



Special Resolution

I hereby certify that the following special resolution was passed at the Annual General Meeting of the members of Mill Woods Seniors Association on March 28, 2019.

The bylaws of the society are repealed and replaced with the attached bylaws.

Date: March 28, 2019

Original signature of authorized person:

A handwritten signature in blue ink, appearing to read "Terri Martineau".

Print Name: Terri Martineau

Title: President





BYLAWS

**These Bylaws were adopted by Members of
Mill Woods Seniors Association by passing a
Special Resolution at the Annual General
Meeting of the Association held on
March 28, 2019.**

**Mill Woods Seniors Association
#201 - 2610 Hewes Way NW
Edmonton, AB T6L 0A9
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1. NAME

The name of the Society is Mill Woods Seniors Association, referred to as MWSA in these Bylaws.

2. BYLAWS

These are the Bylaws of MWSA and replace all previous Bylaws.

3. DEFINITIONS AND INTERPRETATION

3.1. Definitions

In these Bylaws, the following words have these meanings:

- 3.1.1. **Annual General Meeting** means the Annual General Meeting, as described in Article 5.1.
- 3.1.2. **Audit** means an official examination of MWSA's financial records by an accountant who is recognized by a professional accounting organization.
- 3.1.3. **Board** means the Board of Directors of MWSA, as described in Article 6.
- 3.1.4. **Bylaws** mean the Bylaws of MWSA adopted by the Members at an Annual General Meeting or Special General Meeting called for that purpose.
- 3.1.5. **Called for that Purpose** means a meeting that is called for a specific reason that requires a designated amount of time for the notice and information required in the notice. Examples include Special General Meetings and Special Board Meetings.
- 3.1.6. **Code of Conduct** means a written agreement defined in Policy that Members and Board Members are required to sign.
- 3.1.7. **Director** means a person elected or appointed to the Board.
- 3.1.8. **Elected by Acclamation** means there is only 1 nominee for a position and a ballot vote is not required. The Presiding Officer declares the nominee elected.
- 3.1.9. **Majority Vote** means a vote of 50% plus 1 unless specified otherwise in these Bylaws.
- 3.1.10. **May** means to choose to do or not to do something.
- 3.1.11. **MWSA Office** means the physical location of MWSA in Edmonton.

- 3.1.12. **Observer** means a person who observes a Board meeting but does not participate in the meeting.
- 3.1.13. **Officer** means any Officer listed in Article 6.8.
- 3.1.14. **Presiding Officer** means the person who chairs an Annual General Meeting or Special General Meeting.
- 3.1.15. **Policy** means a written document approved by the Board that supplements these Bylaws.
- 3.1.16. **Quorum** means 50 Regular Members in Good Standing at an Annual or Special General Meeting, as described in Article 5.4.
- 3.1.17. **Senior** means a person 55 years or older.
- 3.1.18. **Special Board Meeting** means a meeting of the Board called to address a specific issue.
- 3.1.19. **Special General Meeting** means a meeting of the Members of MWSA called for a specific purpose, as described in Article 5.2.
- 3.1.20. **Terms of Reference** means a written document that defines the purpose, structure and responsibilities of a committee.

3.2. Interpretation

These Bylaws are to be interpreted in the following way:

- 3.2.1. The headings are for reference purpose only. Headings do not affect the interpretation of these Bylaws.
- 3.2.2. The Board has the final decision on the interpretation of these Bylaws.

