

Bylaws of Third Age Learning - York Region

Preamble

Name

The name of the Corporation is “Third Age Learning – York Region Incorporated” (hereinafter abbreviated to “TALYR”), incorporated under the Canada Not-For-Profit Corporations Act.

Purpose

The purpose of TALYR derives from the recognition of a previously unmet need in York Region, Ontario, Canada, for an increasing number of retired people who are interested in continuous learning.

TALYR offers a series of lectures to older adults in York Region and beyond, throughout the year. TALYR is committed to providing high quality presentations by experts in areas of interest. High quality presentations with relevance to the audience is achieved by careful selection of topics and speakers, assisted by audience feedback.

Articles

Article 1 – Membership

- 1.1 Any person who has paid the annual, non-refundable membership dues for an “Individual Membership” shall be a Member of TALYR for the period of one year from the date of payment of dues.
- 1.2 Two people living at the same address and sharing one email address who have paid the annual, non-refundable membership dues for “Dual Membership” shall both be Members of TALYR for the period of one year from the date of payment of dues.
- 1.3 In recognition of outstanding volunteer service to TALYR, the Board of Directors may, from time to time, designate any person or persons to be “Lifetime Members”. Lifetime Members will be exempt from paying annual dues and will be considered Members in perpetuity, until or unless revoked by the Board of Directors.
- 1.4 The Board of Directors may establish other categories Membership from time to time.
- 1.5 Regardless of the category of Membership, every Member will have the same voting rights as any other Member.

- 1.6 Membership Dues, and timing of payment of dues, will be set by the Board of Directors. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within 30 days of the membership renewal date, the Members in default shall automatically cease to be Members.

Article 2 - Board of Directors

- 2.1 The Board of Directors shall be responsible for the management of the affairs and property of the Corporation.
- 2.2 Other than the reimbursement of legitimate expenses incurred by a Director as part of their specific role on the Board, every Director will serve in a voluntary capacity and will receive no remuneration whatsoever.
- 2.3 The number of Directors in office at any given time shall be at least five (5) but not more than nine (9).
- 2.4 Subject to Article 2.3, if an unexpected vacancy occurs in the term of a Director, or if the Board wishes to increase the complement of Directors to meet TALYR requirements, the Board may appoint an Interim Director, such appointment to be ratified at the next Annual Meeting. An Interim Director shall have all the responsibilities, rights, and privileges of a Director. Upon election at the Annual Meeting, the Interim Director shall become a Director of the Board.
- 2.5 The Term of Office for a Director shall be three (3) years.
- 2.6 The Board may establish standing committees or subcommittees, or any other committees, working groups or other advisory bodies to enable TALYR to fulfil its mission and mandate. Any such committee may formulate its own rules of procedure, subject to directions the Board may make from time to time. Any committee member may be removed by resolution of the Board of Directors.

Article 3 - Meetings of the Board of Directors

- 3.1 Meetings of the Board of Directors will be called by either the President or the Secretary.
- 3.2 The Board may determine that the meeting shall be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present and may vote, by means of any

telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

- 3.3 Notice of meetings may be verbal, made in writing or given via electronic means. There is no minimum notice period, but every effort shall be made to include as many Directors as practicable for any meeting of the Board.
- 3.4 A quorum shall consist of fifty percent (50%) of the Directors in office at the time of the meeting.
- 3.5 Each Director present at the meeting shall have one vote.
- 3.6 At all meetings of the Board, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

Article 4 – Officers

- 4.1 The Officers of the Corporation shall be the President, Secretary and Treasurer. Each Officer shall perform the duties described [Schedule A] and other such duties as may be required by law or as the Board may determine from time to time:
 - a. President
 - b. Treasurer
 - c. Secretary
- 4.2 The Officers will be elected by the Members at the Annual Meeting. The term of office shall be three (3) years.
- 4.3 An Officer shall hold office until the earlier of:
 - a. the Officer's successor being appointed,
 - b. the Officer's resignation, or
 - c. such Officer ceasing to be a Director.
- 4.4 The Board may remove, whether for cause or without cause, any Officer of the Corporation.
- 4.5 If an Officer's position becomes vacant during the Officer's term, the Directors may, by resolution, appoint an Interim Officer to fill such vacancy.

