



BY-LAWS

Senior Scene Inc.

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By-Laws of Senior Scene Inc.

These By-laws relate to the transaction of business and the affairs of SENIOR SCENE INC., a not-for-profit corporation without share capital, incorporated pursuant to section 265 of the CORPORATIONS ACT (MANITOBA)

These By-laws replace the By-laws 2014.

1 INTERPRETATION

In these By-laws:

The Club means the Senior Scene Inc., operating as East Beaches Social Scene

The Board means the Board of Directors of the East Beaches Social Scene

AGM means the Annual General Meeting

Presiding Officer means the individual presiding over a meeting

Members in good standing means members who have paid their annual membership fee

Parliamentary Authority means *Robert's Rules of Order Newly Revised*

Officers means the Executive Committee

Conflict of interest means a situation in which a person or organization is involved in multiple interests, financial or otherwise, and serving one interest could involve working against another

2 GOVERNANCE

The Club will be governed by a Board of Directors and Executive Committee, who will receive no remuneration for their services and will govern in accordance with the following By-laws:

- 2.1 Board of Directors
 - 2.1.1 The Board shall consist of the Executive Committee and five Directors who, with the exception of the Past President, shall be elected for two-year terms:
 - President
 - Vice-President
 - Past President
 - Treasurer
 - Secretary
 - Five Directors
 - 2.1.2 The duties of the Board shall be exercised with the authority of The Corporations Act (Manitoba).

- 2.1.3 The Board will establish policies and guidelines; review services; conduct, manage and control the business of the Club; and make rules and regulations consistent with the law.
- 2.1.4 The Board will hold regular meetings and record minutes.
- 2.1.5 The Board will adopt and implement an annual budget, make contracts, maintain financial records, provide for a financial review annually, and be responsible for the security of physical facilities and assets.
- 2.1.6 In the event a member of the Board resigns or cannot fulfill their term, an appointment from the membership shall be made by the Executive Committee as soon as possible to fill the vacant seat for the remainder of the fiscal year.

2.2 Executive Committee

- 2.2.1 The Executive Committee shall consist of the officers of the Club as follows:
 - President
 - Vice-President
 - Past President
 - Secretary
 - Treasurer
- 2.2.2 The Executive Committee shall manage the day-to-day business, raise funds in any manner consistent with the policies of the Club, strike committees as necessary, and perform all other necessary functions.
- 2.2.3 Decisions or actions of the Executive Committee may be overruled at a Board meeting by two-thirds vote of the members present.
- 2.2.4 Executive Committee meetings shall be held as required.
- 2.2.5 A quorum of the Executive Committee is a majority of its members.
- 2.2.6 The Executive Committee, at its discretion, may remove from office any Board member who misses three consecutive meetings without reasonable cause. The Executive Committee shall have the authority to appoint a replacement from the membership to fill the vacant seat for the remainder of the fiscal year.

2.3 Standing Rules

- 2.3.1 Each motion approved by the Executive Committee or the Board and passed by the membership at a regular meeting serves to establish new policies or administrative procedures. A file of such motions shall be maintained to assist in the formation of future policy and procedures.
- 2.3.2 Motions regarding finances shall be active for a minimum of one year and may be revisited by the Board after one year.
- 2.3.3 All other motions shall be active for a minimum two-year duration and may be revisited by the Board after two years.
- 2.3.4 Although no Officers or Directors will receive remuneration or benefit directly or indirectly from their position, reasonable expenses incurred in the performance of their duties will be paid with the approval of the Board.
- 2.3.5 Member(s) of the Board must declare a conflict of interest prior to voting on any motion.

- 2.3.6 Any infraction of these or any other rules found in the Constitution or By-laws shall be dealt with by the Executive Committee.
- 2.3.7 The President of the Club is the official spokesperson for the Club. In their absence, first the Vice-President and then the Past President shall act as the official spokesperson.

3 DUTIES OF BOARD MEMBERS

- 3.1 Members of the Board are responsible for performing their duties as outlined in the *Senior Scene Inc. Governance, Policy and Maintenance Manual*.

