



Strathcona Place Society

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Bylaws

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BYLAWS

ARTICLE 1 - PREAMBLE

1.1 NAME

The name of this Society is the Strathcona Place Society (SPS)

ARTICLE 2 - DEFINITIONS

In these bylaws the following words have these meanings:

2.1 Society means the Strathcona Place Society.

2.2 Board means the elected Board of Directors of the Strathcona Place Society.

2.3 Director means any person elected to the Board of Directors.

2.4 Annual General Meeting (AGM) means the annual meeting of the Society.

2.5 Chair means a person chairing a committee or meeting.

2.6 Act means the current version of the Societies Act of Alberta.

ARTICLE 3 - MEMBERSHIP

3.1 CLASSIFICATION OF MEMBERS

There are four (4) classes of members:

1. Regular members
2. Lifetime members
3. Associate members
4. Honourary members

3.1.1 REGULAR MEMBERS

- (a) Have reached the age of Forty-Five (45) or more;
- (b) Support the objectives of the Society;
- (c) Have paid the annual membership fee or a multiple year fee as determined by the Board; and
- (d) Have all the rights and privileges identified in Article 3.3.

3.1.2 LIFETIME MEMBERS

- (a) Are Regular Members appointed at the discretion of the Board;
- (b) Have reached the age of Ninety (90) or more;
- (c) Are exempt from payment of the annual fee; and
- (d) Have been a member in good standing for at least three (3) consecutive years prior to appointment.

3.1.3 ASSOCIATE MEMBERS

- (a) Are adults who have not reached the age of Forty-Five (45);
- (b) Support the objectives of the Society;
- (c) Have paid the annual membership fee that is set from time to time by the Board;
- (d) Do not have voting privileges at any General Meeting;
- (e) May be subject to other restrictions.

Associate membership may be provided at the discretion of the Executive Director.

3.1.4 HONOURARY MEMBERS

- (a) Are selected at the discretion of the Board;
- (b) Are individuals holding specific positions outside of the Society;
- (c) Shall receive invitations to attend the AGM and other events;
- (d) Do not have voting privileges; and
- (e) Do not pay a membership fee.

3.2 TERM OF MEMBERSHIP AND FEES

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

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

3.2.3 Membership is not transferable to another person.

3.3 RIGHTS AND PRIVILEGES OF MEMBERS

3.3.1 A member in good standing is one who has:

- (a) Paid the required membership fee; and
- (b) Not been suspended or expelled from membership as provided for under articles 3.4 and 3.5.

3.3.2 Any member in good standing is entitled to:

- (a) Be notified of General Meetings of the Society (4.2.2, 4.3.3);
- (b) Attend any General Meeting of the Society;
- (c) Speak at any General Meeting of the Society; and
- (d) Exercise rights and privileges given to members as defined in these Bylaws.

3.3.3 Any Regular or Lifetime Member in good standing is entitled to hold one vote at a General Meeting of the Society.

3.4 SUSPENSION OF MEMBERSHIP

3.4.1 The Board, by two-thirds (2/3) majority vote, may suspend the membership of a member, for a specified time, for any one of the following reasons:

- (a) The member has failed to abide with the Bylaws;
- (b) The member has disrupted meetings or functions of the Society;
- (c) The member has wilfully done anything deemed by the Board to be harmful to the Society; or
- (d) Has failed to adhere to the Code of Conduct.

3.4.2 The member shall be sent a notice of the intention of the Board to suspend membership, stating the reasons for the proposed suspension, two (2) weeks prior to the meeting that is scheduled to deal with this matter.

3.4.3 The member shall be given the opportunity to appear before the Board and shall be allowed to have one other person present, having given prior notice to the Board.

3.4.4 The Board shall determine how the matter shall be dealt with and may limit the time given the member and/or her/his representative to address the Board.

3.4.5 The Board may exclude the member from its discussion of the matter, including the vote on the issue of suspension.

3.4.6 The length of the suspension shall be set by the Board.

3.4.7 The decision of the Board is final.

3.5 TERMINATION OF MEMBERSHIP

3.5.1 Termination of membership can be for any one of the following reasons:

- (a) Non-payment of the annual membership fee;
- (b) Expulsion (3.6); or
- (c) A member may resign officially from membership by a signed notice in writing delivered to the address of the Society to the attention of the Executive Director. The effective date of withdrawal shall become official upon receipt of the notice in writing. No membership fee shall be refunded.