4. MEMBERSHIP

4.1. Categories of Membership

4.1.1. MWSA has 2 categories of membership:

- 4.1.1.1. Regular Member
- 4.1.1.2. Associate Member

4.1.2. To become a Regular Member, an individual must:

- 4.1.2.1. Be 55 years of age or older; and
- 4.1.2.2. Be a Canadian citizen or permanent resident; and
- 4.1.2.3. Complete and submit the membership application; and
- 4.1.2.4. Sign the Member's Code of Conduct, as defined in Policy; and

4.1.2.5. Pay the annual membership fee

4.1.2.6. The Board, in Policy, may:

4.1.2.6.1. Further define these qualifications

4.1.2.6.2. Establish additional criteria for Regular Members that are consistent with these requirements

4.1.3. To become an Associate Member, an individual must:

4.1.3.1. Be between 45 and 55 years of age; or

4.1.3.2. Be 55 years of age or older and not a Canadian citizen or permanent resident; or

4.1.3.3. Be a spouse, partner, friend, caregiver or relative sponsored by a Regular Member; and

4.1.3.4. Complete and submit the membership application; and

4.1.3.5. Pay the annual membership fee

4.1.3.6. The Board may recognize others, as established in Policy, as Associate Members.

4.2. Membership Fees

4.2.1. Membership Year

The membership year is 1 year from the date that the membership application is accepted, and membership fee paid to the same date the following year.

4.2.2. Setting Membership Fees

4.2.2.1. The Board sets annual membership fees for Regular and Associate Members. If there is a change, Members are notified.

4.2.2.2. The Board may waive the fee, as established in Policy, for any Member.

4.2.2.3. Annual membership fees must be paid on or before the Regular or Associate Member's anniversary date.

4.2.2.4. Membership fees are not refundable.

4.3. Rights and Privileges of Members

4.3.1. A Member is in Good Standing when the Member:

4.3.1.1. Has paid membership fees or other required fees; and

4.3.1.2. Has not been suspended as a Member under Article 4.5 or expelled as a Member under Article 4.6.

4.3.2. A Member in Good Standing is entitled to:

4.3.2.1. Receive notice of and participate in Annual or Special General Meetings

4.3.2.2. Exercise other rights and privileges given to Members, as provided for in these Bylaws and MWSA Policies

4.3.3. Voting Members

4.3.3.1. Regular Members in Good Standing for 60 days prior to an Annual or Special General Meeting are voting Members.

4.3.3.2. Voting Members are entitled to 1 vote at an Annual or Special General Meeting.

4.3.3.3. Associate Members do not have a vote.

4.4. Resignation of Membership

4.4.1. A Member may resign from MWSA by sending by mail or email or by delivering a written notice to the MWSA Office. The resignation is effective on the date it is received by the MWSA Office.

4.4.2. A Member is considered resigned for nonpayment of membership fees.

4.5. Suspension of Membership

4.5.1. Filing a Complaint

4.5.1.1. A complaint against a Member may be filed by completing a form available from the MWSA Office.

4.5.1.2. The complaint must be filed within 30 days of the incident.

4.5.1.3. The completed form is submitted to the MWSA Office or an Officer of the Board.

4.5.2. Reasons to Suspend

4.5.2.1. The Board may issue a warning to the Member, or at a Board meeting called for that purpose, may suspend a Member's membership for not more than 3 months, for:

4.5.2.1.1. Failing to abide by MWSA Bylaws; or

4.5.2.1.2. Not complying with the Member's Code of Conduct; or

4.5.2.1.3. Disrupting MWSA meetings or functions; or

4.5.2.1.4. Doing or failing to do anything judged to be harmful to MWSA; or

4.5.2.1.5. Until criminal charges are dealt with

4.5.2.1.6. The Board, in Policy, may:

4.5.2.1.6.1. Further define these reasons

4.5.2.1.6.2. Establish additional reasons that are consistent with Articles 4.6.1.1.1 through 4.6.1.1.4

4.5.2.2. Notice to the Member

- 4.5.2.2.1. The affected Member receives a written notice from the President stating why the Board is considering suspension.**
- 4.5.2.2.2. The Member is given at least 1 week's written notice before the Special Board Meeting to address the suspension.**
- 4.5.2.2.3. The notice is sent by a method requiring a signature to the last known address of the Member.**

