

ALBERTA ASSOCIATION ON GERONTOLOGY

BY-LAWS (last updated June 2003)

Section 1

MEMBERSHIP

1.1 Qualifications for Membership

- (a) Membership in the Alberta Association on Gerontology shall be open to any individual 18 years of age or over, who is either working in the field of gerontology, intends to work in the field of gerontology, or who supports the purposes and methods of the Alberta Association on Gerontology.
- (b) Membership in the Alberta Association on Gerontology shall be open to any organization within the Province of Alberta which supports the purposes and methods of the Alberta Association on Gerontology.
- (c) Membership in the Alberta Association on Gerontology shall be by application attesting to the agreement of the applicant with the purposes and methods of the Alberta Association on Gerontology, and payment of the membership fee.

1.2 Classes of Membership

- (a) Membership in the Alberta Association on Gerontology shall be of two classes:
 - (i) General Member – those who pay the annual fee.
 - (ii) Honourary Life Member – conferred by the Provincial Board upon any person whom it wishes to honour for outstanding contribution in the field of gerontology. The holders of Honourary Life Membership are members of the Association without payment of any further fee.
- (b) Members of the Association are, ipso facto, members of the Chapters in the district where they reside, if such Chapter exists, and shall be represented on the Provincial Board through the Chair or representative of the Chapter.

1.3 Cancellation of Membership

- (a) Any member may at any time withdraw membership in the Association by written notice to the President to that effect.
- (b) Any member, other than Honourary Life Members, shall cease to be a member of the Association when notified of failure to pay the annual membership fee to the Association when the same falls due.

- (c) The Executive Committee shall have the power to terminate the membership of any individual or organizational membership. A member of the Executive will provide in writing to the individual / organization the reasons for termination of membership and the individual / representative from the organization will have 30 days to respond.

1.4 Membership Fees

Membership fees in the Alberta Association on Gerontology shall be determined by the Provincial Board of Directors. These fees shall be collected by the Alberta Association on Gerontology, for funding the provincial organization and Chapters.

Section 2

MEETINGS

2.1 Holding of Meetings

The Association shall hold an Annual General Meeting on or before the 30th day of June in each year. Special meetings of the Association may be called by the President upon instructions of the Provincial Board.

2.2 Notice of Meetings

Notice shall be given in writing to the last known address of each member, at least fourteen (14) days previous to the date of the meeting.

2.3 Quorum

Ten per cent of the members, calculated at the time the notices are sent, shall constitute a quorum at any such meeting.

Section 3

VOTING

- 3.1** Any member shall have the right to vote at any Meeting of the Association.
- 3.2** Voting at all Meetings must be made in person and not by proxy. Such vote may be by show of hands or in the form of paper ballots if requested by 50% of the voting members present.
- 3.3** At Meetings of the Association, each individual member shall have one vote, and each organizational member shall have one vote and must be represented by an individual appointed by the organization.
- 3.4** At meetings of the Board of Directors each Director present shall have one vote with the exception of the President who shall cast a vote only in the event of a tie.

Section 4

PROVINCIAL BOARD OF DIRECTORS

4.1 Composition of Provincial Board of Directors

There shall be a Provincial Board of Directors, composed of a minimum of ten (10) and a maximum of sixteen (16) members of the Association including the following positions:

- (a) Past President
- (b) Officers – President, Vice-President, Secretary and Treasurer
- (c) Chair or representative of each Chapter
- (d) Members-at-large

4.2 Nominations

- (a) Any member may be nominated to the Provincial Board of Directors by written nomination signed by a member of the Association. Such nominations shall bear the signature of the candidate to indicate willingness to serve.
- (b) A Nominating Committee shall be appointed each year by the Provincial Board to review nominations submitted for open positions and, in the event that a sufficient number of nominations has not been made, to make additional nominations to assure a proper number and distribution of candidates. In such an event, the Nominating Committee is responsible for ensuring that its nominees are willing to serve.

4.3 Elections

- (a) The election of the Provincial Board of Directors (including Officers) shall take place at each Annual General Meeting of the Association.
- (b) A Director may be elected to serve a maximum of two (2) consecutive terms of two (2) years. If the Nominating Committee is unable to find a suitable candidate who is willing to let their name stand for election to an Officer position, the Board may appoint a Director who has completed their two terms to remain on the Board for one year in order to fill this vacancy.

