



*Activities for the 50+*

# **By-Laws**

**RESOLUTION OF THE DIRECTORS**  
**STEPPING STONE SENIOR CENTRE INC.**

**BY-LAW NO. 2019-1**

**1. DEFINITIONS**

In this by-law, unless the context otherwise specifies or requires, the following words shall have the meanings indicated:

- (a) “Act” means the New Brunswick Companies Act;
- (b) “Articles” means the articles of incorporation of Stepping Stone Senior Centre Inc. as from time to time amended;
- (c) “Board” means the Board of Directors of the Corporation;
- (d) “By-law” means any by-law of the Corporation from time to time in effect;
- (e) “Corporation” means Stepping Stone Senior Centre Inc., hereinafter referred to as “SSSC Inc.” which is a non-profit corporation established under the Act and which has charitable status;
- (f) “Director” means an individual duly appointed as a director of SSSC Inc. in accordance with the by-laws;
- (g) “member” means any person 50 years of age or over admitted to membership in SSSC Inc. accordance with the by-laws;
- (h) words importing the singular include the plural and vice-versa; words importing the feminine gender include the masculine and neuter genders and vice versa; words

importing persons shall include bodies corporate, corporations, companies, associations and trusts;

- (i) headings used in this by-law are inserted for reference only and are not to be considered in any way to clarify, modify or explain the effect of any provisions thereof.
- (j) any term defined in this by-law which is also defined in the Act shall have the meaning given in the Act.

This by-law (which supersedes and replaces the existing constitution and by-laws) is to be interpreted, where the context requires, as being subject to the Act and the articles.

## **2. REGISTERED OFFICE**

The registered office of the Corporation is 15 Saunders Street, Fredericton, NB, E3B 1M9.

The directors may from time to time by resolution fix the location and address of the registered office of the Corporation, within New Brunswick.

## **3. CORPORATE SEAL AND RECORDS**

The corporate seal of SSSC Inc. shall be kept under the supervision and control of the Secretary of the Corporation.

All corporate records shall be kept at the registered office.

## **4. PURPOSE**

The purpose of Stepping Stone Senior Centre Inc. (as set out in its articles of incorporation) is to develop, present and support affordable and accessible activities to meet the physical, mental, and social needs of older adults in the greater Fredericton area. This is achieved by:

- (a) providing opportunities for older adults to meet, to learn, to develop new skills, to socialize, to entertain and to be entertained;
- (b) serving as an information centre for older adults and those who work with them;
- (c) acting as an information source for older adults involved in advocacy issues; and
- (d) encouraging older adults to suggest and develop new programs.

## **5. MEMBERSHIP**

- (a) Any person aged 50 years or over may apply for membership in SSSC Inc.;
- (b) Upon payment of the required fee as established from time to time by the Board, the applicant shall become a member and shall be listed in the membership registry maintained by the Chairperson of the Membership Committee;
- (c) Employees of SSSC Inc. are not eligible to become members;
- (d) A member may cancel her or his membership by written notice to the Chairperson of the Membership Committee;
- (e) An individual's membership may be revoked for cause in accordance with SSSC Inc. Code of Conduct following a Board resolution to that effect.

## **6. BOARD OF DIRECTORS**

### **6.1 Composition Of Board**

- (a) The Board of Directors shall consist of:
  - (i) all of the officers of SSSC Inc., namely President, Vice-President, Treasurer, Secretary and Past-President; plus
  - (ii) two members at large; plus
  - (iii) Chairpersons of all Standing Committees; plus
  - (iv) a representative designated by the Community Services Department of the City of Fredericton; plus
  - (v) the SSSC Inc. Co-ordinator.

The Directors listed in (i), (ii) and (iii) are entitled to vote on any motion coming before the Board. The persons designated in (iv) and (v) above shall be non-voting, ex-officio members of the Board. No member is eligible to qualify as a Director under more than one of the categories described in (i), (ii) and (iii) above.

## **6.2 Election of Directors**

All directors other than those designated non-voting, ex-officio shall be elected by the members of SSSC Inc. at the Annual General Meeting, or at a Special General Meeting called for that purpose.

## **6.3 Term of Directors**

Directors (other than ex-officio) shall be elected for a two (2) year term, and shall be eligible to re-offer for a second term of two (2) years.

## **6.4 Duties and Responsibilities of Board**

It is the duty and responsibility of the Board of Directors to manage the operation of SSSC Inc. in accordance with the Act, articles and by-laws. The Board's responsibilities include, but are not limited to:

- a) developing and implementing appropriate management policies and procedures;
- b) ensuring sufficient information is provided by Officers and volunteers to verify that established policies and procedures are being followed;
- c) establishing and appointing Standing Committees and ad hoc committees as required, and approving the duties and responsibilities of such committees;
- d) designating an accounting professional to certify the accuracy of the annual financial report;
- e) ensuring that all reporting required by federal or provincial authorities is filed in a timely manner;
- f) appointing interim Directors and Officers to fill vacancies until the next General Meeting;
- g) establishing the annual fee for membership in SSSC Inc.