3.6 EXPULSION

- 3.6.1 Any member may be expelled from membership for any action which the Board deems harmful to the approved objectives of the Society or the Society's approved Code of Conduct for members.
- 3.6.2 The decision to expel a member rather than suspend will depend on the seriousness of the alleged offence by the member and its potential impact on the Society.
- 3.6.3 This decision shall be approved by a two-thirds (2/3) majority vote of the members of the Board. A special meeting may be called for that purpose.
- 3.6.4 The member shall be sent a notice of the intention of the Board to expel the member, stating the reasons for the proposed expulsion, two (2) weeks prior to the meeting that is scheduled to deal with this matter.
- 3.6.5 The member shall be given the opportunity to appear before the Board and shall be allowed to have one other person present, having given prior notice to the Board.
- 3.6.6 The Board shall determine how the matter shall be dealt with and may limit the time given the member and/or her/his representative to address the Board.
- 3.6.7 The Board may exclude the member from its discussion of the matter, including the vote on the issue of expulsion.
- 3.6.8 The decision of the Board is final.

3.7 LIABILITY OF MEMBERS

- 3.7.1 Any member is liable for any personal debt owing the Society.
- 3.7.2 Although a membership may be suspended or terminated, the member involved is liable for any personal debt owing the Society at the date of suspension or termination.
- 3.7.3 No member, in his or her individual capacity, is liable for any debt or liability of the Society.

ARTICLE 4 - GENERAL MEETINGS OF THE SOCIETY

4.1 TYPES AND PROCEDURES OF GENERAL MEETINGS

- 4.1.1 The types of General Meetings of the Society are:
- (a) Annual General Meeting (AGM); and
 - (b) Special General Meeting.
- 4.1.2 Advance notice of any General Meeting shall be advertised as described in 4.2.2 for an AGM, and in 4.3.3 for a Special General Meeting.
- 4.1.3 The quorum at a duly called General Meeting shall consist of a minimum of twenty (20) of the eligible voting members of the Society or 20% of eligible voting members, whichever is less. If the quorum is not present in-person or online within one-half (1/2) hour after the scheduled date and time the President shall cancel the meeting. If cancelled, the meeting shall be rescheduled for a date within one (1) month of the cancelled meeting. Members shall be notified of the rescheduled meeting. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting shall proceed with the voting members in attendance in person or online.
- 4.1.4 Each voting member shall have only one (1) vote.
- 4.1.5 Voting by proxy shall not be allowed.
- 4.1.6 Voting shall be done by a show of hands unless the President determines otherwise or a formal request is made by an eligible voting member. Electronic means of voting are also acceptable.
- 4.1.7 A simple majority of the voting members present shall be required to pass any motion except for matters covered under specific clauses of the Bylaws.

4.1.8 The President shall not vote unless there is a tie. In such a case he or she shall cast the deciding vote.

4.2 ANNUAL GENERAL MEETING

4.2.1 The AGM of the Society shall be called by the President and held not later than May 30 of each year.

4.2.2 Notice of the AGM shall be given at least twenty one (21) days in advance of the meeting by visibly posting such notice, along with pertinent information, at the address of the Society, and by communicating/advertising through the electronic or other means used by the Society to communicate with members.

4.2.3 The Board shall report on the past year's activities and deal with any business specified in the meeting notice.

4.2.4 An annual audited financial statement for the past year shall be submitted to the membership for their approval.

4.2.5 Election of members for the Board of Directors shall take place under the supervision of the Nominating Committee.

4.3 SPECIAL GENERAL MEETINGS

4.3.1 The Board may call a Special General Meeting for the purpose of providing reports, seeking advice and directions from members of the Society, or discussing matters that may be of concern to the membership.

4.3.2 The Board shall call a Special General Meeting upon receipt of a petition, signed by at least 50% plus 1 of the voting members in good standing, stating the reason for requesting the meeting and the proposed motion(s) intended to be submitted at the meeting.

4.3.3 Twenty one (21) days' notice prior to the date of any Special General Meeting shall be given to the members of the Society. This notice shall state the reason for calling the Special General Meeting.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 VOTING AT BOARD AND EXECUTIVE MEETINGS

5.1.1 For in-person meetings, voting shall be done by a show of hands unless

otherwise directed by the President or by electronic means such as email or other electronic methods for meetings not conducted in-person.

