

## **By-laws for Seniors' College Association of Nova Scotia (SCANS) [November 26, 2016]**

### **Definitions**

1. In these by-laws:
  - a) "Society" means Seniors' College Association of Nova Scotia (SCANS).
  - b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice, specifying the intention to propose the resolution as a special resolution, has been duly given.

### **Membership Rights and Responsibilities**

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members' meeting of the Society.
4. Every member may vote at any members' meeting of the Society.
5. Any member is entitled to hold any office.
6. Membership in the Society shall consist of:
  - a. Those who support the objects of the Society and are fifty (50) years of age or older.
  - b. Those whose name and address is written in the Register of Members kept by the secretary.
  - c. Those who pay annual membership dues in an amount to be determined by the Society and those who have been exempted by the Society.
  - d. Those who reside in Nova Scotia.
7. Membership in the Society is not transferable, except that instructors who are ineligible for SCANS membership may name a senior to receive the free membership to which the instructor would otherwise be entitled.
8. Membership in the Society shall cease:
  - a. upon death of the member, or
  - b. if the member resigns by written notice to the Society, or
  - c. if the member fails to renew their membership, or
  - d. if, a majority of the members of the Society, who are present and voting at a meeting duly called and for which notice of the proposed action has been given, or a majority of the Directors of the Society at a duly called meeting, vote to withdraw the member's membership in the Society.
9. The members may repeal, amend, or add to these by-laws by a special resolution. No by-law or amendment to the by-laws shall take effect until the Registrar approves of it.
10. No funds of the Society shall be paid to, or be available for the personal benefit of any member.

## **Members' Meetings**

11. Every member, subject to by-law 4, shall have one vote and no more. There shall be no proxy voting.
12. A General or Special Meeting of the members may be held at any time and shall be called:
  - a. if requested by the President, or
  - b. if requested by a majority of the directors, or
  - c. if requested in writing by ten (10) of the members.
13. Notice to members is required for General or Special meetings. The notice must:
  - a. specify the date, place, and time of the meeting,
  - b. be given to the members seven (7) days prior to the meeting,
  - c. be given to the members by newsletters, e-mail, letter, telephone, or other electronic means,
  - d. specify the nature of the business, such as the intention to propose a special resolution.

The non-receipt of notice by any member shall not invalidate the proceedings.
14. An Annual General Meeting shall be held within three months after every fiscal year end and notice is required which must:
  - a. specify the date, place, and time of the meeting,
  - b. be given to the members thirty (30) days prior to the meeting,
  - c. be given to the members by newsletters, e-mail, letter, telephone, or other electronic means,
  - d. specify any intention to propose a special resolution.

The non-receipt of notice by any member shall not invalidate the proceedings.
15. At the Annual General Meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business, and all other business transacted shall be deemed special business:
  - a. minutes of the previous annual general meeting,
  - b. consideration of the annual report(s) of the directors,
  - c. consideration of the annual financial report of the Society, including budget for next year,
  - d. the appointment of auditors for the ensuing year, and
  - e. election of President, Vice-President, Secretary, Treasurer, and directors-at-large.
16. A quorum at a general meeting (including annual and special general meetings) shall consist of twenty-five (25) members. No business shall be conducted at any general meeting unless a quorum is present to open the meeting and, upon request, before any vote.
17. a) If a meeting is convened as per by-law 12(a) or 12(b) and a quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute a quorum only for the purpose of winding up the Society.

- b) If a meeting is convened at the request of the members as per 12(c) and a quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
18. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
  19. Where there is an equality of votes the motion shall be lost.
  20. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
  21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

## **Directors**

22. Any member of the Society shall be eligible to be elected a director of the Society.
23. The number of directors shall be at least twelve (12) and no more than fifteen (15). Five (5) of these directors shall be officers. The officers shall be the President, Vice-President, Treasurer, Secretary, and Immediate Past-President. Chairs of standing committees shall be chosen by the board from the board's membership.
24. Each director shall normally serve a term of two years. Beginning at the Annual General Meeting in 2017, half of the officers and half of the directors at large shall be elected for one-year terms. Thereafter, elections shall be for two-year terms. Directors may be re-elected. No officer shall serve more than three consecutive terms in the same office. Directors shall retire from office at the end of each Annual General Meeting at which their successors are elected.
25. Board members are expected to attend at least eight (8) Board meetings during the year. If a Board member is unable to meet this requirement, the Board will determine if the member can remain on the Board for the duration of their term.
26. If a director resigns or ceases to be a member of the Society, the Board of Directors may appoint any member of the Society to fill the vacated board position for the unexpired portion of the term.
27. The members may, by special resolution, remove any director and appoint another member to complete that director's term of office.
28. The management of the Society is the responsibility of the directors. In particular, the directors may engage staff and determine their duties, responsibilities, and remuneration.
29. The directors may appoint an executive committee and other committees as they see fit.
30. Directors who have, or could reasonably be seen to have a conflict of interest, have a duty to declare this interest. The declaration should be made to the members:

- a. Upon nomination, and
  - b. If serving as a director, when the possibility of a conflict is realized.
31. A conflict of interest does not prevent a member from serving as a director provided that the director withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

### **Directors' Meetings**

32. The Board of Directors shall meet no less than eight (8) times each year.
33. A meeting of directors may be held at the close of every annual general meeting without notice to appoint committee Chairs. For all other Board Meetings, notice is required and must:
- a. specify the date, place, and time of the meeting,
  - b. be given to the directors seven (7) days prior to the meeting,
  - c. be given to the directors by newsletter, e-mail, letter, telephone, or other electronic means

The non-receipt of notice by any director shall not invalidate the proceedings. Notice can be waived for board meetings with the unanimous approval of the board.

34. A quorum shall consist of six (6) of the directors, including at least two (2) officers. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.
35. The President or, in the President's absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors present, shall preside as Chair of the Board.
36. At directors' meetings, where there is an equality of votes, the motion shall be lost.

### **Officers**

37. The officers shall be elected at the Annual General Meeting and shall be a President, a Vice-President, a Treasurer and a Secretary.
38. The President shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the members or the directors. The President shall be a voting member of any Standing Committee established by the Board.
39. The Vice-President shall perform the duties of the President during the absence, illness or incapacity of the President, or when the President may request him/her to do so.
40. The Secretary shall:
- a. Have responsibility for the preparation and custody of all books and records including:
    - i. Minutes of members' meetings,
    - ii. Minutes of directors' meetings,
    - iii. The register of members,
    - iv. the Seal, if any, which may be affixed to any document upon resolution of the Board of Directors, and
  - b. file with the Registrar:

- i. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election,
    - ii. a signed copy of the financial report within fourteen (14) days of each annual meeting,
    - iii. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
  - c. have other duties as assigned by the Board.
41. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, prepare an annual financial statement and budget, and carry out all other duties as assigned by the Board.
42. The Immediate Past-President is an officer of the Board. This officer shall normally chair the nominating committee.
43. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President, Vice-President, Treasurer, and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

## **Finance**

44. The fiscal year end of the Society shall be the last day of December.
45. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
- a. a balance sheet showing its assets, liabilities and equity;
  - b. a statement of its income and expenditure in the preceding fiscal year;
  - c. a budget for the next year.
46. A copy of the financial report shall be signed by the auditor or by two directors.
47. A signed copy of the financial report shall be prepared for the Registrar within fourteen (14) days of each annual meeting.
48. At the Annual General Meeting the members may appoint an auditor of the Society and, if the members fail to appoint an auditor, the directors shall do so within sixty (60) days of the Annual General Meeting.
49. The Society may only borrow money as approved by a special resolution of the members.
50. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. Any member may inspect any other books and records of the Society at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.
51. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of their duties.
52. The Society shall not make loans, guarantee loans or advance funds to any director.

## **Committees of the Board**

53. The Curriculum Committee is responsible for creating and managing each term's academic program.

54. The Finance Committee provides advice and assistance to the Treasurer, as requested, and is responsible for all financial matters pertaining to SCANS.
55. The Publicity Committee has the general responsibility for cost-effectively informing the SCANS demographic of the existence of SCANS, and the services we provide, by means of print, radio, TV, and other electronic media.
56. The Nominating Committee is responsible for presenting to the Annual General Meeting a list of nominees for Officers and Directors-At-Large for the coming year.
57. The Board, may, from time to time, establish other committees to deal with special situations not included under the terms of reference for the Committees of the Board.

### **Chapters**

58. Chapters of SCANS are branches of the parent organization. As such, they are subject to the By-Laws, Policies and Procedures of SCANS.

### **Other**

59. Subject to these By-laws, the 10<sup>th</sup> Edition of Robert's Rules shall govern the conduct of business.