of Sage shall be entitled to receive notice of the Annual General Meetings of Sage; and
- c. Honourary members shall not be required to pay any membership fee.

## **6.1.6 Associate Member**

- a. The Board may grant Associate non-voting membership to persons providing voluntary assistance to Sage; and
- b. Sage paid staff persons may only hold non-voting Associate membership in Sage.

## **6.2 Membership Year**

The membership year shall be for one year following the date of purchase.

## **6.3 Setting Membership Fees**

Membership fees shall be set from time to time by the Board.

## **6.4 Rights and Privileges**

- 6.4.1 Any member in good standing, with the exception of Associate Members, is entitled to:

- a. Notice of Annual, General, or Special meetings of Sage;
- and
- b. Cast one (1) vote at any Annual, General, or Special meeting of Sage.

## **6.5 Membership Withdrawal**

- 6.5.1 A member may withdraw from Sage by submitting written notice of intention to do so.
- 6.5.2 The Board of Directors may withdraw membership for behaviour deemed detrimental to the work and Objects of Sage.

## **ARTICLE 7. MEETINGS OF SAGE**

### **7.1 Quorum**

For all purposes, the quorum for an Annual, General or Special Meeting shall be twenty (20) members present.

### **7.2 Voting**

- 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.
- 7.2.2 All Full, Multi-Year, Lifetime and Honourary Members, as defined in Section 5.1, shall have the right to vote and present motions at any Annual, General or Special Meeting.
- 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.

### **7.3 Annual General Meeting**

The Annual General Meeting of Sage shall be held not later than June 30<sup>th</sup> each year. The purposes of the Annual General Meeting shall be to:

- a. receive the report from the Board on the past fiscal year's activities;
- b. receive the audited financial statement of Sage;

- c. appoint auditors; and
- d. elect new Directors to the Board.

## **7.4 General Meeting**

The Board may call general membership meetings for the purpose of providing reports, seeking advice and direction from membership, and discussing issues of Sage or of public concern.

## **7.5 Special Meeting**

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.

## **7.6 Notice of Meetings**

7.6.1 Notice of the date, time and location of Annual, General or Special Meetings shall be publicized in the membership newsletter, which shall be sent by mail or electronic mail to the last known address of the member.

In the event that no membership newsletter will be sent prior to the Annual, General or Special Meeting, notice shall be sent by mail or electronic mail to the last known address of the member.

7.6.2 For the Annual General Meeting, a minimum of 21 days notice shall be provided; for Special or General meetings a minimum of 10 days notice shall be provided.

## **7.7 Rules of Order**

Sage shall conduct meetings using a consensus building approach. Basic elements of Roberts Rules of Order shall be applied to meeting processes. Other elements of Roberts Rules of Order may be utilized at the discretion of the President.

# **ARTICLE 8. BOARD OF DIRECTORS, OFFICERS AND COMMITTEES**

## **8.1 Board of Directors**

- 8.1.1 The Board shall, with the exception of the Past President, be elected from the membership at the Annual General Meeting of Sage.
- 8.1.2 The Board shall normally consist of twelve (12) Directors.
- 8.1.3 Each elected Director of the Board shall hold office for a term of two (2) years. Directors are eligible for election of a second and third two (2) year term. Notwithstanding the foregoing, a Director who is an officer may be elected for additional one (1) year terms, not to exceed three (3) additional one (1) year terms, pursuant to Article 8.4.3.~~Each elected Director of the Board shall hold office for a term of three (3) years. Directors are eligible for election for a second three (3) year term.~~
- 8.1.4 A Director of the Board, having served as a director for ~~two consecutive terms of three years~~three (3) consecutive terms of two (2) years shall not be eligible for re-election until one (1) year has elapsed.
- 8.1.5 The immediate Past President of Sage in the event he or she is not eligible by reason of terms of service, may be an additional Director of the Board.
- 8.1.6 In the event of withdrawal of any Director of the Board, the Board shall, upon recommendation of the Nominating Committee, be empowered to appoint a person to the vacant position until the next Annual General Meeting.
- 8.1.7 When the Board acts to fill a vacancy, the newly appointed person shall be eligible to serve, by elections at Annual General Meetings, ~~threetwo (32)~~ full terms following the shortened term to which that person was originally appointed by the Board.
- 8.1.8 A Director who is appointed to the Board shall have full voting rights at all Board, Annual, General and Special Meetings.

## **8.2 Board Meetings and Decision Making**

- 8.2.1 The Board shall meet at least quarterly.
- 8.2.2 Meetings shall be at such times as may be decided by the Board.

## BOARD POLICY

- 8.2.3 One (1) Board meeting shall be held as soon as possible following the Annual General Meeting to elect the Officers and assign committees.
- 8.2.4 Directors may attend meetings and vote by electronic means.
- 8.2.5 A quorum for meetings of the Board shall be a simple majority (50% + 1) of Directors of the Board, excluding those who are on an extended leave of absence (See [87.3.3](#)).
- 8.2.6 Voting at all Board Meetings shall be by direct vote and not by proxy.

### 8.3 Duties Board Members

- 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.
- 8.3.2 Directors shall choose or be assigned duties appropriate to their interests and capabilities.
- 8.3.3 If a Director of the Board anticipates absence from meetings of the Board for two (2) or more consecutive meetings, a written notice must be sent to the Board President and Secretary so that the number for quorum can be adjusted as per bylaw [8.2.57-2.4](#). The Board shall at its next meeting record the requested leave of absence.