Article 5 – Meetings of Members

- 5.1 Notice of the time and place of a Members' meeting shall be given to each Member entitled to vote at the meeting by telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, at least 21 days before the meeting day.
- 5.2 All Members whose annual dues are fully paid at the time of any Members' meeting, as well as those awarded Lifetime Membership are entitled to be present at any Members' meeting and shall be entitled to vote.
- 5.3 The Directors may determine that the meeting shall be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting and may vote, by means of any telephonic, electronic, or other communication facility that the Corporation makes available for that purpose.
- 5.4 The President shall normally chair the Members' meeting. If the President is absent, the Members who are present at the meeting and entitled to vote shall choose another Director to chair the meeting.
- 5.5 A quorum shall consist of at least five (5) Members at a Members' meeting. A vote may be taken only when a quorum is present.
- 5.6 Each Member present at the meeting shall have one vote.
- 5.7 At any Members' meeting every question shall be determined by a majority of the votes cast on the questions. In case of an equality of votes the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 5.8 There will be no absentee voting or proxy voting at Members' meetings.

Article 6 – Annual Meeting of Members

- 6.1 All the provisions of Article 5 pertaining to Meetings of Members shall also apply to the Annual Meeting of Members, hereinafter referred to as the Annual Meeting, with the addition of the following provisions that are specific for the Annual Meeting.
- 6.2 The Annual Meeting shall be held within six months of the end of the fiscal year. The main items of business at the Annual Meeting shall be:
 - a. To receive the Report of the President,
 - b. To elect and install the Directors and Officers of the Board,

- c. to approve the financial statements,
 - d. to approve the appointment of a competent, independent person or persons to conduct a financial review of the corporation's books of account at the end of the next fiscal year,
 - e. and to conduct other business as needed.
- 6.3 Access to the Financial Statements shall be made available to the Members at least 10 days prior to the Annual Meeting. Notice of motion shall be given 10 days prior to the Annual Meeting.

Article 7 – Banking and Finance

- 7.1 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a registered banking business in Canada as the Board of Directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a TALYR Officer or Officers.
- 7.2 The financial year end of TALYR shall be determined by the Board of Directors. The financial statements shall be presented to the Board for review and approval following the year end, and subsequently to the membership for approval at the Annual Meeting.
- 7.3 The signing officers shall be the President, Treasurer and Secretary. Two Officers shall provide authorization for all TALYR business.
- 7.4 The Board shall have, and shall review on a regular basis, policies to confirm that appropriate financial controls are in place, that all authorizations are easily verified, and that TALYR business is conducted according to such authorizations.
- 7.5 The Board shall select an independent and competent person or persons to conduct a financial review of TALYR's books of account at the end of each fiscal year and render an opinion in writing to the Board.
- 7.6 The Treasurer shall present a proposed balanced annual budget for approval by the Board.
- 7.7 TALYR shall not borrow funds or incur debts for any purpose. TALYR shall retain sufficient funds to pay all foreseeable expenses throughout the year.
- 7.8 All accounting records shall be retained for the prescribed period as required under the Canada Not-for-profit Corporations Act.

Article 8 – Conflict of Interest

- 8.1 A Director who is in any way directly or indirectly interested in a contract or transaction, or a proposed contract or transaction with the Corporation, shall make disclosure of such and shall not attend any part of a meeting of the Board of Directors where such business is discussed or planned to be discussed and shall not vote on any motion to approve any such contract or transaction.
- 8.2 The disclosure by a Director of a conflict of interest and the absence of that Director from voting shall be recorded in the minutes of the relevant meeting. The Director who absents themselves due to a conflict of interest shall be included in determining the quorum for the meeting.

Article 9 – Execution of Documents and Communication

- 9.1 All registers and other records required to be prepared and maintained by the Act, may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time.
 - a. Documents requiring hand-written execution:
 - i. Contracts, obligations, and other instruments requiring hand-written execution by the Corporation shall be signed by any two (2) of its Officers.
 - b. Electronic documents and information:
 - i. May be used to send and receive information about TALYR, its activities and business.
 - ii. May be posted or made available through a generally accessible electronic source, such as a website, and by providing the addressee with notice in writing of the availability and location of that electronic document.
 - iii. May be used to record the business of TALYR including minutes of meetings, Financial Statements and the registers of Directors, Officers and Members using an email address if the individual has consented to receiving information or documents by electronic means; and
 - iv. May be used to receive payments and pay authorized expenses.

