

HALIBURTON HIGHLANDS CHAPTER 54 BY-LAWS

ARTICLE I: OFFICES

The principal office of the Chapter shall be located at an address to be designated by the Chapter, and it may be the residence of the Chair.

ARTICLE II: PURPOSES

The purposes of the Chapter are:

- i. to provide a channel through which members can engage in meaningful community service activities;
- ii. to offer members opportunities and assistance in planning lifestyles designed to attain maximum self-realization and enrichment;
- iii. to help foster equality of opportunity for Canadians as they age by promoting their continued growth and development, self-respect, self-confidence and usefulness; by encouraging their participation in contemporary life and by stimulating public interest in the aging population and recognition of its potential;
- iv. to carry on without purpose of gain for any of its members. Any profits or other accretions to the Chapter shall be used solely to promote its objective;
- v. to co-operate with other non-partisan groups in lobbying for changes which may directly or indirectly affect Canadians as they age;
- vi. to promote the activities of CARP and to inform the membership of any pertinent benefits, which may be offered from time to time;
- vii. all of the above shall be in consultation with the CARP National Office and conform to the CARP national policies and objectives.

ARTICLE III: MEMBERS

SECTION 1: Classes and Dues

There shall be two classes of members of the chapter: individual and National Organization.

- i. **Individual Members** shall be persons who are members of CARP in good standing. Failure of any individual member to maintain membership in good standing in CARP shall automatically result in the termination of such individual's membership in the Chapter.
- ii. **Membership Dues** are set by CARP National Office as posted on their website www.carp.ca.

- iii. **National Organization Member** shall be CARP.

SECTION 2: Voting Rights

Each individual member shall be entitled to one vote on each matter submitted to a vote of the members, except as otherwise provided in these By-Laws, The National Organization, CARP shall have the right to vote on each matter submitted to a vote relating to:

- i. the amendment of the *By-Laws* of the Chapter;
- ii. a liquidation, dissolution, merger or consolidation involving the chapter; and
- iii. the affirmative vote of the National organization CARP member shall be necessary to decide any matter upon which the National Organization CARP member is entitled to vote.

The membership is the governing authority of the Chapter. A majority vote at any general meeting shall determine the outcome of any resolution or issue, except a By-Law Amendment.

When the Chapter is not in a general meeting, The Board of Directors shall conduct the business of the Chapter and shall decide upon issues which require immediate attention.

ARTICLE IV: MEETING OF MEMBERS

SECTION 1: Regular Meetings

Regular meetings of the Chapter shall be held in such places and on such dates as shall be determined by the Board of Directors of the Chapter.

A minimum of two (2) general meetings shall be held during the year.

The Chairperson or, in his/her absence, the Vice Chairperson shall preside at all meetings.

SECTION 2: Annual Meetings

The annual meeting of the members shall be held in the month and at a time and place determined by the Board of Directors, for the purpose of electing directors to the Board and the transaction of such other business as may properly come before the meeting.

SECTION 3: Special Meetings

Special meetings of the members may be called at any time by the Chairperson or the Secretary at the written request of:

- i. a majority of the board of Directors,
- ii. at the request in writing of no less than ten (10) of the individual members, or,

iii. at the request of the National Organization (CARP).

The Board of Directors must then call the special meeting within two (2) weeks of the receipt of the request. The reason for this meeting must be specified, and no other issue may be discussed other than the specified issue.

SECTION 4: Notice of Meetings

Written Notice of the annual, general and special meetings of members stating the purpose for which the meeting is called and the time and place it is to be held, shall be posted on the Chapter website and e-mailed to each member who has provided their contact information to the National Office, and are entitled to vote at such meeting not less than ten (10) days before any general or special meeting and not less than thirty (30) nor more than fifty (50) days before any annual meeting. The option of notification of members via public media (i.e. local newspaper and radio) and post shall be considered by the Board on a case by case basis, based on cost and practicality.

Notice shall be sent to CARP's National Office for meetings where the purpose for which the meeting is called is a matter upon which the National Organization CARP Member is entitled to a vote in accordance with these By-Laws and for any meeting called after recognition of the chapter has been withdrawn in accordance with these By-Laws.