5.1.2 Voting by proxy is not permitted.

5.1.3 A simple majority of the Directors attending a Board Meeting shall be required to pass any motion except for matters covered under specific clauses of the Bylaws.

5.1.4 The President shall not vote unless there is a tie, in which case he or she shall cast the deciding vote.

5.2 COMPOSITION OF THE BOARD

5.2.1 All Directors shall be members of the Society.

5.2.2 The Board, elected by voting members of the Society, is controlled by the Bylaws, Policies and Procedures, and by Rules for Standing Committees.

5.2.3 There shall be a maximum of twelve (12) Directors including the Officers, whose titles and duties are found in Article 6. There shall be a minimum of seven (7).

5.2.4 Those Directors elected to the Board shall assume their duties immediately after the AGM.

5.3 TERMS OF OFFICE

5.3.1 The term of office for the Directors shall be three (3) years and be limited to two (2) consecutive terms.

5.3.2 At the completion of two (2) consecutive terms as a Director, a Director shall not be eligible for re-election for one (1) year.

5.4 VACANCIES

5.4.1 A Director's position shall be considered vacant when:

- (a) A written resignation from the Director has been received;
- (b) The Director has been absent from three (3) consecutive Board Meetings without a reason being deemed valid and acceptable to the Board;
- (c) Incapacitating illness or death of the Director occurs; or
- (d) The Director has served two terms.

- 5.4.2 The Board is empowered to fill any vacancy on the Board by appointing a Regular or Lifetime Member of the Society. To continue in office, the appointed Director shall stand for election at the next Annual or Special General Meeting.
- 5.4.3 The Board shall, with the exception of the Past President, be elected from the membership at an Annual or Special General Meeting.
- 5.4.4 Nominations from the floor shall not be accepted. Members who wish to stand for election to the Board shall submit his/her expression of interest to the Nominating Committee at least 6 weeks prior to the Annual or Special General Meeting. The member shall be interviewed by the Nominating Committee to review his/her qualifications and confirm his/her commitment to the objectives and goals of the Society.

5.5 POWERS AND DUTIES OF THE BOARD

- 5.5.1 The Board, subject to the Bylaws and Governance Policies, shall oversee the business affairs of the Society and be fiscally accountable to the membership.
- 5.5.2 The Board shall set governance policies.
- 5.5.3 The Board shall appoint the auditors to examine the financial records of the Society.
- 5.5.4 No individual Director has the authority to represent or make a decision on behalf of the Board unless specifically authorized to do so by the Board.
- 5.5.5 The Board shall hire an Executive Director. Day to day management and administration of the Society shall be delegated to the Executive Director, who reports to and is accountable to the Board. The Executive Director shall be an ex-officio member of the Board and Board committees and shall not be eligible to vote.

5.6 MEETINGS OF THE BOARD OF DIRECTORS

- 5.6.1 The Board shall hold meetings as often as necessary but at least once every three (3) months. The meetings may be in-person, conducted through electronic means, or a combination of both. Any decisions made in an electronic based meeting are deemed to have the same authority as an in-person meeting.
- 5.6.2 In consultation with the Directors, the President, at the first Board meeting following the AGM, shall set the schedule for regular Board meetings. Such

dates may be changed by notifying each Director by e-mail or telephone a minimum of two (2) days in advance of the meeting.

- 5.6.3 The quorum for a Board meeting shall be a simple majority of Directors and shall include at least three (3) Officers of the Board.
- 5.6.4 A meeting may be held if a quorum of the Board is not present. However, any business transacted shall be voted upon the next regularly scheduled meeting. The meeting can continue if quorum is not achieved, but no voting or motions can take place for the duration of that meeting.
- 5.6.5 A Special meeting of the Board may be called by the President on the instruction of any two (2) Directors. The request shall be submitted in writing to the President and state the business to be brought before the meeting.
- 5.6.6 Members of the Society may make a request to speak to the Board on a specific issue. The request shall be submitted to the President, in writing, at least one (1) week in advance of a regularly scheduled Board meeting.

