

# **NATIONAL ASSOCIATION OF FEDERAL RETIREES**

## **Winnipeg & District Branch**



## **Branch Bylaws**

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**BYLAWS**  
**NATIONAL ASSOCIATION OF FEDERAL RETIREES**  
**WINNIPEG & DISTRICT BRANCH**

**PART I - DEFINITIONS**

“Act” means the Canada Not-for-profit Corporations Act.

“Association” means the National Association of Federal Retirees

Board means the board of Directors of the Association and, for further certainty, does not include the board of directors of a Branch.

“Branch board” means the group of volunteers elected by the members of the Branch to conduct and manage the business of the Branch.

**PART II – The Branch**

- 2.1 The Branch is an entity and agent of the National Association of Federal Retirees (“the Association”), established by the Charter issued by the Board, in the spring of 1968.
- 2.2 The Branch is subject to the Association’s National By-laws.
- 2.3 As an agent of the Association, the Branch provides services to the members and carries out local programs consistent with the purpose, strategic direction and policies of the Association.

### 2.3.1 Core Functions

The core services of the Branch are:

- a) Advocacy, at the local level, in support of national initiatives to:
  - i) Advocate measures to protect and promote the pensions, benefits and general welfare of members and potential members;
  - ii) Oppose measures detrimental to the interests of members and potential members;
- b) Information sharing;
- c) Membership recruitment and engagement;
- d) Member support – Connecting individual members and their families with the information they need to access their pensions and benefits;
- e) Volunteer support and development;
- f) Financial management – Responsible management of Branch finances and programs.
- g) Governance – Sound governance in accordance with applicable laws, by-laws and policies.

### 2.4 Not for profit

The Branch shall carry out its operations without financial benefit to its members. Any profit or other financial gain accruing to the Branch shall be used to promote the objectives of the Association.

## PART III - Membership

### 3.1 Eligibility

A person eligible for membership in the Association is eligible for membership in the Branch.

### 3.2 Termination

A person's membership in the Branch terminates automatically upon termination of membership in the Association.

### 3.3 **Allocation**

New members who reside within the administrative area of the Branch shall be allocated to the Branch unless they specifically request allocation to another Branch.

3.3.1 Members may request re-allocation to another Branch at any time.

3.3.2 In the event of the dissolution of the Branch, members shall be re-allocated by the Board to adjacent Branches.

### 3.4 **Code of Conduct**

All members shall abide by the Association's Code of Conduct and, if found to be in contravention of the Code, may be subject to discipline in accordance with the Association's By-laws and Regulations.

## **PART IV – Membership Fees**

4.1 Membership fees are set by the Association.

4.2 The Branch is responsible for remitting to the Association National Office, quarterly, the national portion of any membership fees received by the Branch.

## **PART V – Branch board**

5.1 Branch directors must be valid members of the Association. If membership lapses or is terminated by either the member or the Association, the director immediately ceases to hold office.

### 5.1.1 **Composition**

The Branch board of Directors shall consist of the President, the First and Second Vice Presidents, Secretary, Treasurer, Membership, Health & Benefits Officer and 4 to 7 Directors at Large.

5.1.2 Subsequent changes to the number of directors may be made in accordance with the provisions for any other amendment to these By-laws set out in Part X.

### 5.2 **Duties and Responsibilities of the Board of Directors**

5.2.1 The Branch board has the power to conduct the business of the Branch between Branch meetings. The Branch board shall manage and supervise the affairs of the Branch subject to the Act, the By-laws and national policies of the Association, and these by-laws. The Branch board is, at all times, accountable to the Board of the Association.

- 5.2.2 The Branch board is responsible for maintaining Branch records including Branch financial and administrative reports and for submitting reports, as required, to the national office of the Association.
- 5.2.3 The Branch board may appoint such Standing or Special Committees considered necessary for the conduct of Branch business.
- 5.2.4 Committees shall be chaired by a Branch Board member with membership open to Branch members.
- 5.2.5 Branch board decisions shall be by simple majority vote. Proxy voting is not allowed.

