

# PORT DOVER SENIORS CENTRE BY-LAWS

## **BY-LAW #1    INSURANCE**

The Port Dover Seniors Centre (“PDSC”) will ensure that valid insurance is maintained to protect members, the Board of Directors and the Centre. The Treasurer will be the point of contact with the insurance agent.

## **BY-LAW #2    PARTICIPATION**

- i. Participants of any regularly scheduled class or program must have purchased the applicable membership option from PDSC.
- ii. Prospective-members or occasional guests may attend any regularly scheduled class or program on one occasion prior to becoming a member, and must sign the PDSC Release Form prior to doing so. These individuals will be instructed to introduce themselves to the program facilitator and room monitor.
- iii. PDSC may, from time to time, hold events or activities open to non-members, and will require guests to sign-in on the Guest Log.

## **BY-LAW #3    FINANCIAL RECORDKEEPING AND CONTROLS**

- i. The Finance Committee or Treasurer will review all PDSC finances and make recommendations to the Board of Directors.
- ii. The Board of Directors shall approve financial control procedures and reporting requirements and the Treasurer is responsible for ensuring those procedures are followed.
- iii. The Board shall engage an independent registered accountant to prepare Financial Statements on an annual basis.
- iv. The Treasurer will provide quarterly statements to the Board of Directors for review.
- v. The Treasurer will be the conduit between the Financial Institution utilized by PDSC and the Board of Directors.

- vi. The Treasurer will control the use of Square access (credit card payments), interact card, e-transfer transactions, and credit card.
- vii. The Treasurer shall open bank accounts as required should Grants be approved and maintain appropriate records, as outlined in the Grant requirements.
- viii. When requested by a PDSC member, the Treasurer will provide a copy of the financial statements and the auditor's report, if an audit was completed. This may be requested by a member at any time and must be provided access during regular business hours.
- ix. The Treasurer will send financial statements, or a summary of them, to all PDSC members at least five days before the Annual General Meeting.
- x. The Board will decide who to hire as an auditor and may put forward an extraordinary resolution to the membership indicating an audit and / or review engagement is not necessary. The extraordinary resolution requires 80% of the members voting at the Annual General Meeting to be approved. Without approval of the extraordinary resolution a full audit must be completed.

#### **BY-LAW #4 CONFIDENTIALITY**

Member, donor and stakeholder information provided to PDSC will be used by authorized individuals to administer the relationship with PDSC and every attempt will be made to ensure such information is kept confidential and secure.

Personal information has be shared for two reasons, when:

- i. A member makes a valid proposal that is included in the meeting notice, the name and address of the member making the proposal has to be included.
- ii. A member and their legal representatives request a list of all current members, including their names and addresses, but only if the purpose is related to the PDSC activities.

Members must be made aware and agree to their names and addresses being collected and shared with other members. This information can only be shared if the purpose is related to PDSC activities.

## **BY-LAW #5    PROCESS FOR BECOMING A BOARD MEMBER**

- i. Members in good standing who have belonged to PDSC for at least one year may be nominated for election to the Board.
- ii. The PDSC newsletter will specify the election dates, the Board positions to be filled, and advise where nomination forms will be available.
- iii. Nomination forms are to be completed by, or have the consenting signature of, the nominee plus the names and signatures of two supporters.
- iv. Nominations must be received by the Board Secretary 10 calendar days prior to the AGM.
- v. In the absence of enough nominations to fill vacant positions, a motion of nomination may be made from the floor at the AGM.
- vi. The list of candidates will be posted on the bulletin board and sent to members by email.
- vii. Board members will be elected to vacated positions at the AGM.
- viii. Election results will be posted on the bulletin board and in the newsletter.