4.4 Chapter Chairs

The Chair or representative from each Chapter mentioned in Clause 4.1 (c) shall be respectively elected by each Chapter.

4.5 Past Presidents

A retiring President shall automatically become the Past President for the duration of the first term of the incoming President.

4.6 Meetings of the Provincial Board

Meetings of the Provincial Board shall be held at least three times a year, and shall be called by the President. A Special Meeting may be called on the written request of twenty-five per cent of members of the Provincial Board, stating the business to be brought before the meeting. Meetings of the Provincial Board shall be called by ten (10) days notice in writing, mailed to each member of

the Provincial Board, or by three (3) days notice by telephone, fax or email. Half of the Directors shall constitute a quorum at any meeting of the Provincial Board.

4.7 Appointment of Substitute Directors

- (a) In the event of the withdrawal of a Director, the remaining Directors of the Provincial Board shall have the authority to appoint a substitute. In the event of a change in the office of a representative of a Chapter, the new Chair or representative shall succeed as a Director of the Provincial Board.
- (b) In the event the Chair or Chapter representative is unable to attend a meeting of the Provincial Board, the Chapter's Board or Executive Committee shall be entitled to name another member of the Chapter to attend such meeting and vote on decisions made at that meeting.

4.8 Resignation of Directors

- (a) In cases where a Director wishes to resign from the Board, the Director shall do so in writing addressed to the President.
- (b) If a Director of the Provincial Board ceases to reside in the Province of Alberta, the Director shall be deemed to have resigned. If the resigning Director is also an Officer of the Association, the resigning Director shall likewise be deemed to have resigned office with the Association.

4.9 Discipline of Directors

- (a) All Directors who find themselves unable to attend a meeting shall inform the President of the Association.
- (b) When a Director is absent for two (2) consecutive meetings without reporting to the President, the Board shall take action it deems appropriate.
- (c) When a Director is absent for three (3) consecutive meetings without reporting to the President, that Director's membership on the Board will automatically terminate.
- (d) A resolution must be passed by three quarters (3/4) of the Directors present for the purpose of terminating a Director for reasons other than that outlined in 4.10 (c).

4.10 Remuneration

The Association shall be carried on without purpose of gain for its members and any profits or other accretions to the organization shall be used in promoting its objects and no person shall receive remuneration for serving as a Director of the Provincial Board or as a Director of a Chapter. Payment for travel expenses will be at the discretion of the Board or appropriate Chapter.

4.11 Employees Exempt

Notwithstanding anything to the contrary elsewhere in these By-laws expressed or implied, no employee of the Association engaged under a contract of service shall be a Director of the Provincial Board.

Section 5

DUTIES AND RESPONSIBILITIES OF THE PROVINCIAL BOARD

- 5.1** The Provincial Board is the senior level authority in the Association. The Provincial Board establishes the objectives of the Association, develops policies and plans, establishes priorities, and allocates the resources of the Association in consultation with the Chapters to achieve the approved objectives.
- 5.2** The Provincial Board shall consider policy or program recommendations developed by any Association member. The Provincial Board ensures that its decisions relating to the administration and operation of the Association are documented and distributed for the guidance of Directors, members and staff.
- 5.3** The Provincial Board transacts the business of the Association in meetings of the Directors and of the Executive Committee, or at the Annual General Meeting or other meetings of the membership, or through standing committee meetings.
- 5.4** The Provincial Board establishes an Executive Committee, delegates specific authority and responsibilities to it, and sets out the items delegated in written form.
- 5.5** The Provincial Board appoints Standing Committees, assigns specific duties to the Committees and directs their activities. Chairs of Standing Committees shall generally be Directors of the Provincial Board.
- 5.6** The Provincial Board approves the agenda for the Annual General Meeting, before the final agenda and supporting material is distributed.
- 5.7** The Provincial Board receives regular reports from the Chapters.
- 5.8** The Provincial Board seeks out ways and means of securing additional financing for the Association and may assist the Chapters to raise funds for their programs.
- 5.9** The Provincial Board reviews the annual budgets of each Chapter for the purpose of allocating Association resources and managing fiduciary duties.
- 5.10** The Provincial Board maintains control over all Board expenditures and reviews periodic reports of the financial status of the Association.
- 5.11** The Provincial Board establishes or approves, if recommended by others, staffing policies for the Association and/or arrangements relating to compensation, fringe benefits, working conditions, in-service training, etc.
- 5.12** The Provincial Board publicizes, interprets and undertakes promotion activities to secure community understanding and support for the work of the Association.
- 5.13** The Provincial Board develops campaigns for increasing membership of the Association, and solicits memberships actively, in conjunction with the Chapters.

