

**STORMONT, DUNDAS & GLENGARRY  
SENIORS' EDUCATION CENTRE INC.**  
*(Encore Seniors' Education Centre)*

**BYLAWS  
POLICIES and PROCEDURES  
COMMITTEE TERMS OF REFERENCE**

***As amended to April 3, 2019***



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# BYLAWS

## **ARTICLE I: NAME**

The name of the Corporation shall be Stormont, Dundas and Glengarry Seniors' Education Centre Inc., more commonly known as the "Encore Seniors' Education Centre", hereinafter referred to as "Encore". The principal office and place of business shall be in the city of Cornwall, county of Stormont, Province of Ontario.

## **ARTICLE II: MANDATE**

Encore shall be an organization which offers a variety of learning opportunities to enrich the lives of older adults, utilizing local resources and volunteers.

## **ARTICLE III: MEMBERSHIP**

All individuals who have participated in Encore activities during the current or preceding academic year shall be considered members.

## **ARTICLE IV: GOVERNANCE**

- A. **COMPOSITION:** The governing body of Encore shall be a Board of not less than nine Directors, including the Officers.
- B. **ELECTION:** Directors shall be elected at the Annual General Meeting, from among the Encore membership.
- C. **TERM:** Directors shall be elected for a two year term.
- D. **VACANCIES:** If a vacancy which reduces the number of directors below the minimum level occurs prior to the Annual General Meeting, the Board shall fill the vacancy for the duration of the time remaining in that term.
- E. **POWERS:** The Board shall have authority to manage the affairs of the corporation, including but not limited to, the powers to elect and appoint officers, to establish and direct the activities of committees, to appoint auditors and legal counsel, to hire staff, and to raise, invest and disburse funds.
- F. **REMUNERATION:** The Directors shall perform their duties without remuneration.
- G. **CONFLICTS OF INTEREST:** A director shall disclose any conflicts of interest to the Board, whether financial, contractual, personal, or otherwise, shall abstain from voting in matters related to the area of conflict and, if so agreed by a majority of the directors in attendance, shall recuse himself or herself from discussions related to the area of conflict.

## **ARTICLE V: OFFICERS**

- A. **OFFICERS:** The Board shall appoint the following officers who shall make up the Executive Committee: President, Vice President, Past President, Secretary, and Treasurer.
- B. **ELECTION:** The officers of the Board shall be elected for a one year term by the Board from among its members at the first Board meeting immediately following the Annual General Meeting.
- C. **SIGNING AUTHORITY:** Contracts, cheques and other documents to be executed on behalf of Encore shall be signed by the Treasurer and one other member of the Executive Committee or the Program Coordinator.

## **ARTICLE VI: PROGRAM COORDINATOR**

- A. A Program Coordinator shall be employed by the Board.
- B. The Program Coordinator shall be responsible to the Board for the day-to-day administration of Encore and shall ensure that such Policies and Procedures as may be set by the Board are followed.

## **ARTICLE VII: COMMITTEES**

- A. The Board shall appoint the members of the following Committees: the Nominating Committee, the Curriculum Committee, and the Finance and Audit Committee. Such appointments shall normally be made annually immediately following the Annual General Meeting
- B. The Board, acting at its discretion and from time to time, may form such additional Committees as may be required to address the temporary or ongoing needs of the organization.
- C. All Committees shall include as a member at least one Board member.
- D. At least two days' notice of meetings shall be given to committee members.
- E. The Board shall set the Terms of Reference applicable to each Committee and may adopt such additional Policies and Procedures as may be required for the guidance of the Committees.
- F. Each Committee shall report regularly on its activities to the Board.

## **ARTICLE VIII: ANNUAL GENERAL MEETING**

- A. **DATE:** The Annual General Meeting shall be held prior to June 30th of each year.
- B. **NOTIFICATION:** Written notification of the Annual General Meeting must be given at least 30 days prior to the date of the meeting.
- C. **QUORUM:** A Quorum at the Annual General Meeting shall be 50% of the current Board members plus a minimum of ten Encore members who are non-directors.
- D. **AGENDA:** The Agenda of the Annual General Meeting shall at least contain: the minutes of the previous Annual General Meeting and any business arising therefrom, a report of the President, a report of the Finance and Audit Committee, a report of the Nominating Committee, the election of board members, any proposed changes to the bylaws, and other business. This shall be followed by a call for a meeting of the new Board.

