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Positive Aging for all

By-Laws
of
**THE SASKATOON COUNCIL
ON AGING INCORPORATED**

By-Laws Approved and Adopted
January 24, 1991

First Revision Approved and Adopted April 27, 1995

Second Revision Approved and Adopted April 25, 1996

Third Revision Approved and Adopted April 23, 1998

Fourth Revision Approved and Adopted April 22, 1999

Fifth Revision Approved and Adopted May 18, 2006

Sixth Revision Approved and Adopted May 23, 2013

BYLAWS FOR SASKATOON COUNCIL ON AGING INC.

I. NAME

The name of the organization shall be the Saskatoon Council on Aging Inc.

II. MISSION

The Saskatoon Council on Aging (SCOA) is a community leader in the promotion of dignity, health and independence of older adults through programs, services, and policy advocacy.

III. PURPOSE AND OBJECTIVES

1. The objectives of the Saskatoon Council on Aging shall be to develop initiatives, programs, and partnerships within the community, aimed at improving the quality of life and independence of older adults.
2. The Saskatoon Council on Aging's operations shall be on a non-profit basis only, and all financial resources shall be devoted to furthering the above objectives.

IV. INTERPRETATION

1. "Act" - means The Non-profit Corporations Act, 1995 as amended or replaced from time to time, and in the case of such amendment, any reference in the bylaws of the corporation shall read as referring to the amended provisions.
2. In these bylaws, any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the Non-Profit Corporations Act of Saskatchewan.
3. "The corporation" -refers to the Saskatoon Council on Aging Inc.
4. "SCOA" – refers to the Saskatoon Council on Aging Inc.
5. "Board" – refers to the board of directors.
6. "Director" – refers to member of the board.
7. "Member" –refers to a regular member of SCOA
8. The term "ex-officio" means by virtue of a person's office and does not limit the rights, duties, and capacity of any person who is ex-officio, a director, member of a committee or the holder of any other office.
9. The term "older adults" will generally be used to describe those persons aged 55 and over

V. MEMBERSHIP

1. The membership of SCOA shall be all such individuals or groups interested in, and promoting enhanced quality of life for older adults in Saskatoon, who apply for membership, in the way prescribed by the Board.

2. Any member may withdraw from SCOA upon conveying to the President, in writing, his/her intention to do so, in which event such member shall cease to be a member of the Council from the date of receipt of such notice. A member can have their membership terminated by a majority vote of the Board.
3. A membership fee may be prescribed at the discretion of the Board and approved by the members at the Annual General Meeting.
4. Honourary membership may be awarded from time to time at the discretion of the Board.

VI. BOARD OF DIRECTORS

1. The volunteer Board of Directors is responsible for overall policy direction and management of SCOA and delegates responsibility of day-to-day operations to the Executive Director.
2. The Board of Directors shall be elected at the annual meeting from the slate presented by the Board Development/Nominations Committee.
3. The Board of Directors shall consist of no fewer than nine (9) and no more than fifteen (15) persons who are members of SCOA.
4. The Board shall consist of the officers and members at large.

5. Officers

The officers of the Board shall be appointed by the Board and consist of:

- a) The President or Co-Presidents
- b) The Past president(s)
- c) The Vice President
- d) The Treasurer
- e) Finance/Fundraising Chair

6. Terms of Office

Directors shall be elected for a two year term, and at the expiry of the two year term shall be eligible to stand for re-election for two additional two year terms, to a maximum of six continuous years as a Board member.

7. Vacancies

During the year, the Board shall fill vacancies occurring on the Board with the appointee serving until the next annual general meeting of SCOA. An appointment by the Board shall not be considered part of an elected term.

8. Compensation
The Board receives no compensation.

9. Resignation, Termination, and Absences

Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein or agreed upon by the Director and the President. Any Director may be removed by a majority vote of the Board of Directors at any regular or special meeting called expressly for that purpose. Three or more unexplained absences may be cause for termination.

VII. QUORUM

A simple majority of directors constituting the Board shall constitute a quorum and be required for business transactions to take place and motions to pass.

VIII. COMMITTEES

Committees are assigned by the board of directors to work on specific issues. Duties of Standing Committees are outlined in the bylaws. Ad hoc committees are created for a time period set by the Board.

1. Standing Committees

1.1 Executive Committee

1.1.1 Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board in intervals between meetings of the Board, and is subject to the direction and control of the full Board.

1.1.2 Coordinates the work of the Board and its committees and responds to emergency situations between board meetings.

1.1.3 Oversees the hiring and ongoing performance appraisal system for the Executive Director

1.1.4 The Officers shall constitute the membership of the Executive Committee

1.2 Finance/Fundraising Committee

1.2.1 Develops and reviews fiscal procedures, fundraising plans and annual budget with the Executive Director and the Board.

1.2.2 Recommends financial and fundraising policies to the board.

1.2.3 Seeks out funding required to operate SCOA's Resource Centre's services and projects

1.2.4 Members include the Treasurer and other members appointed by the Board.

1.3 Board Development/Nominations

1.3.1 Responsible for nominating a slate of prospective Directors of the Board representing SCOA's diverse constituency.

1.3.2 Oversees the orientation of new board members and board development

1.3.3 Chaired by Past President and includes at least 2 other members appointed by the Board

1.4 Advocacy

1.4.1 Researches and responds through SCOA as an advocate on issues important to older adults in our community.

1.4.1. Chaired by a member of the Board of Directors.

1.4.3 Membership open to all SCOA members

1.5 Communication

1.5.1 Produces and distributes the Coming of Age publication three times per year.

1.5.2 Provides exposure and awareness of SCOA to older adults through a variety of communication strategies

1.5.3 Oversees the work of the educational / speaker's bureau.

1.5.4 Membership open to all SCOA members and the committee selects the chairperson. members

2. Ad Hoc Committees

The board shall provide for special committees and assign duties as necessary.