Section 6

OFFICERS OF THE BOARD

6.1 Election of Officers

Election of Officers is provided for under Clause 4.6 (a) (b).

6.2 Duties of the Past President

The Past President shall perform such duties as may be assigned from time to time by the Board of the Association.

6.3 Duties of the President

- (a) To preside at meetings of the Provincial Board and at Annual General Meetings of the Association.
- (b) To keep as fully informed as possible regarding the work of the Association and in a position to act as interpreter and represent the Provincial Board when the occasion may arise.
- (c) To make and maintain contacts which may be of assistance to the Association in the furtherance of its work.
- (d) The President shall be an ex-officio member of all committees.
- (e) In the absence of the President and Vice-President, a Chairperson may be elected by the meeting to preside thereat.

6.4 Duties of the Vice-President

The Vice-President shall stand in place of the President in the absence of the President, and shall assume such other duties as assigned by the President or by the Provincial Board.

6.5 Duties of the Secretary

- (a) The Secretary shall attend all meetings of the Association and the Board, and keep accurate minutes of these meetings.
- (b) The Secretary shall notify the membership of the various meetings and distribute minutes and other relevant material to the members of the Board.
- (c) The Secretary shall have charge of the seal of the Association, which seal shall be authenticated by the signature of the President and Secretary.
- (d) In the absence of the Secretary, these duties shall be discharged by such Director as may be appointed by the Provincial Board of the Association. The Secretary shall maintain a record of all correspondence of the Association.

6.6 Duties of the Treasurer

- (a) The Treasurer shall receive all monies paid to the Association and shall be responsible for their deposit into whatever financial institution the Board of the Association may select.
- (b) The Treasurer shall properly account for all the funds of the Association and keep such books as may be directed.
- (c) The Treasurer shall keep a record of all members of the Association and their addresses, and shall collect and receive all annual dues, and issue a receipt and membership card to the member.
- (d) The Treasurer shall collect the membership dues of the Association and shall forward the agreed upon portion of dues to each Chapter.
- (e) All such monies are to be deposited in a Bank, Treasury Branch, Trust Company, or Credit Union as directed by the Board.
- (f) The Treasurer shall present a detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association.

Section 7

COMMITTEES

7.1 The Executive Committee of the Board shall be composed of:

- (a) The President
- (b) The Vice-President
- (c) The Past President
- (d) The Treasurer
- (e) The Secretary
- (f) Any other Director as deemed appropriate by the Board.

The Executive Committee shall, within the framework of policy decided at the meetings of the Provincial Board, carry out the work of the Provincial Board between meetings. It shall make regular reports in the form of minutes on its transactions to the Provincial Board. Three members present at any meeting shall constitute a quorum.

The Executive Committee shall meet at the call of the President.

7.2 Standing Committees

Standing Committees of the Association shall be established by resolutions at the Annual General Meeting. Dissolution of Standing Committees shall also be by resolution at the Annual General Meeting and approved by a simple majority of the members present.

7.3 Ad Hoc Committees

Ad Hoc Committees may be established and terminated by the Provincial Board for whichever purpose is deemed necessary by the Board. By resolution presented at the Annual General Meeting, such Ad Hoc Committees may be made Standing Committees if the resolution is passed by a simple majority of the members present.

Section 8

FINANCIAL MATTERS

- 8.1** Small payments may be made from the petty cash account. All other payments shall be made by cheque, which shall be signed by any two of the President, Secretary, Treasurer or another officer designated by the Board. Specified signatories as designated by the Board shall be able to sign legal documents.
- 8.2** Payment of Accounts provided for in the Annual Budget approved by the Provincial Board shall not need further approval, but all other expenditures shall be approved by the Executive Committee or the Provincial Board before they are incurred.
- 8.3** The books and accounts of the Association shall be audited each year by a duly qualified accountant or by two (2) members of the Association selected for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted by such Auditor(s) at the Annual General Meeting of the Association.
- 8.4** The books, accounts and records of the Association may be inspected by any member after giving reasonable notice and arranging a time suitable to the Treasurer.
- 8.5** For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association and in no case shall debentures be issued without the sanction of a special resolution of the Association.