## **6.5 General Obligations of Directors**

- (a) to be members in good standing of the Corporation;
- (b) to guide the orderly conduct of the affairs of the Corporation;
- (c) to attend Board meetings regularly; failure to attend regularly may result in removal from the Board;
- (d) to become informed on all matters which come under the Board's jurisdiction;
- (e) to have a working knowledge of parliamentary procedure;
- (f) to share in Board tasks and responsibilities.

## **7. COMMITTEES**

### **7.1 Authority to Establish Committees**

- (a) The Board of Directors may appoint such standing committees and ad-hoc committees as it deems necessary, and may disband any such committees which it concludes are no longer required.
  
- (b) The standing committees in operation at the date of coming into force of this bylaw are:
  - i. Executive Committee;
  - ii. Events Committee;
  - iii. Program Committee;
  - iv. Facility Committee
  - v. Membership Committee;
  - vi. Nominating Committee;
  - vii. Volunteer Committee

### **7.2 Membership of Committees**

- (a) The Executive Committee shall comprise all of the officers of the Corporation, namely President, Vice-President, Secretary, Treasurer and Past-President.

- (b) All other standing committees shall be chaired by a Director elected by the membership at the Annual General Meeting, or at a Special General Meeting called for that purpose.

Other members of any Standing Committee shall be appointed by the Board and will be a sufficient number to enable the Committee to carry out its duties,

- (c) The chairperson and members of ad-hoc committees, if any, shall be appointed by the Board.

### **7.3 Terms of Reference of Committees**

The terms of reference of all standing and ad-hoc committees shall be approved by the Board. In addition, in the case of standing committees, the Board shall review the existing terms of reference annually.

## **8. FISCAL YEAR**

The fiscal year of SSSC Inc. shall be a period of twelve (12) months commencing on January 1 and ending on December 31 of each year.

## **9. MEETINGS**

### **9.1 Calling of Meetings**

- (a) Board and Executive meetings shall be called by the President or when the President is unavailable, by the Vice-President.
- (b) the President or the Vice-President may call Annual or Special General meetings. However, any thirty (30) members of SSSC Inc. may request a Special General meeting provided the Executive has been notified in writing with the reasons for the meeting.
- (c) within three (3) months of the end of the fiscal year an Annual General Meeting shall be held at the call of the President to allow for presentation of the minutes of the preceding Annual General Meeting, financial reports from the previous fiscal year, reports from the Board and Committees, election of directors, and such other business as may properly be brought before the meeting.

## **9.2 Notice of Meetings**

Notice of meetings shall be given as follows:

- (a) For an Annual or Special General meeting, at least four (4) weeks in advance by means of a posting on the SSSC Inc. notice board and a listing in the monthly calendar.
- (b) For a regular Board meeting, at least two (2) weeks in advance by means of an e-mail or other written communication to each Director.
- (c) For an Executive Committee meeting, at least four (4) days in advance by means of an e-mail.
- (d) For a special Board meeting, at least seven (7) days in advance by means of an e-mail to each Director specifying the purpose of the meeting.

## **9.3 Quorums for Meetings**

Quorums for meetings shall be as follows:

- (a) for an Annual or Special General meeting at least thirty (30) members;
- (b) for an Executive Committee meeting, three (3) members;
- (c) for all other Committee meetings, at least 50% of the members.

## **9.4 Voting at Meetings**

The policy of SSSC Inc. for voting at any meeting shall be one (1) member, one (1) vote, with no proxies permitted.

# **10. DUTIES OF OFFICERS**

## **10.1 President**

The President shall be responsible to the membership for the governance (control, direction and administration) of SSSC Inc. in accordance with the Act, articles and by-laws, including but not limited to:

- (a) chairing Executive, Board, Annual or Special General Meetings;
- (b) reporting on the affairs of the Corporation at any Executive, Board, Annual or Special General meeting;



- (c) acting as an ex-officio member of all committees;
- (d) mediating any dispute arising in the Centre;
- (e) representing the Corporation in dealings with outside agencies;
- (f) maintaining contact with leaders of governments, groups or individuals with interest in SSSC Inc. to ensure that the interests of the Corporation are promoted.

## **10.2 Vice-President**

The Vice-President shall assist the President in the governance of the Corporation in accordance with the Act, articles and by-laws, including but not limited to:

- (a) In the absence of the President:
  - (i) chairing the Executive, Board, Annual and General meetings;
  - (ii) representing the President in the affairs of SSSC Inc.
- (b) Assisting the President in establishing co-operation with outside groups and individuals by:
  - (i) contacting potential partners in the interests of the Centre;
  - (ii) promoting seniors' interests
  - (iii) reporting to the President, Executive, Board or members as required.
- (c) Performing any other duties as assigned by the President.

