

This by-law revision was approved at the TALK AGM, November 27, 2008.

**BY-LAWS**  
**THIRD AGE LEARNING AT KWANTLEN**  
**at**  
**KWANTLEN POLYTECHNIC UNIVERSITY**

**1. Name**

The name of the organization shall be Third Age Learning at Kwantlen.

For the purpose of these by-laws, Third Age Learning at Kwantlen will be known as **TALK** and Kwantlen Polytechnic University will be known as **Kwantlen**. The TALK Board of Directors will be known as **the Board**.

- 2. Mission:** Third Age Learning at Kwantlen provides creative, stimulating and educational activities designed by and for its members.

**3. Relationship to Kwantlen Polytechnic University**

TALK shall be an affiliate of a department designated by Kwantlen. Liaison between TALK and Kwantlen shall be between the Chair of TALK and the Administrator of the designated department or their respective delegates. Meetings will take place at the request of either party.

The Memorandum of Understanding between Kwantlen and TALK, signed by Kwantlen on November 13, 2002, and signed by TALK on November 21, 2002, shall be the defining document regarding insurance and liability coverage of TALK activities by Kwantlen.

All Board and Committee activities, and activities resulting therefrom, related directly or indirectly to the TALK mission statement, are deemed to be on behalf of Kwantlen.

**4. Membership**

Membership shall be open to anyone age 50 and over and to their spouses and partners. All members agree to pay the prescribed annual membership dues and agree to abide by these by-laws.

**5. Board of Directors**

There shall be a Board of Directors to govern the affairs of TALK and report regularly to Kwantlen. At the Annual General Meeting, half of the directors shall be elected for a two year term. The Board shall be made up of fifteen elected directors.

All directors shall be members of TALK and shall contribute their time voluntarily. Each director shall serve for a term of two years, renewable by re-election at the Annual General Meeting. The directors may at any time appoint a member as a director to fill a vacancy on the Board. A director so appointed holds office only until the conclusion of the next Annual General Meeting, but is eligible for re-election at that meeting.

The directors of TALK shall, at their first regular Board of Directors' meeting after each AGM, appoint a Chair and a Vice Chair for a two year term, renewable once. At the end of their terms, the Chair will automatically become the Past Chair, and the Vice Chair will become Chair.

The Secretary and Treasurer shall be appointed by the Board from among the Board members.

Committee chairs may either be named by individual committees or appointed by the Board.

The Board may delegate any of its powers to committees as they see fit but will remain ultimately responsible.

A quorum for Board meetings shall be fifty percent of directors holding elected office.

## **6. Committees**

The Board shall designate committees.

A committee shall conform to the rules that may be imposed on it by the Board, and committee chairs or their representatives shall report at each board meeting.

Committee chairs shall be appointed by the Board when required.

The members of a committee may meet and adjourn as they think necessary.

## **7. Meetings**

Annual general meetings shall be held at least once in every calendar year, and not more than 15 months after the previous general meeting.

General meetings of TALK shall be held at the discretion of the Board.

The directors may convene an extraordinary general meeting and shall do so on the request in writing of ten members.

Notice of a general meeting shall be given a minimum of 15 days before the meeting date and shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.

All members in good standing are eligible to vote at a general meeting.

Voting by proxy is not permitted.

Voting may be by show of hands or by secret ballot at the request of any member present.

A quorum for committees shall be 50% of the membership.

For general meetings a quorum shall be whoever is present.

## **8. Dues and Fees**

Annual membership fees shall be set by the Board before each annual general meeting. The Membership shall be notified a minimum of 15 days in advance and shall vote on the proposed fees at the meeting.

All activities shall be self supporting unless authorized by the Board.

Kwantlen will collect both course fees and membership subscriptions as required. Withdrawal from TALK accounts shall be made upon the signature of any two signing officers approved by the Board.

## **9. Parliamentary Authority**

Meetings shall be conducted in accordance with Robert's Rules of Order.

## **10. Amendments of the Bylaws**

These Bylaws can only be amended at a general meeting of TALK provided the proposed amendments have been circulated a minimum of 15 days in advance.

Amendments to the Bylaws require a simple majority of those present.

Voting on amendments may be carried out by mail as deemed appropriate by the Board.

## **11. Policies and Procedures Manual**

The Policies and Procedures Manual will be subject to annual review and endorsement by the Board.

Additions, deletions or other alterations to the Policies and Procedures Manual may be tabled at any regular Board meeting for discussion and action at the next scheduled meeting of the Board.