4.5.2.3. Decision of the Board

- 4.5.2.3.1. The President calls a Special Board Meeting to consider the Member's suspension.**
- 4.5.2.3.2. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow 1 other person to accompany the Member.**
- 4.5.2.3.3. The Board may limit the time given to the Member to address the Board.**
- 4.5.2.3.4. The Board determines how the matter is dealt with and may exclude the Member from its discussion of the matter, including the deciding vote.**
- 4.5.2.3.5. Suspension of a membership requires a vote of at least 2/3 of the Board Members present at the meeting.**
- 4.5.2.3.6. Subject to provisions of the Societies Act, the decision of the Board is final. The suspension is effective on the day of the Board's decision.**
- 4.5.2.3.7. The President notifies the Member of the Board's decision within 2 days. The notice is sent by a method requiring a signature to the last known address of the Member.**

4.6. Expulsion of a Member

4.6.1. Reasons to Expel

- 4.6.1.1. The Board, at a Special Board Meeting, may expel a Member for, but not limited to:**
 - 4.6.1.1.1. Relevant and proven criminal acts; or**
 - 4.6.1.1.2. Harassment of Members, staff or other users of MWSA; or**
 - 4.6.1.1.3. Destruction of any property on MWSA premises; or**
 - 4.6.1.1.4. Multiple suspensions; or**
 - 4.6.1.1.5. Anything the Member has done or failed to do that is judged to have a long-term negative impact on MWSA or is harmful to the**

interests of MWSA

4.6.2. Notice to the Member

4.6.2.1.1. The affected Member receives a written notice from the President stating why the Board is considering his/her expulsion from MWSA.

4.6.2.1.2. The Member is given at least 1 week's written notice before the Special Board Meeting to address the expulsion.

4.6.2.1.3. The notice is sent by a method requiring a signature to the last known address of the Member.

4.6.3. Decision of the Board

4.6.3.1. The President calls a Special Board Meeting to consider expulsion of the Member.

4.6.3.2. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow 1 other person to accompany the Member.

4.6.3.3. The Board may limit the time given to the Member to address the Board.

4.6.3.4. The Board determines how the matter is dealt with and may exclude the Member from its discussion of the matter, including the deciding vote.

4.6.3.5. Expulsion of a Member requires a vote of at least 2/3 of the Board Members present at the meeting.

4.6.3.6. Subject to provisions of the Societies Act, the decision of the Board is final. The expulsion is effective on the day of the Board's decision.

4.6.3.7. The President notifies the Member of the Board's decision within 2 days. The notice is sent by a method requiring a signature to the last known address of the Member.

4.6.4. Reapplication for Membership

A Member who is expelled may re-apply for membership according to Article 4.1.2 after waiting 1 year from the date of expulsion.

4.7. Transfer of Membership

No right or privilege of a Member is transferable to another person. All rights and privileges cease when a Member resigns, dies or is expelled from MWSA.

4.8. Continued Liability for Debts

A Member is liable for any debts owing to MWSA on the date the membership ended.

4.9. Limitation of the Liability of Members

No Member as an individual is liable for any debt or liability of MWSA.

5. MEETINGS OF MWSA

5.1. Annual General Meeting

5.1.1. MWSA holds its Annual General Meeting no later than March 30 of each year. The Board sets the date, time and location of the AGM.

5.1.2. The purpose of the Annual General Meeting is to:

- 5.1.2.1. Receive the Board’s report about MWSA’s accomplishments for the past year
- 5.1.2.2. Receive the audited financial statement
- 5.1.2.3. Elect the President and Directors to the Board

5.2. Special General Meeting

5.2.1. A Special General Meeting of the Members may be called to:

- 5.2.1.1. Provide information and reports
- 5.2.1.2. Seek advice and/or direction from the Members
- 5.2.1.3. Discuss issues of concern to MWSA or of public concern
- 5.2.1.4. Adopt Bylaws through a Special Resolution

