



Saskatoon Council on Aging Inc.
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BYLAWS

SASKATOON COUNCIL ON AGING INC.

To be adopted at June 23, 2022 AGM

I. NAME

The name of the organization is the Saskatoon Council on Aging Inc.

II. MISSION

The Saskatoon Council on Aging Inc. ('SCOA') is a community-based, non-profit organization dedicated to promoting positive aging for all in an age-friendly community. We strive to achieve our mission by providing programs, services and policy advocacy to promote dignity, health and independence of older adults.

V. PURPOSE AND OBJECTIVES

SCOA's objectives are to develop initiatives, programs, and partnerships within the community, aimed at improving the quality of life and independence of older adults.

VI. 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, 1995*.
3. "Corporation" and "SCOA" means the Saskatoon Council on Aging Inc.
4. "Board" means the Board of Directors.
5. "Director" means a member of the Board of Directors.
6. "Member" when referring to a member of SCOA means a person listed on SCOA's current membership list.
7. "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.
8. The term "older adults" generally means those persons aged 55 and over
9. Any reference to a position such as 'president' shall include individuals appointed jointly to the position, such as Co-Presidents. References to a single person shall include both individuals in such a case.

VII. MEMBERSHIP

1. The membership of SCOA shall consist of all those individuals and groups which have applied for membership, paid the required fees (if any) and who are listed on SCOA's current membership list.

2. Membership fees shall be as set from time to time by the Board and approved by the members at the next Annual General Meeting. Memberships run from April 1st to March 31st annually. Renewals are effective April 1st annually.
3. Individuals, families, non-profit organizations, and corporate organizations may become members by paying the prescribed fee. SCOA has one class of membership, but Individuals, families, non-profit organizations, and corporate organizations may be charged different fees.

VIII. BOARD OF DIRECTORS

1. The volunteer Board is responsible for overall policy direction and delegates responsibility of day-to-day operations to the Executive Director.
2. The Board shall be elected at the Annual General Meeting.
3. The Board shall consist of no fewer than nine (9) and no more than fifteen (15) persons who are members of SCOA.
4. Officers
The officers of the Board are:
 - a) The President or Co-Presidents
 - b) The most recent Past President who is still a member of SCOA, or the most recent past Co-Presidents who are still members of SCOA.
 - c) The Vice President
 - d) The Treasurer
5. Terms of Office
Directors shall be elected for a two-year term and shall be eligible to stand for re-election for a maximum of six continuous years, Directors who have served six consecutive years shall be eligible to be re-elected after a one year absence on the Board. This process may be repeated.
6. Vacancies
The Board may fill vacancies occurring between AGMs. The appointee's term shall expire at the next AGM. serving until the next annual general meeting of SCOA. Such an appointment by the Board shall not be considered part of the Director's maximum six consecutive years of service.
8. Compensation
Directors are volunteers who are not paid for their work as Directors however they may be reimbursed for authorized expenses.
9. Resignation and Termination of Directors
A Director may resign at any time by giving written notice to the President. A Director may be removed by a majority vote of the Board at any regular meeting or special meeting called expressly for that purpose.

IX. QUORUM

50% of the directors constitute quorum for Board meetings.

X. COMMITTEES

1. Appointment of Committees
The Board may establish Standing and Ad-Hoc Committees as required to carry out its work.
2. Appointment of Ad Hoc Committee Chairs and Members
The Board may establish ad hoc committees and assign duties to such committees as required. Committee members need not be Directors.
3. Appointment of Committee Chairs and Members
 - a) Committee chairs shall be appointed by the Board. When possible the members of each committee shall be appointed from among SCOA membership by the committee chair. All appointments of committee members shall be subject to confirmation by the Board.
 - b) The number of members on a committee shall be determined by the chair of the committee.

XI. 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 or Co-Presidents shall:
 - a) Be the chief officer of SCOA and promote SCOA's objectives.
 - b) Chair Board meetings, Executive meetings, and the AGM
 - c) Be an ex officio member of all committees.
 - d) Act as spokesperson for SCOA
3. Duties of Past President
The past president shall:
 - a) Chair the Governance Committee
 - b) Be a member of the Executive Committee
4. Duties of Vice-President
The Vice president shall:
 - a) Assist the President in the performance of their duties and shall act as president in the absence or inability of the President to serve.
 - 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 reports are submitted to the federal and provincial governments.

6. EXECUTIVE DIRECTOR

a) The Executive Director is hired by the Board, reports to and is responsible to the Board. The Executive Director acts as an advisor to the Board and to Board Committees. The Executive Director is not a member of the Board.

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 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.

XII. SIGNING OFFICERS

The Board shall designate signing officers for legal documents and cheques at the first Board meeting of the new Board each year. If one or more designated individuals leaves the Board, or has this authority revoked by the Board, the Board may appoint replacements. At least two signatures are required to sign legal documents or cheques.

XIII. FINANCIAL AFFAIRS

SCOA's fiscal year is April 1 to March 31.

XIV. ANNUAL GENERAL MEETING

1. The Annual General Meeting shall be held within ninety (90) days after March 31.
2. Notice of all meetings of members shall be given to the members no less than 15 days before and no more than 50 days before the membership meeting
3. Each member shall have one vote. Proxy voting shall not be allowed.
4. At the Annual General Meeting, among other tasks the members shall elect the directors, appoint or re-appoint the organization's auditor and approve the minutes of the previous meeting. Members shall also receive reports of the activities of the organization, financial statements and the auditor's report.
5. A special general meeting of the members may be called by the board at any time, and shall be called by the board if at least 5% of the members requisition the board to call a meeting. In the case of a membership requisition, the board

shall call the meeting for the purpose stated in the requisition, within 21 days of receiving the requisition.

6. Quorum for membership meetings is 25 members.

XV. AMENDMENT OF BYLAWS

These bylaws may be amended only in the manner provided in the Act.

XVI. LIQUIDATION AND DISSOLUTION

Subject to Division XVII of the Act, in the event of the dissolution of SCOA its property and assets shall, after payment of all liabilities, be donated to Saskatoon Community Foundation and the United Way Saskatoon and Area in equal shares.

XVII. RULES OF ORDER

Unless otherwise specified, all meetings of SCOA, Board, Executive, and other committees shall be carried out according to the rules of order adopted by the Board.

Passed by the Board March 10, 2022

To Be Confirmed by the Members at the SCOA Annual General Meeting June 23, 2022.