3. Appointment of Committee Chairpersons and Members

- a) The committee chairperson shall be appointed by the president but every appointment shall be subject to confirmation by the directors.
- b) When possible the members of each committee shall be appointed from among SCOA membership by the committee chairperson.
- c) The number of members on a committee shall be determined by the chairperson of the committee but all appointments shall be subject to confirmation by the directors.
- d) Committee members may meet, adjourn, and otherwise regulate their meetings as they may determine, and shall keep written minutes.

X. OFFICERS AND THEIR DUTIES

1. Duties of Directors and Officers

- a) The Board shall manage the activities and affairs of SCOA.
- b) Every director and officer of SCOA shall act honestly and in good faith with a view to the best interests of the organization and shall exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

2. Duties of President (Co Presidents)

The president shall:

- a) Be the chief officer of SCOA and it shall be his/her duty to be vigilant and active in promoting the objectives of the organization.
- b) Preside at meetings of SCOA and of the Board and is ex officio member of all committees.
- c) Chair the Executive Committee
- d) Act as the spokesperson for SCOA

3. Duties of Past President

The past president shall:

- a) Chair the Board Development/Nominations Committee
- b) Oversee bylaw revisions as necessary
- c) Be a member of the Executive Committee

4. Duties of Vice-President

The Vice president shall:

- a) Assist the president in the performance of his/her duties and shall act in the absence or inability of the president.
- b) Be a member of the Executive Committee

5. Duties of the Treasurer

The Treasurer shall:

- a) Oversee the financial management practices of SCOA including preparation of the annual budget for board approval
- b) Ensure a detailed account of revenues and expenditures is presented to the Board at each meeting
- c) Ensure that the audited financial statement of SCOA is prepared and presented to the Annual General Meeting
- d) Be a member the Finance/Fundraising Committee
- e) Be a member of the Executive Committee
- f) Ensure that all required financial reports are submitted to Canada Revenue to keep charity status

6. EXECUTIVE DIRECTOR

a) The Executive Director is hired by the Board and reports to and is responsible to the Board. The Executive Director acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

b) The Executive Director has responsibility for the day-to-day operation of the organization, including carrying out the organization's goals and policies. The Executive Director hires, supervises, evaluates and terminates all other paid staff.

c) The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the Directors, and carry out the duties outlined in the job description. The board can designate other duties as necessary.

XI. SIGNING OFFICERS

1. Legal Documents

The president (co presidents) and vice president shall be signees for all legal documents.

2. Cheques

- a) Signees shall be any (4) members of the executive as designated at an annual general meeting by the board.
- b) Cheques shall be signed by any two (2) of the designated signees.

XII. FINANCIAL AFFAIRS

Fiscal Year

The fiscal year of the Council shall be from April 1 to March 31 of every year.

XIII. ANNUAL GENERAL MEETING

1. The Annual General Meeting of SCOA shall be held within ninety (90) days following the end of the fiscal year.
2. Notice of all general membership meetings shall be given to the members at least fourteen (14) days prior to a meeting by means of advertisements or individual notices as may be decided by the Board.
3. During the annual general meeting voting members shall have the right to vote on the following matters: election of the Board of Directors, approval of the financial statements proposed by the Board, approval of any amendments to the Bylaws that may be proposed by the Board, approval of minutes and the annual report.
4. Each member in good standing shall have one vote. A majority of the votes cast at a meeting shall constitute the action of the members.
5. Each member of SCOA in good standing shall be entitled to one vote on each question arising at any meeting of SCOA. Such vote shall be made in person and not by proxy.
6. At the Annual General Meeting the members shall elect the directors, receive reports on the activities of the organization, approve the year end financial statements and the auditor's report.
7. A special general meeting of the Council may be called by the president as and when he/she considers it necessary, but the president shall call a special general meeting when

requested to do so in writing by at least ten (10) members. Members shall receive not less than XXX days prior written notice of special meetings.

XIV. AMENDMENT OF BYLAWS

These bylaws may be amended only in the manner provided in the Non-Profit Corporation Act of Saskatchewan.

XV. LIQUIDATION AND DISSOLUTION

Subject to Division XVII of the Non-Profit Corporation Act, in the event of the dissolution of SCOA its property and assets shall, after payment of all liabilities, be donated to one or more registered charitable organizations in Saskatoon as decided by SCOA in a general meeting.

XVI. RULES OF ORDER

Unless otherwise specified, all meetings of SCOA, Board, Executive, and other committees shall be carried out according to Roberts Rules of Order.

Bylaws ratified at the General Meeting of the Membership held on Thursday, January 24, 1991.

Amendment to VI,3, A.G.M. April 27, 1995

Amendment to VI,2 (e), A.G.M. April 25, 1996

Amendment to III,1, IV,1, V,1, V,3, VI,2,e, VI,3, Xi,1,1.1, X,4, X,5, A.G.M. April 23, 1998

Amendment to I, II, IX,1,1.1, X1,2a, A.G.M. April 22, 1999

Amendment to 1X 1.1; XII, 2,a; XIII 3 A.G.M. May 18, 2006

Amendments May 23, 2013

Board Member 

Board Member 