#### **ARTICLE IX: BOARD MEETINGS**

- A. **DATES:** Board meetings shall be held regularly on a day, time and place to be determined by the Board from time to time. There shall be a minimum of eight meetings of the Board per year. Members may attend meetings in person, by telephone conference call or by video-teleconferencing facilities.
- B. **QUORUM:** A quorum of the Board shall be constituted by a simple majority of its members. A simple majority also shall rule for the passing of motions.
- C. **SPECIAL MEETINGS:** The President, the Program Coordinator, or any five Directors, may call a special meeting at any time giving at least two working days' notice and indicating to the Board members the reason for the meeting.
- D. **RULES:** Board meetings shall be governed by the publication titled, "Call to Order".

#### **ARTICLE X: FINANCIAL YEAR**

The Financial Year of the Corporation shall be the same as the Calendar Year.

#### **ARTICLE XI: AMENDMENTS TO BYLAWS**

Notice of Motion to amend the bylaws may be made at any meeting of the Board. After Board approval the Board shall announce the fact that there is a planned bylaw change in its notice of the Annual General Meeting. The motion may be approved by a two third majority vote of members present at this meeting.

#### **ARTICLE XII: DISSOLUTION**

In the event of the termination of Encore activities and the dissolution of the Corporation and after all obligations of the Corporation have been met, distribution of any remaining assets and funds will be the responsibility of the Board.

# **POLICIES AND PROCEDURES**

## **ITEM 1: THE BOARD OF DIRECTORS**

- A. The Board will plan, administer and oversee all Encore operations.
- B. The Board will meet regularly on a day and at a time to be determined by the members of the Board, subject to Article IX-A of the Bylaws.
- C. The Board of Directors shall conduct a staff review annually, at the call of the President.
- D. A motion to amend Encore's Policies and Procedures may be made at any Board Meeting by any Board member. Voting on the motion shall take place at the following Board Meeting.

## **ITEM 2: DUTIES OF THE MEMBERS OF THE BOARD**

- A. Members shall attend all Board Meetings and inform the Program Coordinator if unable to attend. The Board may, at any time, suggest the replacement of a Director who has failed to attend three consecutive regular meetings without notice of regret. The Director shall be informed of the Board's intent to replace.
- B. Members shall inform the Program Coordinator of the dates he or she will be unavailable for Encore business (due to travel plans, for example).
- C. Members shall assist in planning and administering Encore business in a professional manner.
- D. Members shall promote Encore and Encore activities to the general public.
- E. Each Board member shall serve on at least one committee.
- F. Members shall assist the Program Coordinator in carrying out his or her duties.
- G. Board and Committee members shall not solicit additional funds from class members to purchase any items for course presenters.

## **ITEM 3: DUTIES OF THE OFFICERS**

- A. The PRESIDENT shall
  - (i) preside as Chairperson at Board Meetings and the Annual General Meeting;
  - (ii) supervise the affairs and operations of Encore;
  - (iii) support the Committee Chairpersons in their duties;
  - (iv) be an ex-officio member of all Committees;



- (v) act as the designated spokesperson for Encore, together with the Program Coordinator; and
  - (vi) maintain Encore's incorporation business matters.
- B. The VICE-PRESIDENT shall
- (i) perform the duties of the President during the absence of the President; and
  - (ii) share the duties of the President as required.
- C. The SECRETARY shall record and circulate accurate minutes of Board Meetings and the Annual General Meeting.
- D. The TREASURER shall
- (i) keep full, accurate accounts of all receipts and disbursements of Encore monies;
  - (ii) provide information to the Finance/Audit Committee as requested;
  - (iii) present the audited financial statements at the Annual General Meeting;
  - (iv) present a financial report to the Board at each Board meeting;
  - (v) ensure that documentation on all signatory Officers is up to date; and
  - (vi) report to external agencies as required.
- E. The PAST PRESIDENT shall
- (i) provide such guidance, advice and other support to the President as may be necessary or desirable in the circumstances; and
  - (ii) perform such other duties as may from time to time be requested by the Board of Directors.