## **10.3 Secretary**

The Secretary shall maintain written records of SSSC Inc. in accordance with the Act, articles and by-laws, including but not limited to:

- (a) attending all Executive, Board, Annual and General meetings;
- (b) acting as record-keeper at Executive, Board, Annual and General meetings;
- (c) writing and circulating minutes of proceedings and other relevant information within two (2) weeks of the event;

- (d) transferring records on an annual basis to the Provincial Archives in accordance with their guidelines;
- (e) annually filing required corporate documents with the Corporate Registry, Canada Revenue Agency and other agencies, as applicable.

#### **10.4 Treasurer**

The Treasurer shall maintain the financial records of SSSC Inc. in accordance with the Act, articles and by-laws, including but not limited to:

- (a) issuing cheques and reviewing the financial transactions of the Centre on a regular basis;
- (b) ensuring proper maintenance of payroll records, and issuing paycheques as required;
- (c) presenting financial reports to Executive, Board, Annual and General meetings;
- (d) preparing an annual budget for approval by the Board and for ratification by the membership at the Annual General Meeting;
- (e) arranging for an annual confirmation of the accuracy of the Centre's financial records by either an internal or external resource;
- (f) filing reports and remitting funds to Canada Revenue Agency and other agencies as required.

#### **10.5 Past President**

The Past President shall assist the Executive and Board of SSSC Inc. in accordance with the Act, articles and by-laws, including but not limited to:

- (a) chairing the Nominating Committee;
- (b) advising and supporting the President as and when required;
- (c) conducting an orientation for new Board members;
- (d) performing any other duties as assigned by the President.

## **11. PROTECTION OF DIRECTORS AND OFFICERS**

No director or officer of the Corporation is liable for:

- a) the acts, receipts, neglects or defaults of any other director or officer; or
- b) for joining in any acts for conformity; or
- c) for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the order of the board of directors on behalf of the Corporation; or
- d) for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested; or
- e) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited; or
- f) for any loss occasioned by error of judgment or oversight on her part; or
- g) for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of her office or in relation thereto;

unless in or as a result of any action, suit or proceeding (s)he is adjudged to be in breach of any duty or responsibility imposed on her as a director under the articles or under the Act or under any other statute.

## **12. INSURANCE FOR DIRECTORS AND OFFICERS**

The Corporation shall purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by the director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **13. ANNUAL FINANCIAL REPORT**

- (a) An accounting professional shall be designated annually by the Board of Directors to certify the accuracy of the annual financial report.

- (b) The Corporation shall make a written report available to the membership at the Annual General Meeting as to the financial position of the Corporation and the report shall contain a statement of income and expenditure and a balance sheet. The designated financial professional shall make a written statement to the members confirming that the foregoing financial statements show a true and correct view of the affairs of the Corporation.

#### **14. BANKING ARRANGEMENTS**

The banking business of the Corporation or any part thereof, shall be transacted with such bank, trust company, credit union, or other firm carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by any two of the Treasurer, the President, the Vice-President or the Secretary, including, without restricting the generality of the foregoing:

- a) the operation of the Corporation's accounts;
- b) the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c) the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- d) the authorizing of any officer or employee of such bank to do any act or thing on the Company's behalf to facilitate such banking business.

#### **15. BORROWING**

SSSC Inc. may not borrow money in excess of current assets unless approved at an Annual or General meeting.

#### **16. BY-LAWS**

Changes or amendments to by-laws shall be presented at an Annual or General meeting for approval by a vote of two thirds (2/3) of the membership in attendance. The

membership shall be advised of any proposed changes by posting on the Centre’s notice board and by e-mail, where available, at least four (4) weeks in advance.

**17. RESOLUTIONS**

Members wishing to provide direction to SSSC Inc.’s Board of Directors must do so in the form of a resolution. Members shall be advised by posting the proposed resolution(s) on the Centre’s notice board and by e-mail, where available, at least four (4) weeks prior to the Annual or General meeting at which the resolution shall be considered. Passage of the resolution requires approval by a majority of the members present.

**18. HOLDING AND DISSOLUTION OF PROPERTY**

(a) SSSC Inc. may hold property (both real and personal and income arising) acquired by purchase, lease, mortgage, gift, bequest, contract, grant or in trust, for the purposes of the Corporation.

(b) In the event of dissolution of the Corporation and after payment of all its debts, its remaining property shall be distributed to one or more recognized qualified donees.

Approved this \_\_\_\_\_ by the Board of Directors

Stepping Stone Senior Centre Inc.

Per: \_\_\_\_\_  
President

Per: \_\_\_\_\_  
Secretary