## **BY-LAW #6    ANNUAL GENERAL MEETINGS**

- i. Notice of the Annual General Meeting (“AGM”) will:
  - be given by the Board Secretary and published in the PDSC newsletter
  - include the minutes of the last AGM
  - be done not less than 21 days before the meeting.
  - give the exact wording of any special resolutions that will be voted on
  - provide enough resolution information for an informed vote
- ii. The Treasurer will forward financial statements, or a summary of them, to all PDSC members at least five days before the Annual General Meeting.
- iii. The Board of Directors has the right to call Special General Meetings (“SGM”) outside the AGM. Procedures for AGMs and SGMs (“General Meetings”) will be the same.
- iv. Discussion topics from the membership should be submitted in writing to the Presidents’ attention 10 calendar days prior to a General Meeting.
- v. The General Meeting will receive a report from the Officers and Committee chairs.

- vi. All members in good standing have the right to attend a General Meeting. Members in attendance at a General Meeting have the right to vote.
- vii. The AGM must be held once every 15 months and within 6 months of the end of the last fiscal year (year end is March 31<sup>st</sup> of each year)
- viii. Directors can call a special member meeting at any time. PDSC members can force Directors to call a special members' meeting if the Directors do not call an AGM within 15 months.
- ix. A member cannot vote by email as the only voting option is by passing a resolution at an in-person or electronic meeting, or signing a written resolution. When a resolution is attached to an email, the resolution must still be signed physically or electronically by all members for it to be legally valid.

#### **BY-LAW #7 RULES OF ORDER FOR GENERAL MEETINGS**

- i. General Meetings are to be conducted in a business-like manner using Robert's Rules of Order.
- ii. All members attending a General Meeting must sign in.
- iii. The President or his/her designate will preside over General Meetings.
- iv. The Secretary is responsible for recording minutes of General Meetings.
- v. The Secretary is also responsible for all papers including their distribution and safekeeping, except for financial documents which are the Treasurer's responsibility.
- vi. Any member attending a General Meeting may make a motion.
- vii. Every motion must be entered in the minutes with full names of mover and seconder.
- viii. There will not be any debate on a motion until properly seconded.
- ix. Every member, including the presiding officer, should be given a chance to debate or comment on the motion.
- x. Anyone wishing to speak must be recognized by the presiding officer and must address only the presiding officer.
- xi. Prior to being voted upon, the motion must be read back by the Secretary to ensure correct wording.

- xii. Motions will be voted on by a show of hands; firstly, of those in favour of the motion, then of those against the motion. The number of votes in favour and against must be recorded in the minutes.
- xiii. The Secretary will record whether the motion is adopted or rejected.
- xiv. Electronic meetings cannot be held by email as everyone attending the meeting must be able to communicate with each other right away.
- xv. Directors cannot vote by email as the only voting option is by passing a resolution at an in-person or electronic meeting, or signing a written resolution. When a resolution is attached to an email, the resolution must still be signed physically or electronically by all Directors for it to be legally valid.

#### **BY-LAW# 8 ELECTRONIC BOARD AND MEMBER MEETINGS**

- i. Electronic meetings are held online or by phone, or they can be hybrid (member can join meeting in person and by a second method including online or by phone).
- ii. The Secretary will send a notice of the electronic meeting to members and inform them how to join, take part, and vote (if needed)
- iii. Board and member meetings may be held online or by phone.

#### **BY-LAW# 9 POLICIES & PROCEDURES**

In addition to the PDSC Constitution and By-Laws, the Board of Directors will develop and maintain Policies & Procedures that will be followed in the management and operation of the PDSC. These Policies & Procedures will be posted on the PDSC website.

#### **BY-LAW #10 POWER TO ALLEVIATE PROBLEMS BETWEEN BOARD MEETINGS**

In situations that must be handled immediately, any member of the Board shall alleviate the problem. A full report must be presented at the next Board meeting.