5.2.2. A Special General Meeting may be called in any of the following ways:

- 5.2.2.1. By the President
- 5.2.2.2. By the Board approving a motion for a Special General Meeting. The Board’s motion must state:
 - 5.2.2.2.1. The reason for the Special General Meeting;
 - 5.2.2.2.2. Any business to be covered; and
 - 5.2.2.2.3. Any motion(s) to be submitted at the Special General Meeting.
- 5.2.2.3. Upon receipt of a written request signed by at least 50 Regular Members in Good Standing. The request, submitted on a form provided by the MWSA Office, must state:
 - 5.2.2.3.1. The reason for the Special General Meeting, and
 - 5.2.2.3.2. Any motion(s) intended to be submitted at the Special General Meeting.

5.2.3. Only the matter(s) in the notice for the Special General Meeting are dealt with at the meeting.

5.3. Notice of Meetings

5.3.1. Members are given a minimum of 21 days' notice for an Annual or Special General Meeting.

5.3.2. Notice of the date, time and location of the Annual or Special General Meeting is sent to each Member by the most appropriate method(s). This includes telephone, electronic communication, or mail to the last known address of the Member.

5.3.3. The notice is publicized in the MWSA Membership Newsletter and MWSA's website. It may also be placed on a public board at the Mill Woods Seniors & Multicultural Centre or other venue.

5.3.4. No action taken at an Annual or Special General Meeting is invalid due to:

5.3.4.1. Accidental omission to give notice to any Member

5.3.4.2. Any Member not receiving notice; or

5.3.4.3. Any error in a notice that does not affect its meaning.

5.4. Quorum

5.4.1. The President cancels the Annual or Special General Meeting if a quorum is not present within 30 minutes after the meeting's start time. If cancelled, the meeting is rescheduled 1 week later at the same time and location. If a quorum is not present within 30 minutes after the start time of the second meeting, the meeting proceeds with the Members in attendance.

5.5. Presiding Officer

5.5.1. The President chairs every Annual or Special General Meeting. The Vice-President chairs in the absence of the President.

5.5.2. If neither the President nor the Vice-President is present within 30 minutes after the start time of an Annual or Special General Meeting, the Members present for the meeting may appoint by vote 1 of the Directors in attendance to chair the meeting.

5.6. Voting

5.6.1. Each Voting Member has 1 vote.

5.6.2. If there is a tie vote, the motion is defeated.

5.6.3. A majority of votes, as defined in Article 3.1.9, of Voting Members present decides each motion and resolution, unless the issue needs to be decided by a Special Resolution. A Special Resolution requires not less than 75% of the Voting Members present for a decision.

5.6.4. Voting by proxy is not allowed.

5.6.5. A show of hands decides each vote at an Annual or Special General Meeting. A ballot vote is required for elections and Special Resolutions.

5.6.6. At the request of 5 Voting Members a ballot vote may be conducted. The President or the Presiding Officer may set the date, time, location and method for a ballot vote. The result of the ballot vote is final. If there is a tie vote, the motion is defeated. Members may withdraw their request for a ballot.

5.7. Adjournment

5.7.1. The Presiding Officer may adjourn an Annual or Special General Meeting before it is finished with the consent of the majority of Members at the meeting. If adjourned, the meeting is rescheduled 1 week later at the same time and location. Another meeting called to finish the business from the initial meeting conducts only the unfinished business from the initial meeting.

5.7.2. No notice is necessary if an Annual or Special General Meeting is adjourned for less than 30 days.

6. BOARD OF DIRECTORS

6.1. Governance and Management

6.1.1. The Board governs and ensures effective management of MWSA.

6.1.2. The Board hires an Executive Director. Management and administration of MWSA is delegated to the Executive Director who reports to the Board.