### **5.3 Duties and Responsibilities of Board Officers and Directors at Large**

- 5.3.1 The President shall be responsible for the general supervision and conduct of Branch affairs. He/she shall act as Chairperson over the AGM, General Meetings and all Branch board meetings and shall be an *ex officio* member of all committees. The President shall have such other duties and powers as the Branch board may specify.
- 5.3.2 The Branch board may appoint the Past President to serve as a non-voting advisor for one year. The Past President shall have such other duties and powers as the Branch board may specify.
- 5.3.3 The Vice Presidents shall have such duties and responsibilities as the President may from time to time delegate or as the Branch may prescribe. In the absence of the President, all rights vested in the President shall be vested in the First Vice President, or in his/her absence the Second Vice President.
- 5.3.4 The Treasurer shall supervise the financial affairs of the Branch; keep and maintain financial records in accordance with normal accounting practices; have care of all funds and securities and deposit all monies and cheques received in a financial institution designated by the Branch board. The Treasurer shall prepare, or cause to be prepared, the annual Branch budget and forecast for approval of the Branch board and present them and the audited financial statement at the Branch AGM and forward a copy of the audited statement with other documentation to national office as required by the national policy, no later than the 15<sup>th</sup> of May following the fiscal year end.
- 5.3.5 The Secretary shall give notice of and keep a record of all official Branch board and members' meetings including minutes of proceedings and records of decisions taken. The Secretary shall keep and maintain all Branch records as required. The Secretary shall forward a certified copy of the AGM minutes including a list of Directors to national office in accordance with the Association's policy.
- 5.3.6 The responsibilities for Membership may be split between two Directors. In these roles, records of all members, addresses including e-mail, if available, telephone numbers and payment of dues are to be maintained. In addition, dues collected and paid directly to the Branch are to be remitted to the Treasurer. In line with the responsibilities for membership liaison with the

Association's national office will be done on all membership matters. A report on the number of members will be presented at each Branch board and general meeting.

- 5.3.7 The Health and Benefits Officer will promote the general welfare of Branch members, providing health and benefit information to members. He/she will liaise and assist in the development of health related mutually useful programs and activities with other organizations. He/she shall perform other duties as may be prescribed by the Branch board.

## **PART VI - NOMINATIONS AND ELECTIONS**

### **6.1 Nominations Committee**

The Branch President shall, at least 120 days prior to the date of the Branch AGM, appoint a Chair of the Nominations Committee.

- 6.1.1 The Chair of the Nominations Committee may select other Branch Members to serve on the Committee.
- 6.1.2 The role of the Nominations Committee is to assist with the nomination and election of eligible Branch members to available positions on the Branch board.
- 6.1.3 The Nominations Committee shall call for nomination of candidates for available positions. The Nomination Form (Ref. Appendix 'A' attached ) must be completed along with the candidate's resume and presented to the members at the Branch AGM. A list of all eligible candidates for each available position will be presented at the Branch AGM.

### **6.2 Nominations from the floor**

Branch members may make additional nominations from the floor at the Branch AGM. If a member is absent when nominated, the nomination must be supported by a signed Nomination Form from the nominee indicating their willingness to serve.

### **6.3 Election process**

The Chair of the Nominations Committee shall conduct an election for each available position. Where there are multiple candidates for a position, there will be a series of votes, with the candidate who receives the lowest number of votes dropping off the ballot after each vote, until one candidate receives at least 50% + 1 of the votes cast.

- 6.3.1 The vote shall be by show of hands unless a secret ballot is requested. If a secret ballot is requested, each of the candidates may name a scrutineer to examine the ballots cast and witness the count of the ballots by the Chair of the Nominations Committee.
- 6.3.2 All ballots shall be destroyed by the Chair of the Nominations Committee after the elections.

#### **6.4 Election and Term of Office**

All members of the Branch board shall be elected at the Branch AGM, for a term of two (2) years with half the Branch board being elected each year. The terms of office commence immediately following adjournment of the AGM.

#### **6.5 Maximum terms**

A member may serve on the Branch board in a given elected position for a maximum of two (2) full consecutive terms and may stand for re-election to the Branch board after a break of one year.

#### **6.6 Vacancies**

In the event any position on the Branch board becomes vacant, the remaining directors of the Branch board may fill the position by appointment until the next Branch AGM, at which time the position shall be filled by election for the balance of the term.