5.7 WITHDRAWAL/EXPULSION

- 5.7.1 A Director may withdraw from the Board upon submission of a written resignation.
- 5.7.2 A Director may be removed if:
- (a) The Director has failed to abide by the rules and regulations of the Society;
 - (b) The Director has disrupted meetings or functions of the Society;
 - (c) The Director has verbally or physically abused another member of the Society or a member of the staff;
 - (d) The Director has wilfully done anything deemed by the Board to be harmful to the Society; or
 - (e) The Director is unwilling or unable to fulfill assigned duties, and does not submit an acceptable written explanation upon request of the Board.
- 5.7.3 After consulting with legal counsel, that Director may be removed by two-thirds (2/3) vote, by secret ballot, at a duly constituted Board meeting.

5.8 LIMITATION ON LIABILITY OF DIRECTORS

- 5.8.1 A Director or Officer is not liable for the acts of any other Director, Officer or employee. A Director or Officer is not responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or

corporation dealing with the Society. A Director or Officer is not liable for any loss due to an oversight or error in judgement, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

5.8.2 Directors and Officers Liability Insurance shall be in effect at all times.

ARTICLE 6 - OFFICERS

6.1 OFFICERS

6.1.1 The Officers of the Board shall be the President, the Vice-President, the Past President, the Secretary and the Treasurer and shall form the Executive Committee.

6.1.2 At the first Board meeting after the AGM, the Board shall confirm the President, Vice-President, Secretary, Treasurer and Directors. Each shall serve until the next AGM, unless events require a successor to be appointed.

6.1.3 The Past-President shall serve one (1) year only, immediately following his or her term as President. This may mean one (1) additional year as a Director and is therefore the exception to 5.3.2.

6.1.4 The Officers of the Board shall have signing authority for the Society.

6.2 DUTIES OF OFFICERS

6.2.1 The President shall:

- (a) Be the Chair of the Board and shall preside at all meetings of the Board and the Society. Be the Chair of the Executive Committee;
- (b) Be an ex-officio, non-voting member of all Committees except the Nominating Committee;
- (c) Automatically remain on the Board in the position of Past President;
- (d) Act as the spokesperson for the Society;
- (e) Supervise the affairs of the Board;
- (f) Perform all other duties pertaining to the position of President; and
- (g) Provide direction and supervision to the Executive Director on behalf of the Board.

6.2.2 The Vice-President shall:

- (a) In all respects act as President in the President's absence;
 - (b) Initiate the annual review of the governing documents of the Society;
- and

(c) Be considered the President Elect.

6.2.3 The Past President shall:

(a) Carry out duties assigned by the Board.

6.2.4 The Secretary shall:

(a) Attend meetings of the Society, Board and Executive committee and keep the minutes of the same; and

(b) Maintain the official records of the Society.

6.2.5 The Treasurer shall:

(a) Monitor the financial affairs of the Society and submit a financial statement to the Board when required;

(b) Present the audited financial statements to the membership at the AGM;

(c) Chair the Finance Committee; and

(d) Monitor the preparation of the annual budget.

ARTICLE 7 - FINANCIAL MANAGEMENT

7.1 FISCAL YEAR

7.1.1 The fiscal year shall be the calendar year.

7.2 FINANCIAL CONTROLS

7.2.1 The Finance Committee shall submit a yearly audited statement of accounts to be approved by the Board and presented to the members of the Society at the AGM for their approval.

7.2.2 Officers of the Board and the Executive Director shall have signing authority on behalf of the Society.

7.2.3 All payments made by the Society shall be approved by two (2) of the designated signers referred to in 7.2.2.

7.2.4. All unscheduled expenditures over an amount specified by the Board shall be approved by the Executive Committee and reported to the Board at the next scheduled meeting of the Board.

7.2.5 All contracts of the Society shall be signed by two (2) of the designated signers.

7.3 AUDITING

7.3.1 All accounts and records shall be audited yearly by a qualified accountant.

7.3.2 The audited yearly financial statement for the previous year shall be submitted to the members at the AGM of the Society for their approval.

7.4 BORROWING POWERS

7.4.1 The Society may borrow or raise funds to meet its objectives and operations. The Board shall decide the amounts and ways to raise the funds.

7.4.2 Borrowing shall be exercised only under the authority of the Board. In no case shall debentures be raised or loans be established without approval, as designated by the Act.