### 8.4 Officers

- 8.4.1 Officers of the Board shall be the President, President-Elect, Past President, Treasurer and Secretary. There may be other Officers as deemed necessary by the Board.
- 8.4.2 Officers of the Board shall be elected from among its Directors at its first meeting following the Annual General Meeting of Sage.

- 8.4.3 An elected Officer shall hold office for a term not to exceed 2 years, unless re-elected by the board unanimously by the directors in attendance at that particular meeting, for an additional one (1) year term, not to exceed three (3) additional one (1) year terms.~~An elected Officer, with the exception of the Treasurer, shall hold office for a term of one (1) year or until a successor takes office but may not hold the same office for more than two (2) consecutive years.~~
- 8.4.4 ~~The Treasurer shall hold office for a term of two (2) years or until a successor takes office but may not hold the same office for more than three (3) consecutive years.~~
- 8.4.5 A director of the board having served the maximum term as an officer shall be eligible for re-election to the same office after one (1) year has elapsed.~~A Director of the Board having served as an Officer for two consecutive terms shall not be eligible for re-election to the same office until one (1) year has elapsed.~~

## 8.5 Duties of Officers

- 8.5.1 The President:
- a. Shall be an ex officio, non-voting member of all Board committees, except the Nominating Committee.
  - b. Shall serve, in the majority of instances, as the spokesperson for the Board.
  - c. Shall provide leadership to the Board.
- 8.5.2 The President-Elect shall assist the President in his or her duties and shall preside at all meetings in the absence of the President or when the Chair is vacated. The President- Elect shall be assigned specific duties as required.
- 8.5.3 The Treasurer shall monitor the financial affairs of Sage and ~~oversee~~ the preparation of the annual budget and quarterly financial reports.
- 8.5.4 The Secretary shall be responsible for the recording and maintenance of Executive, Board, Annual, General, Special meeting minutes, Board policies, correspondence and other Sage books.
- 8.5.5 The Past President



## BOARD POLICY

- a. shall Chair the Nominating Committee; and
- b. shall preside at all meetings in the absence of the President and President-Elect.

### **8.6 Board Committees**

The Board shall establish and maintain Standing and Ad Hoc Committees as required to accomplish the goals and Objects of Sage.

### **8.7 Removal of Board Directors and Officers**

8.7.1 A Director, may be removed from the Board by at least a 2/3 majority vote of the Board.

8.7.2 An Officer, may be removed from office by at least a 2/3 majority vote by the Board.

## **ARTICLE 9. SEAL**

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 and/or Secretary and/or the Executive Director.

## **ARTICLE 10. FISCAL YEAR AND AUDIT**

### **10.1 Fiscal Year**

The administrative and fiscal year of Sage shall be the calendar year.

### **10.2 Auditors**

Auditors shall be appointed at the Annual General Meeting of Sage. Such auditors shall be chartered accountants.

### **10.3 Statement of Accounts**

A statement of accounts, duly audited, shall be presented at every Annual General Meeting by the Treasurer.

## **ARTICLE 11. BOOKS AND RECORDS**

### **11.1 Minutes**

Board minutes shall be available for review by members after each Board Meeting.

### **11.2 Inspection of Books – Board Director**

Every Director of the Board shall, at appropriate times, have the right to inspect the books and records of Sage.

### **11.3 Inspection of Books – Sage Members**

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.

## **ARTICLE 12. FINANCIAL TRANSACTIONS**

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.~~ [Policy 4.11 Financial Transactions outlines the amounts in which authorized signing officers are able to sign.](#)

## **ARTICLE 13. BORROWING POWERS**

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.

## **ARTICLE 14. REMUNERATION**

Directors and Officers shall serve without remuneration.

## **ARTICLE 15. BYLAW AMENDMENTS**

### **15.1 Bylaw Amendments**

Sage Bylaws may be amended at an Annual, General or Special meeting of Sage.

### **15.2 Notice of Proposed Amendments**

Notice of the proposed Bylaw amendment or amendments shall be given by public notice intended broadly to inform the membership not less than twenty-one (21) days prior to the date of the meeting of Sage at which the amendment or amendments shall be proposed, and

requires an affirmative vote of at least 75% of Sage members present to be accepted.

### **15.3 Compliance with Societies Act**

Any amendment or amendments of these Bylaws shall be presented as a special resolution as set forth in the Societies Act of Alberta.

## **ARTICLE 16. LIABILITY OF DIRECTORS**

### **16.1 Director Liability**

No Director or Officer of Sage shall be liable for the acts, neglect or default of any other Director or Officer or Employee or for any loss, damage or misfortune that may happen in the execution of the duties within the scope of any office or trust in relation hereto unless the same shall happen by or through a willful act or default of the Director or Officer or Employee.

### **16.2 Liability Insurance**

Sage shall purchase Directors' and Officers' Liability Insurance at a level appropriate to current risk.

## **ARTICLE 17. TERMINATION OF SAGE**

### **17.1 Motion of Termination**

The affairs of Sage may be terminated by a motion passed by 75% of those members present and voting at an Annual, General or Special Meeting.

### **17.2 Disbursement of Assets**

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.

The names of the recipient senior-serving charitable organizations and the percentage of funds each shall receive shall be voted upon by the members and shall require a simple majority as specified in 6.2.1.

## **ARTICLE 18. BYLAW REVIEW**

These Bylaws shall be reviewed at least once every five (5) years.

**REGISTERED OCTOBER 1970, #6056**

**AMENDED 1977, 1981, 1986, 1995, 1997, 1998, 2000, 2003, 2004, 2005, 2009,  
2014, 2016, [2019](#)**