- 6.6.1 In the event no candidate is presented at the Branch AGM to fill a vacant position, the Branch board may fill the position by appointment. Where a Director is appointed to fill the remainder of the term of a position that has become vacant, the partial term shall not be counted in the calculation of consecutive terms.

## **PART VII – REMOVAL AND SUSPENSION OF DIRECTORS**

#### **7.1 Members cease to be members of the Board of Directors:**

a) When a written resignation is received by the Board, or at the time specified in such resignation.

b) By reason of death

c) A director also ceases to hold office if they become ineligible per the Act, the national By-laws or these by-laws.

d) The director has missed three consecutive regularly scheduled Branch board meetings.

- 7.2 The Branch board may, by 2/3 majority vote, seek to discipline a director for just cause by asking for the director's removal from the Branch board. Following the vote, the Board shall provide Notice of Motion and request members at the next special or General meeting to remove the person from office.



## Part VIII – Branch Meetings

### 8.1 Branch Annual General Meeting

The Branch shall hold a Branch AGM to conduct the mandatory business of the Branch.

8.1.1 The AGM shall be held no later than April 15<sup>th</sup>, at a time and place set by the Branch board.

#### 8.1.2 Agenda, Mandatory Business

At every Branch AGM, the Members assembled shall:

- a) Approve a record of proceedings of the last Branch AGM and any Special Branch Meetings;
- b) Receive a report from the President concerning the activities of the Branch board since the previous meeting and outlining the plans and priorities for the current and following year;
- c) Receive reports from members of the Board of Directors;
- d) Receive the reviewed financial statements for the previous financial year.
- e) Receive the budget for the current year and forecast for the next fiscal year;
- f) Approve an external reviewer for the current financial (calendar) year. The reviewer shall NOT be a member of the Branch board;
- g) Consider any proposals for amendment of the Branch by-laws, notice of which was included in the notice for the meeting.
- h) Conduct elections for the Branch board;
- i) Conduct other such business as may be properly brought before the meeting.

8.1.3 Copies of the record of proceedings for Branch AGM or Special Meetings and a copy of the reviewed financial statements shall be forwarded to National Office by no later than May 15<sup>th</sup>.

### 8.2 Branch Special Meetings

8.2.1 A Branch Special Meeting may be held at the call of the Branch board at such time and place as the Branch board may designate.

8.2.2 A Branch Special Meeting must be held upon the written request of 35 Branch Members within 30 days of receipt of the request by the Branch board.

8.2.2 A Branch Special Meeting may deal only with the business listed in the notice of the meeting and any matter that arises directly from that business.

### 8.2.3 **Record of Proceedings**

The record of proceedings of a Branch Special Meeting shall be tabled at the next Branch Annual Meeting.

### 8.3 **Branch General Meetings**

At the call of the Branch board the Branch may hold a number of general meetings, intended for information sharing or social functions, during the year. A general meeting may include a business meeting, if required, but the business may not include proposals to amend the Branch by-laws or elect directors.

### 8.4 **Notice of Branch Meetings**

The Branch board shall ensure that Members are given adequate notice of Branch Meetings.

8.4.1 For a Branch AGM, notice shall be given in the period 21 to 60 days prior to the meeting.

8.4.2 For a Branch Special Meeting, notice shall be given at least 14 days prior to the meeting.

8.4.3 For a Branch General Meeting, notice shall be given at least 14 days prior to the meeting.

### 8.5 **Quorum**

A quorum of fifty (50) members in good standing must be present to transact business at any meeting of the Branch.

### 8.6 **Branch board**

Meetings of the Branch board shall be at the call of the President or upon the request of one-third of the directors.

8.6.1 The quorum for a meeting of the Branch board is a simple majority of the directors then in office.

8.6.2 If full minutes of Branch board meetings are not kept, decisions made at such meetings will be fully recorded and those records entered into Branch archives.

### 8.6.3 **Means of Communication**

A meeting of the Branch board may be conducted by telephonic, electronic, or other means of communication that permits all directors to communicate adequately with each other. A director participating by such means shall be deemed present at the meeting.

### 8.7 **Decision-Making**

#### **Fundamental proposals**

Any member may submit for consideration at a National Annual Meeting of Members, a proposal to amend special fundamental parts of the Association's Articles or By-laws pursuant to the Act.