6.1.3. In the absence of an Executive Director, the Board is temporarily responsible for management and administration of MWSA. Until an Executive Director is hired, the Board may delegate its responsibility to:

6.1.3.1. A trained MWSA employee

- 6.1.3.2. The President
- 6.1.3.3. A Board Committee

6.2. Composition of the Board

- 6.2.1. The Board consists of:
 - 6.2.1.1. The President and 8 Directors
 - 6.2.1.2. A Vice-President, Treasurer and Secretary are elected from the 8 Directors. The positions of Treasurer and Secretary may be combined.
 - 6.2.1.3. The Immediate Past President

6.3. Qualifications for the President and Directors

- 6.3.1. The President and Directors, upon election, appointment and while in office must:
 - 6.3.1.1. Be a Regular Member in Good Standing for at least 60 days prior to the Annual General Meeting
 - 6.3.1.2. Fulfill the requirements in Article 6.4.1.
 - 6.3.1.3. Live in the City of Edmonton
- 6.3.2. MWSA employees cannot be the President or a Director of MWSA.

6.4. Nominations

- 6.4.1. All Regular Members in Good Standing seeking election to the Board must:
 - 6.4.1.1. Complete and submit an application; and
 - 6.4.1.2. Be nominated in writing by a Regular Member in Good Standing, and seconded by 2 other Regular Members in Good Standing; and
 - 6.4.1.3. Participate in an interview as described in Policy; and
 - 6.4.1.4. Provide a list of 3 References; and
 - 6.4.1.5. Have a clear Police Check for the vulnerable sector
- 6.4.2. Nominations are not taken from the floor.

6.5. Election and Terms of the President and Directors

- 6.5.1. The President and Directors are elected to the Board for a 2 year term. Terms of office of the President and Directors are from the date of their election at the Annual General Meeting, until the second following Annual General Meeting.

6.5.2. Board elections are held annually. Elections for President and Directors are by secret ballot for contested positions. Uncontested positions are Elected by Acclamation.

6.5.3. 4 Directors are elected one year; 4 Directors are elected the following year.

6.5.4. President and Directors may be elected for a maximum of 2 consecutive terms. A Director who becomes the President may serve up to a maximum of 6 consecutive years.

6.5.5. A President or Director who has served the maximum time may not stand for election until 1 year after completing their last term.

6.5.6. A President or Director elected or appointed to fill a vacancy on the Board, as described in Article 6.6, holds office for the remainder of the term of the vacancy. In this instance, the Director is eligible for 2 additional terms.

6.6. Vacancies

6.6.1. Failure to Qualify as President or Director

The President or Director automatically vacate their position when they are no longer a Regular Member in Good Standing.

6.6.2. Resignation

The President or Director may resign from office by giving notice in writing to the Board Secretary. The resignation is effective on the date it is received by the Secretary, or on the date specified in the written resignation, whichever is later.

6.6.3. Removal

6.6.3.1. Removal by the Board

6.6.3.1.1. The Board, at a Special Board Meeting, may remove an Officer or Director for, but not limited to:

6.6.3.1.2. Relevant and proven criminal acts; or

6.6.3.1.3. Documented harassment of other Officers, Directors, Members, employees, volunteers and users of MWSA facilities; or

6.6.3.1.4. Willful destruction of property on MWSA premises; or

6.6.3.1.5. Not complying with the *Board Member's Code of Conduct*; or

6.6.3.1.6. Anything the Officer or Director has done or failed to do that is judged to have a long-term negative impact on MWSA or harmful to the interests of MWSA

6.6.3.2. Notice to the Officer or Director

6.6.3.2.1. The President sends at least 1 week’s notice to the affected Officer or Director stating why the Board is considering his/her removal. If the complaint is against the President, the Vice-President sends the written notice.

6.6.3.2.2. The notice is sent by a method requiring a signature to the last known address of the Officer or Director.

6.6.3.3. Decision of the Board

6.6.3.3.1. The President calls a Special Board Meeting to consider the removal of the Officer or Director. If the complaint is against the President, the Vice-President calls the meeting.

6.6.3.3.2. The Officer or Director will have an opportunity to appear before the Board to address the matter. The Board may allow 1 other person to accompany the Officer or Director.