#### **ITEM 4: COMMITTEE CHAIRPERSONS**

- A. Each Committee shall appoint a Chairperson from among its members, who shall conduct meetings of the Committee and assume responsibility for specific tasks.
- B. Committee Chairs may recruit Encore members to assist them in their duties.
- C. Committee Chairs shall report to the Board regularly in writing.
- D. Committee Chairs shall submit to the President, a written Year End Report briefly outlining their committees' activities for the academic year.

#### **ITEM 5: COMMITTEES' TERMS OF REFERENCE**

The Terms of Reference for each Committee shall be as set out in Appendix A attached hereto.

#### **ITEM 6: THE PROGRAM COORDINATOR**

- A. The Program Coordinator shall be accountable directly to the Board.
- B. The Program Coordinator shall be responsible for the day-to-day administration of Encore in accordance with such Policies and Procedures as may be adopted by the Board from time to time.

#### **ITEM 7: ENCORE MEMBER PRIVILEGES**

- A. The Encore program shall be open to all adults. Members may register for any number of courses. Registration fees may be charged for courses taken.
- B. Members may participate in any and all Encore special activities.
- C. Members may attend and vote at the Annual General Meeting.

#### **ITEM 8: REGISTRATION**

- A. Registration forms (complete with payment in full) will be processed in the order that they are received in the Encore office.
- B. The date that registration opens will be clearly printed in the registration materials.
- C. Payment may be made by cheque, cash or credit card.
- D. Refunds may be issued at the discretion of the Program Coordinator.
- E. Subject to space availability, changes to course selection may be accepted during the first two weeks of classes only.

#### **ITEM 9: ENCORE'S ACADEMIC YEAR**

- A. Encore's academic year shall run from September 1 to August 31.

#### **ITEM 10: COURSES**

- A. Encore courses are intended to offer unique learning experiences led by capable, experienced course leaders and enriched by discussions based on the broad experiences of the participants. There shall be no term papers, no exams, and no grades -- just stimulating and educational presentations on topics chosen by the Curriculum Committee.
- B. The normal Guidelines for class size shall be a maximum size of 30 and a minimum size of 8. However, each specific class size shall be decided on an individual basis by the course leader in accordance with the nature of the topic and each topic's pertinent physical specifications and requirements.

- C. Leaders Remuneration: All course leaders participate in the Encore program as volunteers, but some form of recognition may apply.
- D. Textbooks: If a course leader so requests, the Board may purchase a copy of a required text for the leader to use; however, any such textbook shall remain the property of Encore.
- E. Materials Fees: Materials fees may also be charged in addition to registration fees if specific course materials are required.

#### **ITEM 11: SPECIAL EVENTS**

In addition to courses, Encore may also organize social, cultural, fundraising and recreational activities.

#### **ITEM 12: CLASSROOM LOCATIONS**

Encore will maintain designated classroom space at the Centre Charles-Emile Claude, 146 Chevrier Avenue, Cornwall, Ontario. Encore also has several other sites where courses are held. The classroom location for each specific course will appear in the course description and registration information applicable to each term.

#### **ITEM 13: INCLEMENT WEATHER**

- A. Cancellation of Encore activities due to inclement weather will be at the discretion of the Program Coordinator.
- B. There will be a recording on the Encore office phone advising of class cancellations.

## **APPENDIX A**

### ***COMMITTEES' TERMS OF REFERENCE***

These guidelines, in addition to the provisions already stated in the Bylaws and Policies and Procedures, are intended to assist the members of the various committees in their duties.

All committees (standing and ad hoc) shall report to the Board on a regular basis and provide the Secretary with a written copy of the report.

All committee proposals which involve financing requests shall include a proposed budget outlining estimated revenues and expenses.

#### **CURRICULUM COMMITTEE TERMS OF REFERENCE**

##### **MANDATE**

The Committee shall receive, initiate, solicit, recruit, schedule, and evaluate course programs and potential course programs.

##### **AUTHORITY**

The Committee shall report regularly to the Board of Directors through the minutes of their committee meetings.