## **BY-LAW #11 DUTIES OF OFFICERS AND CHAIRPERSONS**

### **Section 1. PRESIDENT is responsible to:**

- (a) Serve as chief executive officer for PDSC.
- (b) Preside at all meetings of the PDSC Board of Directors.
- (c) Collaborate with the Board of Directors and committee chairpersons, implement a plan for membership growth, community / Centre engagement, and operational improvement as approved by the Board of Directors.
- (d) Issue the call for regular meetings and special meetings of the Board of Directors.
- (e) See that regular elections are duly called, noticed and held.
- (f) Ensure PDSC is operating in accordance with the Constitution, Policy and Procedures, and By-Laws.
- (g) Encourage diplomacy and solve disputes in a fair and transparent fashion utilizing the Dispute Resolution Procedure as needed.
- (h) Serve as a mentor to the Vice president to ensure the continuance of effective leadership.
- (i) Maintain effective communication with the County, Port Dover Lions, chairpersons, and all others having assigned responsibilities designated to better PDSC operations.
- (j) Be the point of contact and communication with PDSC and the County.

### **Section 2. PAST PRESIDENT shall:**

- (a) Serve as a mentor to the President and Vice President and administer tasks as agreed upon by the Board of Directors.

### **Section 3. VICE PRESIDENT shall:**

- (a) Consult with and assist in developing a plan for membership growth and community engagement as approved by the Board of Directors.
- (b) Network with other Senior Centres to gain ideas that may be applied to PDSC.

- (c) Occupy the position of President and perform the duties and have the same authority of the President if the President is unable to perform the duties of his/her office for any reason.
- (d) Oversee the functioning of established committees as designated by the Board of Directors.

**Section 4. SECRETARY shall:**

- (a) Work in tandem with the President and Board of Directors.
- (b) Have custody and keep and maintain general records of the PDSC, including the minutes of PDSC Board of Directors meetings, Executive meetings, and the Annual General Meeting. Attendance records will be maintained and the Secretary will bring to the Board any member that has not complied with the attendance policy noted in the governance documents.
- (c) Send thank you notes for donations and other relevant contributions made to PDSC.
- (d) Maintain an accurate, up-to-date list of all members, including phone numbers, e-mail addresses, and home addresses.
- (e) Have a key to the mailbox, located at the Post Office, and dispense mail as needed to the appropriate Board member.
- (f) Ensure all members receive the monthly newsletter and other electronic information supplied through the Board of Directors.
- (g) Deliver, in a timely manner, at the conclusion of his/her term in office, the general records of the club to the successor.

**Section 5. TREASURER shall:**

- (a) Receive all monies, from the secretary and otherwise, and deposit the same in the appropriate bank account, as approved by the Board of Directors.
- (b) Arrange for issuance, in cooperation with the secretary, quarterly statements to each Board member for consideration and action.
- (c) Pay out monies in payment of PDSC obligations, only on authority given by the Board of Directors.
- (d) Have custody of and keep and maintain general records of all submitted receipts and disbursements.

- (e) Prepare and submit monthly financial reports to the Board of Directors.
- (f) Deliver, in a timely manner, at the conclusion of his/her term, the financial accounts, funds and records of the PDSC to his/her successor.
- (g) Chair the Finance Committee, comprised of the Executive and any other individual appointed by the Chair, to establish a detailed budget for approval of the Board of Directors, to ensure proper documentation and authorization of funds, to arrange for the annual audit of PDSC accounts, and to ensure the delivery of all financial information to the successor committee.
- (h) Sign all rental contracts from the County and submit the rent in a timely manner, as approved by the Board of Directors.

**Section 6. MEMBERSHIP CHAIRPERSON shall:**

- (a) Develop and lead a membership committee to help implement action plans to achieve the Centre's membership goals and to positively increase the member experience. Should a membership committee not be formed, the Membership Chair shall work closely with the Treasurer and other appointed individuals to ensure positive membership registration.
- (b) Encourage all members to participate in membership growth by inviting prospective members to the PDSC. Follow up with prospective members promptly.
- (c) Promote a harmonious club atmosphere by listening to and addressing, with the support of the Board, concerns that prevent a positive member experience. This may include a survey or other opportunities for feedback administered through the Secretary.
- (d) Engage new members, at registration, to experiences activities that may be of interest to the member.
- (e) Collaborate with the Board, as well as other committees to promote membership opportunities.
- (f) Understand the various membership types and programs offered and promote membership programs to potential members.
- (g) Ensure new members are provided with information for an effective orientation to the Centre, so new members understand PDSC operations and are familiar with the expectations and governance documents.
- (h) Provide the Secretary, Treasurer, and President with an up-to-date list of the membership.