6.6.3.3.3. The Board may limit the time given to the Officer or Director to address the Board.

6.6.3.3.4. The Board determines how the matter is dealt with and may exclude the Officer or Director from its discussion of the matter, including the deciding vote.

6.6.3.3.5. Removal of an Officer or Director requires a vote of at least 2/3 of the Board Members present at the meeting.

6.6.3.3.6. Subject to provisions of the Societies Act, the decision of the Board is final. The removal is effective on the day of the Board’s decision.

6.6.3.3.7. The President notifies the Officer or Director of the Board’s decision within 2 days. The notice is sent by a method requiring a signature to the last known address of the Officer or Director. If the complaint was against the President, the Vice-President sends the written notice.

6.6.4. A vacancy also occurs when an Officer or Director:

6.6.4.1. Has missed 2 consecutive Board meetings without notice; or

6.6.4.2. Is incapacitated, has a long-term illness or dies

6.6.5. Filling Vacancies

6.6.5.1. If there is a vacancy on the Board, the remaining Board Members may elect a Member in Good Standing for the remainder of the term, following the process described in Article 6.4.1.

6.6.5.2. This does not apply to the Immediate Past President. This position remains vacant until the next Annual General Meeting.

6.7. Meetings of the Board

6.7.1. The Board holds at least 10 meetings each year.

6.7.2. The President calls the meetings. The President also calls a meeting if any 2 Officers and/or Directors make a written request that states the business for the meeting.

6.7.3. The quorum for Board meetings is 2/3 of the Board members in attendance, one of whom must be an Officer.

6.7.4. In the absence of the President, the Vice-President chairs the meeting. If the Vice-President is also absent, another Officer chairs the meeting.

6.7.5. If there is no quorum, the President adjourns the meeting to the same day, time, and location of the following week. At least 2/3 of the Board members in attendance, including an Officer, is a quorum for this meeting.

6.7.6. Voting

6.7.6.1. The President and Directors, excluding the Immediate Past President, have 1 vote.

6.7.6.2. Decisions are made by a majority of votes. In case of a tie vote, the motion is defeated.

6.7.6.3. All votes are by a show of hands, unless an Officer or Director in attendance requests a ballot.

6.7.6.4. Irregularities or errors done in good faith do not invalidate business conducted at any Board meeting.

6.7.7. Electronic resolutions

6.7.7.1. Officers and Directors may vote on resolutions through electronic means. A resolution that receives unanimous support in print is as valid as one passed at a Board meeting. All approved resolutions are recorded in the minutes of the next Board meeting. The date on the resolution is the date it is passed.

6.7.8. Telephone or Online Participation

6.7.8.1. A Board meeting may be held by telephone or by other electronic means. All those participating must be able to hear each other and/or read the documentation at the same time.

6.7.8.2. Officers or Directors participating in this meeting are considered present for the meeting.

6.7.9. Attendance by Members or Other Individuals such as Consultants and Vendors

6.7.9.1. Attendance by Members

6.7.9.1.1. With the President's approval, Members may attend regular Board meetings as an Observer. The President must receive their request at least 10 days before the meeting.

6.7.9.1.2. Members may request to address the Board at a regular Board meeting. A written request must be given to the President at least 10 days prior to the Board meeting. The request must state the reason for the Member's participation. The President may approve the request. If approved, the Member only addresses the stated reason at the meeting.

6.7.9.2. Attendance by Other Individuals such as Consultants and Vendors

6.7.9.2.1. Other individuals may request to address the Board at a regular Board meeting. A written request must be given to the President at least 10 days prior to the Board meeting. The request must state the reason for the individual's participation. The President may approve the request. If approved, the individual only addresses the stated reason at the meeting.