##### **MEMBERS**

The Committee shall have a minimum of three members. The Chairperson shall be appointed by the Committee from its members.

##### **MEETINGS**

The Committee shall meet as required, subject to a minimum of one meeting per year to be called by the Chairperson.

##### **BUDGET AND EXPENSES**

The Budget of the Committee, if any, shall be set annually in consultation with the Executive Committee.

##### **DUTIES AND RESPONSIBILITIES**

The Curriculum Committee shall be responsible for (a) development of a slate of course programs, (b) development of such surveys as may be required to assist in course development, (c) recruitment and development of course leaders, and (d) organizing and coordinating educational outings and field trips.

## **STAFF SUPPORT**

Staff support will be provided to attend committee meetings, act as a resource, provide liaison and consultation between committees and the community, and to coordinate programs.

## **FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE**

### **MANDATE**

The mandate of the Finance and Audit Committee shall be to oversee the financial operations of Encore.

### **AUTHORITY**

The Committee shall report regularly to the Board of Directors through the minutes of their committee meetings.

### **MEMBERS**

The Chairperson shall be appointed by the Committee from its members. The Committee shall have a minimum of three members, including the Treasurer as an ex-officio member.

### **MEETINGS**

The Committee shall meet as required, subject to a minimum of one meeting per year to be called by the Chairperson.

### **BUDGET AND EXPENSES**

The Budget of the Committee, if any, shall be set annually in consultation with the Executive Committee.

### **DUTIES AND RESPONSIBILITIES**

The Committee shall (a) oversee all of the financial activities of Encore, (b) recommend the appointment of the Auditor, (c) review and approve all audited financial statements and recommend the adoption of all such statements to the Board, (d) assist and advise the Treasurer in executing his or her responsibilities, and (e) develop and recommend to the Board such fund-raising programs as may be required to ensure the long-term financial strength of Encore and its educational activities.

### **STAFF SUPPORT**

Staff support will be provided to attend committee meetings and act as a resource.



## **NOMINATING COMMITTEE TERMS OF REFERENCE**

### **MANDATE**

The mandate of the Nominating Committee shall be to identify, solicit and provide a list to the Encore Board of individuals suitable for nomination to the Encore Board of Directors.

### **AUTHORITY**

To report annually or as required by circumstances to the Board of Directors through the minutes of their committee meetings.

### **MEMBERS**

The Committee shall have a minimum of three members The Chairperson shall be appointed by the Committee from its members.

### **MEETINGS**

The Committee shall meet as required, subject to a minimum of one meeting per year to be called by the Chairperson.

### **BUDGET AND EXPENSES**

The Budget of the Committee, if any, shall be set annually in consultation with the Executive Committee.

### **DUTIES AND RESPONSIBILITIES**

The Committee shall solicit nominations from the current Board of Directors and Encore members. The Committee shall initiate such research as may be necessary to identify prospective new individuals to solicit for membership in order to develop a slate of nominees to be recommended for consideration at the Annual General Meeting.

### **STAFF SUPPORT**

Staff support will be provided to attend committee meetings and act as a resource.

## **MARKETING COMMITTEE TERMS OF REFERENCE**

### **MANDATE**

The Marketing Committee shall be responsible for the advertising and promotion of the Centre's programs.

## **AUTHORITY**

The Committee will report directly to the Board Of Directors through the minutes of their committee meetings as well as through reporting at Board meetings.

## **MEMBERS**

The Committee shall have a minimum of three members. The Chairperson shall be appointed by the Committee from its' members.

## **MEETINGS**

The Committee shall meet as required with meetings being called by the Chairperson of the Committee.

## **BUDGET AND EXPENSES**

The Budget of the Marketing Committee shall be set and reviewed periodically by the Board.

## **DUTIES AND RESPONSIBILITIES**

The Marketing Committee shall be responsible for (a) identifying the target audience for the Centre's programs, (b) identifying and conducting marketing activities, (c) evaluating the effectiveness of marketing activities, and (d) identifying grant opportunities that may assist in the marketing effort.

## **STAFF SUPPORT**

The Program Administrator will attend meetings, act as a resource and carry out advertising activities with the various service providers.