SECTION 5: Quorum

The presence in person of five (5) per cent of the members entitled to vote at such a meeting constitute a quorum for the transaction of any business. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice.

The Board may from time to time invite guest speakers to a general meeting or utilize some other medium in order to provide information to the members.

At the annual meeting a quorum shall consist of five (5) per cent of the membership of the Chapter.

Meetings of the Board of Directors will be held as deemed necessary between the general meetings.

SECTION 6: Voting

Except as otherwise provided in these By-Laws, the vote of a majority of the individual members present and entitled to vote on a matter at the meeting at which a quorum is present shall be necessary for the adoption thereof.

Each individual member is entitled to vote only in person. The National Organization Member (CARP) may vote in person or by written proxy. Such proxy shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Chapter.

All voters must be members in good standing of CARP.

A vote shall normally be determined by a show of hands unless otherwise requested by the members. A count of hands should be made, announced to the members and recorded in the minutes.

In the event of a tie, the Chairperson shall have the tie breaking vote.

Voting on the selection of the Executive shall be by secret ballot by the Board of Directors, or if a director is in by acclamation, no ballot is necessary. Such voting shall take place at the first Board Meeting following the annual meeting.

When voting on a By-Laws Amendment, special provisions apply as set out in Article X: Amendments.

ARTICLE V: OFFICERS

SECTION 1: Officers

The Executive officers of the Chapter shall be a Chairperson, one or more Vice Chairpersons, a Secretary, a Treasurer and such other executive members as the Board may from time to time deem advisable.

SECTION 2: Election, Term, and Vacancies

The members of the Board of Directors of the Chapter shall be elected by the members at the Annual meeting of the members. Board members and officers shall hold office for a period of two (2) years. Each Director shall hold office until a successor is elected and has qualified. A vacancy in any office shall be filled by the Board, subject to the approval of the Board of Directors.

SECTION 3: Chairperson

The Chairperson shall be the chief executive officer of the Chapter and shall supervise and control all of the business, affairs and property of the Chapter and shall see that all orders and resolutions of the Board are carried into effect. The Chairperson of the Chapter shall preside at all general and Board meetings. The Chairperson shall be guided by the wishes of the membership and shall act in consultation with the Board.

SECTION 4: Vice Chairperson

The Vice Chairperson shall assist the Chairperson and if the Chairperson is unable to carry out his/her duties, the Vice Chairperson shall automatically assume the office and responsibilities of the Chairperson.

SECTION 5: Secretary

The Secretary shall keep an account of the activities of all General and Board meetings and will provide a copy of these minutes to the Board.

SECTION 6: Treasurer

The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chapter and shall deposit all monies and other valuable effects in the name and to the credit of the Chapter in such depositories as may be designated by the Board. Under the direction of the Board, the Treasurer shall be responsible for any monies received by the Chapter, for disbursements of such monies and for the investment of any excess funds.

SECTION 7: Signing Authority

Signing Officers for the Chapter shall be the Chairperson, the Vice Chairperson, Secretary and the Treasurer. The signature of any two will be required on cheques and drafts.

When the average amount of Chapter funds on hand at month-end exceeds \$1,000, the chapter's Executive should determine whether having an interest bearing account at a chartered bank is a necessary component of the chapter's procedures for accountability and safeguarding of chapter funds.

ARTICLE VI: COMMITTEES

SECTION 1: Nominating Committee

The Nominating Committee shall consist of at least three (3) members. The method of nominating the Committee members is determined by the Chapter Executive. The Committee shall prepare a list of prospective directors and submit the list for consideration one month before the election.

SECTION 2: Standing and Other Committees

The Executive shall appoint Chairpersons for various standing and ad hoc committees as required.

SECTION 3: Term

The members of the Nominating Committee shall serve a one or two year term of office or until their successors are elected and have qualified.

The members of the Board and other committees shall serve for a two year term renewable at the Chapter AGM.