- (i) Schedule effective registration dates at the Centre and have the dates advertised in the newsletter, Facebook page, and web site.
- (j) Provide the Treasurer all monies collected and a list of the new memberships taken at the Registration desk as soon as possible after each registration date. The payment method should also be noted for each new member.

**Section 7. MARKETING COMMUNICATION CHAIR shall:**

- (a) Develop and implement an annual communications plans for internal and external audiences, including the membership, news media, supporters/sponsors and potential new members.
- (b) Develop and source promotional materials for PDSC events, including tickets, posters, Facebook, Web, and newsletter.
- (c) Develop a Power Point presentation to be used for speaking engagements and at the AGM, highlighting the year's activities and accomplishments.
- (d) Provide information, write-ups, and/or photos to the Port Dover Maple Leaf in a timely manner, to promote upcoming events
- (e) Publicize PDSC activities and events, including projects, fundraisers, donations, contests, and other newsworthy accomplishments both internally (newsletter, Facebook, web site) and externally via the news media, social media, and other effective means.
- (f) Expand PDSC initiatives, community involvement, programs, and membership initiatives through social media.
- (g) Encourage all PDSC members to participate in promoting activities via social media, referral and other effective means of communication.
- (h) Work closely with PDSC Committee Chairs and the Board of Directors to target and reach out to new potential members.

**Section 8. STRATEGIC PLANNING CHAIR shall:**

- (a) Establish a strategic framework, and establish goals and objectives for PDSC, as well as program planning aligned with the achievement of those goals
- (b) Develop and propose PDSC Vision and Mission Statements

- (c) Develop and propose a three-year Strategic Plan as well as annual objectives and program plans.
- (d) Provide input to grant proposals.
- (e) Maintain meeting minutes, attendance, and business records that may be reviewed by the Board of Directors.
- (f) Ensure the Chair has the required verbal or written information to keep the Board of Directors informed of the progress made by the committee.

**Section 9. COMMUNITY EVENTS CHAIR shall:**

- (a) Develop proposals for community events that contribute to the success of, and raise funds for, PDSC. Events may include fundraising or non-profit social events.
- (b) Plan, manage, organize, and co-ordinate the work necessary to hold community events.
- (c) Engage the Volunteer Committee to attain volunteers to assist with events or activities.
- (d) Liaise with the Marketing and Communications Chair to arrange adequate promotion of community events.
- (i) Complete the Community Events Proposal Template and present the event to the Board of Directors for consideration.
- (j) Source materials for the execution of events
- (k) Liaise with community partners for shared events and fundraisers

**Section 10. CO-ORDINATOR of VOLUNTEERS shall:**

- (a) Collaborate with the Board of Directors and committee members to determine where volunteers are required to promote and support the PDSC.
- (b) Invite members of PDSC to sit on the Volunteer Committee to develop a strategy that will enable recruitment, training, and the retention volunteers.
- (c) Set goals and objectives for the volunteer program and supervise and monitor its progress
- (d) Carry out screening, recruitment, and assessment of volunteers to ensure they attain the maximum standards their required roles.

- (e) Maintain an up-to-date list of all volunteers, including their contact information, that is easily accessible to the Board of Directors and Chairpersons.
- (f) Assign duties to accommodate program needs, based the skills and interest of the volunteer.
- (g) Conduct and supervise the orientation and training sessions for volunteers.
- (h) Document and track relevant volunteer program records, including statistical information, that will assist in identifying where volunteers were utilized, how many attended, and the volunteer hours accumulated for each event.
- (i) Identify ways to recognize volunteers throughout the year or at the Annual General Meeting.
- (j) Ensure the sufficient recruitment of volunteers to implement the PDSC's strategic plan and achieve the goals identified by the Board of Directors.

