

Schedule "A"

Bylaws of the Seniors College of Prince Edward Island Inc.

Be it enacted and it is hereby enacted as a bylaw of the **Seniors College of Prince Edward Island Inc.** (hereinafter called the "Association") as follows:

1. DEFINITIONS

- 1.01 The term "Association" means the **Seniors College of Prince Edward Island Inc.**;
- 1.02 The term "Board" refers to the Board of Directors of the Association.
- 1.03 The term "members" refers to those individuals in good standing with the Association (i.e. those who have paid their annual membership fees).

2. MEMBERSHIP

- 2.01 Membership in the Association shall be either as a **Regular Membership** or as an **Honorary Life Membership**, and shall be available to every person who applies in accordance with the By-Laws.
- 2.02 The members of the Association are the applicants for the incorporation of the Association, and those who subsequently have become members as described herein.
- 2.03 A person may apply to the Association for membership as either a **Regular Member** or an **Honorary Life Member**.
- 2.04 Membership fees shall be in such amount as may from time to time be determined by the Board of Directors.
- 2.05 Membership shall not be transferable and shall terminate upon death, resignation, or nonpayment.
- 2.06 The Director of Membership appointed by the Board of Directors shall enter in a register, kept for such purpose, the full name and address of each member of the Association and shall maintain such a register during the balance of the person's term of office.
- 2.07 The Director of Membership will be responsible for an annual report at the Annual General Meeting.
- 2.08 Members who fail to pay their membership fee shall not be entitled to vote at any meeting where business is transacted until such time as membership fees are paid in full, including any arrears.
- 2.09 Any member may resign by submitting his/her name in writing to the Director of Membership, who shall have the date recorded in the register and the resignation shall be effective immediately upon being recorded.
- 2.10 Except as hereinafter set out, the Board may:
 - i) by resolution passed by a two-thirds (2/3) majority vote at any meeting of the Board and Executive at which a quorum is present, terminate the membership of any member whose

conduct is improper, unbecoming, or likely to endanger the interest or the reputation of the Association, or who willfully commits a breach of the Constitution or By-Laws of the Association;
ii) order that the category of the membership of a member should be changed.

2.11 Any member whose membership has been terminated or who has been terminated or who has been requested to resign or whose membership category has been ordered changed shall be given the specific reasons and shall be allowed thirty (30) days to present evidence to the Board members why such action should not have been taken. After presentation to and the hearing by the Board, the Board shall either confirm or overturn its decision. The decision of the Board members shall be final and binding.

2.12 The membership of a Board member may not be terminated unless the member has first been removed as a Board member pursuant to these By-Laws.

2.13 A membership fee is not transferable but may be refundable at the discretion of the Board.

2.14 Except those members whose membership has been terminated or where a member has been asked to resign, pursuant to paragraph 2.11, members may be reinstated upon payment of the annual fee.

2.15 Honorary members will be exempt from paying an annual fee.

2.16 Every member shall uphold the Constitution and comply with these By-Laws of the Association passed pursuant thereto.

2.17 A member ceases to be in good standing when he/she has failed to pay the current membership fee or any other subscription or debt due and owing to the Association and so long as the debt remains unpaid.

2.18 On being admitted to membership, a member is entitled to, and the Association shall provide on request and without charge, a copy of the By-Laws of the Association currently in force.

3. GENERAL MEETING

3.01 A general meeting of the members shall be called at least once in every calendar year to receive from the Board a report and full statement of accounts for the previous fiscal year and to elect the Board in whole or in part as required by the Bylaws.

3.02 A special general meeting may be called at any time by the Board, the President, or any ten (10) members.

3.03 Members shall receive not less than seven days notice of a general meeting and such notice may be given by email, facsimile, regular post or such other method as the Board may from time to time approve.

3.04 Quorum for a general meeting shall be at least ten (10) members.

3.05 If on the day of the meeting, quorum is not present, the meeting shall be adjourned for a period of not less than fifteen minutes, after which the meeting may be re-called to order, and the members present shall proceed with the business of the meeting as set out in the notice and decisions taken at such meeting shall be binding on all members of the Association.

3.06 Every member shall have one vote on any matter that is put to a vote. There shall be no proxy voting. In the event of a tie vote, the Chairperson of the meeting shall have a second or casting vote.