Standing Committee members shall serve for a term terminating at the annual meeting of the members when the term of the Chairperson who appointed the Chairperson of the respective committee terminates.

ARTICLE VII: CHAPTER RESTRICTIONS

CARP and the Chapter are, and are intended to remain, independent organizations devoted to furthering the interests of everyone who shares CARP's commitment to a new vision for aging for Canada and to carrying out CARP Chapter By-Laws. The Chapter's activities shall be conducted with the utmost observance of ethical standards and propriety of conduct.

The chapter shall not independently arrange for, or offer to Chapter members, any products or services already offered by CARP to its members. Such activities, if carried on by the Chapter would diminish the strength of CARP, whose responsibility to the total membership the Chapter must support.

Neither the Chapter nor any committee, subdivision, officer, agent, representative, or employee of the Chapter, shall permit or hold himself out as an agent or solicitor of any service offered by CARP to its members.

ARTICLE VIII: WITHDRAWAL OF CHAPTER RECOGNITION AND DISSOLUTION

The Chapter shall be organized and operated in conformity with the purposes set forth in the CARP Chapter *By-Laws* and the policies and standards and policies formulated by the Board of Directors of CARP. The Board of Directors of CARP may withdraw recognition of the Chapter as a local chapter for:

- i. recurrent failure to comply to the policies and standards of CARP;
- ii. a failure of the chapter to comply with any of the provisions contained in the *Articles of Incorporation* of the chapter or the chapter By-laws.

Such recognition will be withdrawn only after investigation of the situation by the Board of Directors of CARP. Withdrawal of recognition shall become effective immediately upon the decision of the Board of Directors of CARP, in the event recognition is withdrawn, the Chapter shall have an opportunity to be heard by a committee of the Board of Directors of CARP.

In the event recognition shall be withdrawn, all funds and other property held by the Chapter shall be paid over to CARP. In addition, notwithstanding any other provisions of the *Articles of Incorporation* of the Chapter (if applicable) or these By-Laws to the contrary, after withdrawal or suspension of recognition all voting rights shall thereafter be vested solely in CARP, the National Organization Member. The voting rights which would otherwise be vested in the individual members shall thereupon have the right to remove any officer or director, without cause, at any time.

Upon the withdrawal of its recognition, the Chapter shall not, without the express written consent of CARP, conduct its affairs, or otherwise identify or hold itself out to the public as a local chapter or other affiliate of CARP.

Where the law of the Province of Incorporation of the chapter permits, CARP may at its discretion legally dissolve a chapter after recognition has been withdrawn, or after a chapter has voluntarily dissolved.

ARTICLE IX: RELATIONSHIPS WITH OTHER ORGNIZATIONS OR ASSOCIATIONS

Holding office or being a director in another organization or association whose objects and purposes are similar or related to those of CARP may lead to conflict with responsibilities to the chapter and to CARP of a chapter officer or executive member. To avoid such conflict, a chapter officer or director shall advise the Chapter and CARP of such service in another organization or association. Failure to comply with the provisions of this article shall be deemed the equivalent of, and shall constitute, the resignation of such person as an officer or director of the chapter.

ARTICLE X: AMENDMENTS

Provisions of these By-Laws may be amended only when such amendments are proposed by CARP. Each proposed amendment of these By-Laws shall be approved by the affirmative vote of two thirds of the individual members present and entitled to vote at a special meeting of the members called for such purpose in accordance with these By-Laws.

After approval by the individual members, the full text of the proposed amendment shall be submitted in writing to CARP, for its approval, at its National office in Toronto, Ontario. The proposed amendment of these By-Laws shall be effective upon the written approval thereof by CARP.

Amendments of these By-laws can be effected only by the assent of two thirds of the members present at the Annual Meeting.

Prior notice of any proposed amendments shall be given to the general membership and submitted to the National CARP office for ratification and conforming with national policies.

Adopted the 21st day of April (month), 2013 (year)

Signed by: 
Bob Stinson
Chair, CARP Chapter 54


Ross Mayot
Vice President and General Manager,
CARP (Chapter Liaison)