7.5 REMUNERATION

7.5.1 Directors and Officers shall serve without remuneration.

7.5.2 Reasonable expenses incurred while carrying out the duties of the Society may be reimbursed as per Society policy.

7.6 REVIEW OF FINANCIAL RECORDS BY MEMBERS

7.6.1 The financial records of the Society shall be made available for review by members upon receipt of a written request to the Board.

7.6.2 A specific time and place for review shall be arranged by the Board.

ARTICLE 8 - COMMITTEES

8.1 TYPES OF COMMITTEES

8.1.1 The following types of committees function for the Society:

- (a) Executive Committee;
- (b) Standing committees; and
- (c) Special or ad hoc committees.

8.2 EXECUTIVE COMMITTEE

8.2.1 The Executive Committee shall:

- (a) Conduct the business of the Society between meetings of the Board and carry out assignments as may be given to it by the Board;
- (b) Appoint the Chairs of the standing committees, and present names to the Board for approval of the Board;
- (c) Have the power to authorize unscheduled or emergency expenditures for the purpose of continuing the operation of the facility, and report such expenditures at the next meeting of the Board for ratification;
- (d) Be signing Officers for the Society;
- (e) Have charge of the seal of the Society which, when used, shall be authenticated by the signature of the President and one other member of the Executive Committee and the Executive Director;
- (f) Have all decisions made by the Executive Committee brought to the Board for consideration; and
- (g) Any three (3) members of the Executive Committee shall constitute a quorum.

8.3 STANDING COMMITTEES

- 8.3.1 Standing committees shall include the Finance Committee, the Nominating Committee, and others as determined by the Board as necessary to achieve the objectives of the Society.
- 8.3.2 Chairs of Standing Committees shall be appointed by the Board, except for the Finance Committee which shall be chaired by the Treasurer. The Executive Director or designate shall be an ex-officio, non-voting member of all Committees except the Nominating Committee.
- 8.3.3 The Nominating Committee shall be composed of three (3) members, be appointed annually by the Board of Directors, and be responsible for:
- (a) The preparation of a slate of members to be considered for election to the Board of Directors and to be presented for approval at the AGM;
 - (b) The recommendation of nominees to fill vacancies on the Board as they occur, and other duties assigned by the Board of Directors from time to time; and
 - (c) The Nominating Committee shall obtain the consent of the nominees before their names are submitted at the AGM.

8.3.4 The Finance Committee shall consist of three (3) members (the Treasurer shall be the Chair) and the Executive Director, and shall be responsible for:

- (a) Monitoring the financial affairs of the Society; and
- (b) Presenting financial reports, budgets and recommendations to the Board.

8.4 SPECIAL COMMITTEES

8.4.1 The Board shall appoint and dissolve ad hoc committees to undertake specific functions on behalf of the Society. All ad hoc committees shall report to the Board.

ARTICLE 9 - AMENDMENTS TO BYLAWS

9.1 Proposed changes to Bylaws, having been approved by the Board, shall be presented to the members at any General Meeting of the Society.

9.2 These Bylaws may be amended by a special resolution of the members by a vote of three quarters (3/4) of the members present. A notice shall be posted in a prominent location at the address of the Society, and advertised through all appropriate media for a minimum of one (1) month prior to the meeting date. Such notice shall specify the intention to propose the amendments as a special resolution and provide date, time, and place for the meeting.

ARTICLE 10 - SEAL OF THE SOCIETY

10.1 The Executive Committee shall have custody of the seal of the Society as outlined in article 8.2.1(e).

ARTICLE 11 - DISSOLUTION

11.1 The affairs of the Society may be terminated with a motion passed by two thirds (2/3) of those voting members present at a Special General meeting of the Society.

After dissolution of the Society, in accordance with the current Societies Act of Alberta, the Registered Charities Act and the Income Tax Act, any assets and funds remaining after satisfaction of its debts and liabilities, shall be distributed to one or more qualifying senior-serving charitable organization(s) in Edmonton. The names of the recipient organizations and the percentage of funds each shall receive shall be voted upon by the members present and shall require a simple majority.

ARTICLE 12 - RULES OF ORDER

12.1 The Society shall conduct meetings using a consensus building approach. Basic elements of Robert's Rules of Order Newly Revised shall be applied to meeting processes. Other elements of Robert's Rules of Order may be utilized at the discretion of the President.