6.8. Officers and their Duties

6.8.1. The President:

6.8.1.1. Coordinates the activities of the Board

6.8.1.2. Presides at all Annual General Meetings, Board Meetings and Special General Meetings

6.8.1.3. Is the spokesperson for MWSA

6.8.1.4. Carries out other duties assigned by the Board in Policy

6.8.2. The Vice-President:

6.8.2.1. Assists the President in coordinating the activities of the Board

6.8.2.2. Chairs all meetings in the absence of the President

6.8.2.3. Carries out other duties assigned by the Board in Policy

6.8.3. The Treasurer:

- 6.8.3.1. Ensures an annual budget is presented to the Board for approval, as defined in Policy
- 6.8.3.2. Ensures financial reports are presented at Board meetings
- 6.8.3.3. Ensures an audited statement is presented to the Members at the Annual General Meeting
- 6.8.3.4. Carries out other duties assigned by the Board in Policy

6.8.4. The Secretary:

- 6.8.4.1. Ensures minutes of all Annual General Meetings, Board Meetings and Special General Meetings are recorded and filed
- 6.8.4.2. Ensures notices of all meetings, minutes, and other communications are sent and filed, as required
- 6.8.4.3. Keeps records of Board correspondence
- 6.8.4.4. Carries out other duties assigned by the Board in Policy

6.8.5. The Immediate Past President:

- 6.8.5.1. Serves as a resource to the President, supports new Board members, assists in recruiting new Board members and carries out other duties assigned by the Board
- 6.8.5.2. Does not have a vote
- 6.8.5.3. May serve a maximum of 2 years, at the Board's discretion

6.8.6. Delegation of Duties of Officers

- 6.8.6.1. The Board may delegate any or all duties of an Officer to another Officer or Director:
 - 6.8.6.1.1. If an Officer is absent or unable to perform the duties
 - 6.8.6.1.2. For any other reason that the Board considers harmful to the Board or MWSA

6.9. Remuneration

- 6.9.1. Officers or Directors do not receive any payment for their services as an Officer or Director.
- 6.9.2. As defined in Policy, the Board may approve reimbursement of reasonable expenses incurred while the Officers or Directors are carrying out duties of MWSA.

6.9.3. Officers or Directors require Board approval before performing any services for MWSA for which compensation may be requested.

6.10. Protection and Liability of Officers and Directors

6.10.1. Protection

MWSA saves harmless Officers and Directors against costs or charges that result from an act done in their role for MWSA. MWSA does not protect any Officer or Director for acts of fraud, dishonesty, or bad faith.

6.10.2. Liability

An Officer or Director is not:

- 6.10.2.1. Liable for the acts of any other Officer, Director or employee
- 6.10.2.2. Responsible for loss or damage due to the bankruptcy, insolvency or wrongful act of any person dealing with MWSA
- 6.10.2.3. Liable for any loss due to an oversight or error in judgment, or by an act in their role for MWSA, unless the act is fraudulent, dishonest or done in bad faith

6.10.3. Accuracy of the Auditor's Report

An Officer or Director:

- 6.10.3.1. Can rely on the accuracy of statements or reports prepared by MWSA's auditors
- 6.10.3.2. Is not liable for loss or damage as a result of acting on the auditor's statement or report

6.11. Board Committees

- 6.11.1. The Board may establish committees to advise it.
- 6.11.2. The Board approves terms of reference for each committee.
- 6.11.3. The Board may dissolve any committee.

7. FINANCE AND OTHER ORGANIZATIONAL MATTERS

7.1. Finance and Auditing

7.1.1. Financial Records

- 7.1.1.1. The fiscal year of MWSA is January 1 through December 31.

7.1.1.2. Regular Members may review the financial records of MWSA. They must give at least 1 week’s notice, as specified in Policy, to the President or Secretary. The notice must state:

7.1.1.2.1. The books or records they wish to review

7.1.1.2.2. Their reason for reviewing the books or records

7.1.1.3. The review takes place at the MWSA Office during normal business hours.

7.1.1.4. The review is conducted in the presence of a Board Member.

7.1.2. Audits

7.1.2.1. The books, accounts and records of MWSA must be audited at least once a year.

7.1.2.2. An accountant, who is qualified by being a member in good standing in a professional accounting organization, must do the audit. The accountant is appointed at the Annual General Meeting.