3.07 The order of the business of the annual general meeting shall be as follows:

- (i) disposal of the minutes
- (ii) report of the Secretary-Treasurer for the preceding year;
- (iii) presentation of the financial statements;
- (iv) report of the President for the preceding year;
- (v) installation of directors;
- (vi) discussion of new business, resolutions and other matters pertaining to the business of the Association.

4. BOARD OF DIRECTORS

4.01 The Board of Directors shall be comprised of not less than nine (9) members or more than fifteen (15) members.

4.02 Ex-officio Directors

In addition to the elected directors,

- (i) the most immediate Past-President available to serve as director,
- (ii) the Director of Life-long Learning at the University, or another person designated by or on behalf of the President of the University, and
- (iii) a Faculty Advisor, being a member of the faculty of the University chosen by the Directors annually after the Annual General Meeting, and
- (iv) persons acting as Coordinators shall be ex-officio directors with all the same rights, powers, duties and privileges as the elected directors, except that a Coordinator shall not have voting rights with respect to any matter that comes before the Board.

4.03 Members of the Board must also be fully paid up members of the Association.

4.04 The Board shall be elected at the first or founding meeting of the Association.

4.05 Directors, shall serve staggered two-year terms, with no more than seven (7) Directors being elected from among the members at the Annual General meeting. Each Director shall hold office for the specified term of two (2) years or until removed in accordance with section 4.06. A director shall be eligible to serve a maximum of three (3) consecutive terms.

4.06 A Director may assume a position of Officer regardless of the number of terms served.

4.07 Any vacancies that may occur among the members of the Board between annual meetings shall be filled by the Board and a member so appointed shall hold office for the unexpired portion of the term of office of the replaced member, or until that member is replaced.

4.08 A member of the Board of Directors who is absent from three (3) consecutive meetings of the Board of Directors without good cause may be replaced by the Board of Directors.

4.09 A member of the Board of Directors, notwithstanding his or her term, shall serve until his or her successor has been appointed.

4.10 Any member in good standing with the Association is eligible to stand for election to a position on the Board of Directors.

5. ELECTIONS AND TERM OF OFFICE

5.01 The Association shall have the following officers:

President
Vice-President
Secretary
Treasurer
Past President

5.02 The officers shall be elected by the Board of Directors and a Past-President who is a director, following the founding meeting of the Association, and thereafter at each subsequent annual meeting.

5.03 Should no one contest a position for Officer, then the Board may appoint someone to fill that position for a one (1) year period. In the following year there shall be an election for the Officer's position.

5.04 The Past President or person so appointed by the Board of Directors shall be responsible for the election process at the Annual General Meeting.

5.05 An election of a Board member may be by acclamation; otherwise it shall be by ballot. The Board members shall, from time to time, determine the election procedures.

5.06 If a Board member resigns his or her office or otherwise ceases to hold office, the remaining Board members may appoint a member to fill the vacancy.

5.07 A Board member shall cease to hold office in the event that:
i) the person resigns; the person, without reasonable excuse, is absent from three (3) or more Board meetings or
ii) is suspended or expelled from the Association.

5.08 No Board member shall be remunerated for being or acting as a Board member but may be reimbursed for all expenses incurred by him or her while engaged in the affairs of the Association.

5.09 The Board members have the power to hire individuals for work that may be considered affairs of the Association, provided the employment contract shall be for a period of one (1) year and may be renewed annually at the discretion of the Board.

5.10 For a first meeting of the Board held immediately following the appointment or election of Board members at an annual or other general meeting of members, or for a meeting in which a Board member is appointed to fill a vacancy, it is not necessary to give notice of the meeting to the newly-elected or appointed member(s) for the meeting to be duly reconstituted, if a quorum of Board members are present.

6. MEETINGS OF MEMBERS

6.01 General meetings of the Association shall be held at such time and place as the Board decides.

6.02 The Board must give written notice of a general meeting to the members and such notice shall not be less than fourteen (14) days and shall specify the place, the day, the hour of the meeting, and in case of special business, the general nature of that business.

6.03 A notice must be given to a member, either personally or by mail or e-mail to him/her at his/her last known address.

6.04 A notice sent by mail or email shall be deemed to have been given on the second day following that on which the notice is posted, and in offering proof that notice has been given it is sufficient to prove that the notice was properly addressed and mailed.

6.05 The accidental omission to give notice of a meeting to any of the members entitled to receive notice does not invalidate proceedings at that meeting.