**Section 11. HEALTH AND SAFETY CHAIR shall:**

- (a) Inform all facilitators and instructors of the By-Laws, Policy and Procedures, and Constitution as it pertains to Health and Safety issues i.e. emergencies, fire exits, allergies
- (b) Post health and safety information on the bulletin board and electronically in the newsletter, on the web-site, and Facebook
- (c) Compile a Health and Safety information booklet that may be posted and/or given to instructors or facilitators.
- (d) Post emergency contact information so fire, police, and ambulance can be easily contacted.
- (e) Report any concerns or issues to the Board of Direction so action may be taken if necessary.

**Section 12. WEB SITE, NEWSLETTER AND FACEBOOK CHAIR shall:**

- (a) Update and maintain the web site, newsletter, and Facebook page
- (b) Liaise with various Chairpersons and Board of Directors to attain information to be released electronically or in the newsletter.

- (c) Ensure accurate and timely information is posted or sent to members as it pertains to the PDSC
- (d) Liaise with the web provider to navigate the web site proficiently.

**Section 13. PROGRAM CO-ORDINATOR shall:**

- (a) Liaise with instructors and facilitators to plan program and mitigate difficulties.
- (b) Oversee the development and delivery of programs based on the budget approved by the Board of Directors.
- (c) Schedule programs to accommodate space, finances, instructors, and the membership.
- (d) Secure instructors / facilitators for programs and develop contracts and/or letters of agreement for services.
- (e) Co-ordinate with the County scheduler and Treasurer for bookings in Rooms A and B.
- (f) Maintain an up-to-date contact list for all instructors / facilitators and provide a copy to the Community Centre Manager and the Board of Directors.
- (g) Co-ordinate pre-registration for specific workshops and provide the Treasurer with the attendance record and monies collected.
- (h) Inform program instructors and facilitators of building protocols and ascertain their responsibilities are understood.
- (i) Create monthly program schedules to be submitted for electronic dissemination and posting at the PDSC.
- (j) Make recommendations and suggestions to the Board of Directors regarding current and new programs, based on a needs / cost assessment. Should approval be given by the Board, implement the new program.

**Section 14. GOVERNANCE CHAIR shall:**

- (a) Sit on the Board of Directors and file following with the Ontario Government:
  - A Notice of Change Form when there are changes to PDSC registered address, directors and / or officers within the 15-day deadline

- A Corporate Annual Return (this is prepared separately from financial statements and filed income tax return)
- Articles of Amendment Form when PDSC articles of incorporation change

## **PORT DOVER SENIORS CENTRE BY-LAWS ADDENDUM**

### **BY-LAW #12 CONFLICT OF INTEREST**

(a) The following provisions pertain to conflict of interest regarding the Board of Directors

- During their term of office, Board members will openly disclose any real, potential, or perceived conflict of interest as soon as the issue arises.
- If the Board Member is not certain whether he or she is in a conflict-of-interest position, the matter may be brought before the President for advice and guidance.
- It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member in question and then, if still unresolved, with the President.
- Should there be any question or doubt about the existence of a real, potential, or perceived conflict of interest, the Board shall determine, by a majority vote if a conflict exists. The Board member who is potentially in a conflict of interest will be absent from the discussion, will not attempt to personally influence the outcome, and will not vote on the issue.
- The disclosure and decision as to whether a conflict of interest exists shall be duly recorded in the minutes of the meeting. The times that the Board Member in question left and returned to the meeting shall also be recorded.

(b) The following provisions pertain to conflict of interest regarding the paid group facilitators or instructors:

- A paid instructor or facilitator will be asked when interviewed if there is any disclosure regarding any real, potential, or perceived conflict of interest with the members of the Board.
- Should a group facilitator or instructor disclose any real, potential, or perceived conflict of interest, this will be brought to the attention of the Board of Directors, who shall determine, by a majority vote if a conflict exists.
- The facilitator or instructor, who is potentially in a conflict of interest, will be absent from the discussion and will not attempt to personally influence the outcome.

- The facilitator or instructor will be informed when the Board reaches a decision regarding the perceived conflict of interest