7.1.2.3. The appointed accountant submits a complete statement of the standing of the books to the Board.

7.1.3. Cheques, Contracts, Securities and Other Financial Instruments

7.1.3.1. Signing authority for cheques

Cheques requiring the signature of MWSA must be signed by any 2 of the following:

7.1.3.1.1. President

7.1.3.1.2. Vice-President

7.1.3.1.3. Treasurer

7.1.3.1.4. Secretary

7.1.3.1.5. MWSA staff as designated by the Board in policy

7.1.3.2. Contracts and other documents

Contracts or other documents requiring the signature of MWSA must be signed by the President, Vice-President and/or MWSA staff as specified in in Policy.

7.1.3.3. Securities and other financial instruments

All signing authorities are authorized, according to MWSA Policy, to sign or endorse securities or other financial instruments held by MWSA.

7.1.4. Borrowing and Raising Funds

7.1.4.1. The Board is authorized to borrow and raise funds on behalf of MWSA for the purpose of carrying out its objects and operations.

7.1.4.2. The Board may only obtain major, long-term loans with a Special Resolution of the Membership. The Special Resolution must state:

- 7.1.4.2.1. The amount of the proposed loan
- 7.1.4.2.2. The use of the loan
- 7.1.4.2.3. The duration of the loan
- 7.1.4.2.4. Rules and considerations attached to the loan
- 7.1.4.2.5. Proposed method of repaying the loan
- 7.1.4.2.6. Amendments to the use of capital obtained from the loan must receive approval of the Membership at a Special General Meeting.

7.2. Books and Records

7.2.1. Minutes Book

The original Minutes Book of all membership meetings, Board meetings, and Board committee meetings are kept at the MWSA Office.

- 7.2.2. The Board keeps and files all necessary books and records of MWSA as required by these Bylaws, Board Policy, or any other statute or laws. The books and records are kept at the MWSA Office.

7.3. MWSA Seal

- 7.3.1. The Executive Director keeps MWSA's Seal in a secure place.
- 7.3.2. Only Officers authorized by the Board by motion can use the Seal. If the Board has not designated any Officers, the President and Secretary use the Seal.

7.4. Rules of Order

MWSA follows the Societies Act and MWSA Bylaws and Policies to conduct its proceedings at meetings.

8. BYLAWS AMENDMENTS

- 8.1. Amendments to, or repeal of, MWSA's Bylaws may be adopted only by a Special Resolution at the Annual General Meeting or a Special General Meeting.

8.2. A Special Resolution requires:

- 8.2.1. 21 days' notice of the Annual General Meeting or Special General Meeting
- 8.2.2. The notice to include details of the proposed amendments to, or repeal of, the Bylaws
- 8.2.3. Not less than 75% of the Voting Members present to vote in favour of adopting the amendments to, or repeal of, MWSA's Bylaws

8.3. The amended or replaced Bylaws take effect:

- 8.3.1. After the Special Resolution was passed at the Annual General Meeting or Special General Meeting; and
- 8.3.2. The amended or replaced Bylaws has been registered by the Registrar of Alberta Corporate Registry.

9. DISSOLUTION AND DISTRIBUTION OF ASSETS

9.1. Dissolution of MWSA

Dissolution of MWSA requires a Special Resolution of Members in Good Standing at a Special General Meeting.

9.2. Payment of Debts and Liabilities

If MWSA is dissolved, funds and assets are first used to pay MWSA's debts and liabilities.

9.3. Distribution of Assets to Members

MWSA does not pay dividends or distribute its assets to its Members.

9.4. Distribution of Remaining Assets

- 9.4.1. Remaining funds or assets are transferred to one or more registered, incorporated and charitable organizations in Edmonton that serve seniors.
- 9.4.2. Voting Members select the organization(s) by a Special Resolution of Members on or before the date of dissolution.