6.06 An Annual General Meeting of the Association shall be held at least once in every calendar year.

6.07 Special general meetings may be called by the President or the Board at any time within thirty (30) days of receipt of a written request provided such request is accompanied by reasons specifying the purpose of the meeting and signed by all of the Board members.

7. MEETINGS OF THE BOARD

7.01 Board meetings shall be held on a regular basis as determined by the Board or as called by the President.

7.02 Only elected or appointed Board members shall be entitled to vote at Board meetings.

7.03 A majority of the Board shall constitute a quorum at a meeting of the Board of Directors.

8. STANDING AND SPECIAL COMMITTEES

8.01 In addition to the Board of Directors, the Association may have standing committees as may be determined by the Board.

8.02 The Standing Committee shall report to the Board and shall carry out such duties as the Board may delegate to it from time to time.

8.03 The Board may also appoint *ad hoc* special committees from time to time, as it deems necessary. The Board shall appoint members to these special committees for a term of one (1) year.

8.04 The Board will determine the extent, duties and jurisdiction of such *ad hoc* Committees and those committees will report to the Board as directed.

8.05 *Ad-hoc* Committees may be allowed to extend their mandate beyond one (1) year with the consent of the Board.

8.06 Approved expenses for *ad hoc* committee assignments may be paid on behalf of the Association by the Treasurer.

9. FINANCES

9.01 The fiscal year of the Association shall be from July 1 to June 30.

9.02 A financial statement from the previous fiscal year will be presented to the members at the Annual General Meeting.

9.03 The funds of the Association not required for immediate use may be kept on deposit in a bank or may be invested in such a manner as the Board of Directors determines.

9.04 The Board will appoint three (3) signing officers, of which any two (2) officers have authority for signing cheques that will be drawn on the Association's account.

9.05 The Board may appoint an Accountant if required.

9.06 All financial records of the Association may be inspected by any member of the Association at any reasonable time at the place at which such records shall be normally kept upon written request by the member with the approval of the Board.

10. DUTIES OF OFFICERS

10.01 The President shall preside at all meetings of the Association and shall provide leadership in carrying out the basic and specific objectives of the Association. The President shall also be required to prepare an annual report, which shall be submitted at the annual meeting of the Association.

10.02 The Vice-President shall carry out the duties of the President during his/her absence and shall generally assist the President in the conduct of the affairs of the Association.

10.03 The Secretary shall:

- i) keep the records of all the activities of the Association;
 - ii) keep minutes of all meetings of the Association, and ensure the same are kept in a safe and secure depository;
 - iii) shall deal with correspondence, present correspondence to the meetings of the Association and ensure that such correspondence has been filed;
 - iv) perform other such duties necessary to carry out the By-Laws as the Board shall direct;
 - v) and be responsible for the custody of the seal of the Association.

10.04 In the absence of the Secretary at a meeting of the Association, the President shall appoint another Board member to act as Secretary at that meeting.

10.05 The Treasurer shall:

- i) have the custody of all monies of the Association at a Chartered Bank or Credit Union;
 - ii) record all receipts and disbursements of the Association;
 - iii) disburse monies only in accordance with the directions of the Board or Executive members;
- and
- iv) ensure that the financial records are kept in a safe and secure place.

10.06 The immediate Past President shall assist the President and shall provide advice and counsel to the Association's Board.

10.07 The Board members may provide a common seal for the Association and shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

10.08 The common seal shall be affixed only when authorized by a resolution of the Board.

11. BY-LAW AMENDMENTS

11.01 Each proposed By-Law amendment must be given in writing to the Secretary thirty (30) days before the Annual General Meeting.

11.02 The Secretary shall mail or email to all membership notice of proposed amendment(s) fourteen (14) days before the Annual General Meeting

11.03 An opportunity to discuss By-Law changes will be provided at the Annual General Meeting.

11.04 Amendments to the By-Laws will be reported as soon as possible and no later than at the next Annual General Meeting.

11.05 These By-Laws shall not be altered or added to except by special resolution at an Annual General Meeting.

12. PARLIAMENTARY AUTHORITY

12.01 If procedures in the conduct of the business or matters in the procedure should arise which cannot be resolved by reference to the above By-Laws, then reference shall be made to *Robert's Rules of Order Newly Revised*.

Approved at AGM November 16, 2013

Amended at AGM October 24, 2015