Section 9

CHAPTERS

9.1 Chapters

The Provincial Board may recognize such local groups as Chapters as subscribe to the objectives of the Association, request affiliation, and conduct their affairs in harmony with the Alberta Association on Gerontology By-laws and Regulations. In order to be recognized as a chapter, the local group shall have a minimum membership of ten, with a board of a minimum of five members and hold at least three membership meetings a year with one of these meetings an annual meeting.

9.2 Name

The name of such local groups shall be “The Alberta Association on Gerontology,
_____ Chapter.”

9.3 Organization

Chapters shall operate within the charter of the Association, but shall call such meetings and enact such local by-laws for their internal organization and for the conduct of their business as shall not contravene any article in the By-laws or Regulations of the Association. Copies of all such by-laws shall be submitted to the Provincial Board for approval before being passed and shall come into effect only after being approved by the Provincial Board and the Chapter duly affiliated.

9.4 Members of Chapters

Members of Chapters shall be members of the Association.

9.5 Financing

- (a) Each Chapter shall be responsible for its own profits and losses.
- (b) Chapters shall retain, use and account for all funds received or raised within their respective jurisdictions.
- (c) The Provincial Association shall collect dues and shall return to the Chapter their share of the whole.
- (d) Chapters shall have the right to solicit and collect such funds and receive donations in real property, cash or securities as are compatible with their needs. They shall provide receipts in the name of the Association for all monies received and shall declare donations in compliance with the regulations of the Government Canada, exempt for income tax purposes.
- (e) Notwithstanding anything heretofore provided, the Provincial Board may allocate funds to Chapters.

9.6 Audit of Chapters

Chapters shall maintain proper books of account which shall be audited annually by two (2) members of the Chapter, and a copy of the auditor's report shall be forwarded to the Treasurer of the Association before the Annual General Meeting of the Association. The fiscal year of the Chapters and the Association will be the same.

9.7 Disposition of Assets of Chapters

All property, furnishings, securities and cash owned by or vested in a Chapter shall revert to the Association in the event that the Chapter shall become inactive or is dissolved.

9.8 Responsibility for Liabilities of Chapters

In the event the Chapter becomes inactive or dissolved, all debts and liabilities of the Chapter shall be the responsibility of the Chapter to discharge in the first instance, but ultimately shall be assumed and discharge by the Association.

9.9 Suspension of Chapters

In the event the Chapter becomes inactive or dissolved, all debts and liabilities of the Chapter shall be the responsibility of the Association, the Provincial Board shall have the right to suspend operation of the Chapter until the matter has been resolved to the satisfaction of the Provincial Board.

9.10 Policy Statements

No public statements in the name of the Association shall be made by any Chapter without prior approval of the Association.

9.11 Elections of Chapter Executives

The Directors of each Chapter shall be chosen annually in accordance with the Association's by-laws.

9.12 Chapter Representative to the Provincial Board

The term of office for a Chapter representative to the Provincial Board of Directors will be two years. Chapter representatives shall have one vote at meetings.

Section 10

PATRON

The Provincial Board may name a person or persons as patron(s) in recognition of a contribution to the organization.

Section 11

BY-LAW REVISIONS

The By-laws may be rescinded, altered or added to by a special resolution passed by a majority of not less than three-fourths (3/4) of such members entitled to vote as are present in person, at an Annual General Meeting of which one (1) month's notice specifying the intention to propose the resolution as a special resolution has been duly given.

Section 12

CUSTODY AND USE OF SEAL

The Secretary shall have charge of the seal of the Association which Seal, whenever used, shall be authenticated by the signatures of the President and Secretary, or in case of the death or inability of the President to act, by the Vice-President.

Section 13

INTERPRETATION

The headings used herein are for convenience of reference only and shall not be taken into account in construing this By-law.

Section 14

REPEAL AND ENACTMENT

These By-laws, have been approved by extraordinary resolution of the Association, shall be effective upon the same having been registered under the Societies Act and thereupon all previous by-laws of the Association shall be deemed to have been repealed.

Section 15

WINDING UP CLAUSE

In the event of dissolution or winding up of the Association, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Alberta.