4 ELECTIONS

- 4.1 The Club shall hold an election at the AGM.
- 4.2 All members in good standing are eligible to vote in an election.
- 4.3 All members in good standing are eligible for positions on the Board. Candidates for the Board shall be selected from among Club members by a Nominating Committee. The Nominating Committee shall run the election in accordance with Parliamentary Authority.
- 4.4 Additional nominations of eligible members may be made from the floor at the AGM provided that the member so nominated agrees to run. If the nominee is not present, agreement in writing must be presented.
- 4.5 The voting procedure for the election of Board members at the AGM shall be by a show of hands. If there are multiple nominees for a position, a secret ballot shall be taken. A simple majority of those present will carry the vote.
- 4.6 All positions will be for a two-year term. A current holder of a position may stand for election for one additional term in that position.
- 4.7 Those members elected to the Board shall take office immediately following the election at the AGM.

5 MEETINGS

- 5.1 There shall be one AGM of the membership during the third or fourth week in September of each year.
- 5.2 There shall be a minimum of six Board meetings per year. A quorum at a Board meeting will be one-half of the elected representatives. The date for the first Board meeting following the AGM will be held in October, determined by the President. The dates for subsequent Board meetings will be established at the first Board meeting following the AGM.
- 5.3 The Executive Committee shall determine the date, time, and place for any special meetings of the Board. Executive Committee meetings are unscheduled and a meeting of its members may be called as necessary. Attendance at Board and Executive meetings can be in person or remotely.
- 5.4 There shall be a minimum of four General meetings, including the AGM, of the membership per year. A quorum at a General meeting shall be 25 members. The dates for General meetings will be established at the first Board meeting following the AGM.
- 5.5 *Robert's Rules of Order Newly Revised* shall govern all procedural questions arising at all meetings when they are consistent with the Club's Constitution and By-laws.

- 5.6 Members of the Club may attend Board meetings and may be granted the privilege of the floor at the discretion of the Presiding Officer but shall have no power to vote.

6 MEMBERSHIP

- 6.1 Membership is open to people 55 years of age and over. In the case of couples, one partner must have attained the age of 55. Both partners have all rights and privileges of membership.
- 6.2 All annual membership fees are payable by September 1st for the upcoming fiscal year. Members whose fees are not paid by October 1st of the upcoming fiscal year are considered in default.

7 ASSESSMENTS AND GIFTS

- 7.1 No special assessments may be made against members of the Club. Voluntary contributions may be solicited for specific approved purposes.
- 7.2 Gifts and bequests may be made to the Club in any form or amount and for any use compatible with the purpose of the Club.
- 7.3 A charge may be made to members and non-members for: attendance at Club-sponsored activities; use of the Club's facility, equipment and/or services.

8 COMMITTEES

- 8.1 Committees and/or sub-committees may be established by the Executive Committee as necessary. An Interim Chair of the committee will be selected by the President. The Interim Chair will select the remaining committee members. The members of the committee will then select the Chairperson.
- 8.2 Members of each committee will serve for a two-year renewable term.
- 8.3 The following are Standing Committees: Events and Fundraising, Finance, Human Resources, Maintenance, Nominating, Social, and Socially Conscious.
- 8.4 The functions of each committee shall follow the guidelines outlined in the *Senior Scene Inc. Governance, Policy and Maintenance Manual*.

9 FINANCES

- 9.1 The Club may acquire property, including equipment, literature, and other materials for use by and on behalf of the membership. Generally accepted accounting practices shall be used to account for all assets.
- 9.2 The fiscal year shall be September 1st to August 31st.
- 9.3 All requests for discretionary expenditures of over \$1,000 shall be submitted to the membership for approval at a General meeting. In emergency situations, expenditures of over \$1,000 may be approved by a majority vote of the Board.
- 9.4 Financial matters arising at a General meeting may be tabled and referred to the Board for their review and recommendation.
- 9.5 In voting on financial matters at Board and General meetings, a simple majority will carry the decision.

9.6 For all financial expenditures of the Club, any two members of the Executive Committee shall be signatories.

10 AMENDMENTS

10.1 All proposed amendments to these By-laws must be presented as a notice of motion one month in advance of a regular General meeting. The membership is to be advised of the date and time of the General meeting at which the amendments will be considered for adoption. Mailed-in or email ballots will also be accepted at the discretion of the Executive Committee. Adoption of the amendments shall require a two-thirds vote of the members voting.

These By-laws shall come into force when confirmed by the members.

CONFIRMED by no less than two-thirds of the members voting the _____ day of _____, 2020.

Social Scene Board Chair

Social Scene Board Secretary