Article 10 – Enforceability, Omissions and Errors

- 10.1 The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions.

10.2 The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws, or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article 11 – Dissolution

11.1 In the event of dissolution of TALYR, for any reason whatsoever, the President and Treasurer shall ensure the payment of all debts and liabilities. After satisfying any outstanding debt the Board shall donate any surplus funds remaining in the Corporation’s accounts, including any reserve fund(s), to one or more registered Canadian charities to be determined by the Board of Directors.

Article 12 – Amendment of the Bylaws and Effective Date

12.1 Subject to the Articles, the Board of Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities or affairs of the Corporation.

12.2 Any such bylaw, amendment or repeal shall be effective from the date of the resolution of Directors until the next Annual Meeting where it may be confirmed, rejected, or amended by the Members by ordinary resolution.

12.3 Notice of Motion to amend the bylaws shall be given in writing at least fifteen (15) days prior to the Annual Meeting.

12.4 The bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Annual Meeting or if it is rejected by the Members at the next Annual Meeting.

12.5 If the bylaw, amendment, or repeal is confirmed, or confirmed as further amended by the Members, it shall remain effective in the form in which it was confirmed.

Third Age Learning York Region (TALYR)

Bylaws Schedule A:

Functions and Responsibilities of the Officers of the Board

TALYR is small Canadian not-for-profit organization with no staff and a small Board of volunteers. Therefore, the Officers play a crucial part in the organization's success.

This document outlines the main functions and responsibilities of the President, Secretary, and Treasurer of TALYR. Officers need to work closely together, since there is some overlap in responsibilities.

President

The President is responsible for the overall leadership and direction of TALYR. The President's main duties include:

- Board Meetings - Conducts and chairs Board meetings, where all matters are discussed and decisions are made efficiently,
- Appoints committees and assigns tasks to Board members,
- External representation - Represents the organization externally, fostering relationships with the public, stakeholders, and partners,
- Conflict Resolution - Mediates conflicts within the Board or with external parties as they arise,
- Communication - Promotes effective communication within the Board and between the board and stakeholders, and
- Legal and regulatory – Confirms that the organization complies with all applicable laws and regulations.

Secretary

The Secretary is responsible for maintaining the organization's records in accordance with legislative requirements. The main duties of the Secretary include:

- Board Administration - Performs administrative tasks related to Board activities, such as scheduling meetings and preparing and distributing agendas and minutes for board meetings,
- Record Keeping - Maintains accurate records of board meetings, including minutes, resolutions, and official documents as prescribed by legislation,

- Bylaws and Policies - Maintains the organization's bylaws and other governing documents and confirms that policies are up to date,
- Keeps records of Speaker Agreements and confirms that Copyright and Intellectual Property policies pertaining to speakers are in force,
- Compliance - Monitors legal and regulatory compliance, and confirms that the organization complies with all applicable filing requirements,
- Board Orientation - Assists in the orientation of new board members, providing them with essential information about the organization, and
- Correspondence – Conducts official correspondence on behalf of TALYR.

Treasurer

The Treasurer is responsible for the financial administration of TALYR, for financial review and reporting, and for advising the board on financial strategy. The main duties of the Treasurer include:

- Financial Planning - Collaborates with the Board to create and oversee the annual budget,
- Financial Oversight - Manages and oversees the organization's accounting, and financial reporting,
- Financial Reporting - Presents regular financial reports to the Board, ensuring transparency and accountability,
- Audit - Coordinates an annual review of TALYR's financial statements by a qualified 3rd party,
- Filings - Completes tax or other required government filings accurately and on time,
- Banking and Transactions – Executes financial transactions and pays the organization's bills and expenses, including deposits, payments, and reimbursements, and
- Fund Management - Safeguards the organization's assets and investments, if applicable.

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