#### 8.7.1 **Branch endorsement**

A fundamental proposal shall be considered to have the endorsement of the Branch if it receives the support of a majority of the Branch board or executive or a majority (50% +1) of the votes cast at an Annual or Special Branch Meeting.

#### 8.8 **Branch Proposals to the Association's Annual Meeting**

In accordance with the national By-Laws, the Branch president may, on behalf of the Branch, submit proposals for consideration at a national Annual Meeting of Members or a Special Meeting of Members. To be submitted on behalf of the Branch, a proposal must receive the support of a majority of the Branch board or a majority (50% + 1) of the votes cast at a Branch Annual or Special Meeting.

#### 8.9 **Procedure**

*Robert's Rules of Order Newly Revised* is the authority on meeting procedure to be followed at Branch meetings, unless the Members approve the use of other rules of order.

## **PART IX – FINANCIAL ADMINISTRATION**

#### 9.1 **Fiscal Year**

For financial reporting and audit purposes, the Branch financial year is the calendar year.

#### 9.2 **Signing authority**

The Branch board shall designate who has the authority to sign contracts and make payments on behalf of the Branch (normally the Treasurer and the President or one other director).

- i) Spouses may not both hold signing authority;
- ii) two persons in a family, domestic or business relationship may not both hold signing authority
- iii) No person shall sign a cheque made out in their own name.
- iv) Each payment or contract will require the signature of two designated authorities.

#### 9.3 **Banking**

The banking business of the Branch shall be conducted at such bank, trust company or other firm or corporation carrying on a banking business, designated by the Branch board or executive, in compliance with the national policy. The Treasurer shall have primary responsibility for conducting the banking business of the Branch.

#### 9.4 **Spending Authority**

The National Board of Directors has established Branch signing authorities based on the size of the Branch. Based on the size of The Winnipeg & District Branch(5001+ members) has been authorized a signing authority limit of \$25,000. This delegation is subject to the following constraints: A branch shall not make a single purchase or commitment of greater than its specified amount except where the transaction is in the normal course of Association operations.

The Branch board shall have authority to make expenditures listed in the budget forecast from the Branch AGM, and otherwise shall have authority to make expenditures as needed up to the set amount as established by the National Board of Directors.

9.4.1 An expenditure exceeding the authorized spending limit requires approval by National Office or the National Board.

9.4.2 An expenditure that was not included in the budget forecast requires the approval of a majority (50%+1) of the votes cast at a Branch Special or General meeting. If approval is sought at a Branch General meeting, notice of the proposal must be given in the notice for the meeting, at least 14 days prior to the meeting.

#### 9.5 **Borrowing Authority**

The Branch shall not have any authority to borrow money.

#### 9.6 **Defence of Benefits Emergency Reserve Fund**

The Branch may establish and maintain a reserve fund, known as the Defence of Benefits Reserve Fund, withdrawals from which may be made only to support initiatives to promote or protect significant pension or health benefits.

##### 9.6.1 **Maximum Amount**

The maximum amount to be held in the Defence of Benefits Reserve may be set at a Branch Annual Meeting by a proposal receiving a majority (50%+1) of the votes cast.

9.6.2 The Branch board may authorize the withdrawal from the reserve up to a limit set by a vote at a general meeting. Withdrawals over that limit must be authorized at a Branch Annual, Special or General meeting, by a proposal receiving a majority (50%+1) of the votes cast.

9.6.3 In making its decision, the Branch board shall consider, amongst other issues, the extent to which the interests of Branch members are affected; the likelihood of achieving a favourable result and the expected cost of defending and/or promoting the affected pension or health care benefit.

#### 9.7 **Remuneration**

No member elected to the Branch board or elected or appointed to serve the Branch in any capacity shall receive remuneration for services rendered pursuant to that election or appointment.

## 9.8 Expenses

Subject to national policy, a member serving the Branch in any capacity shall be reimbursed expenses necessarily and reasonably incurred in the conduct of the affairs of the Branch or Association.

## PART X - Amendments to Branch By-laws

10.1 A proposal to add, revoke or amend these by-laws in whole or in part requires approval by a majority (50%+1) of the votes cast at a Branch AGM or Branch special meeting provided that notice of the proposal has been forwarded to members prior to the meeting.

### 10.2 Interim amendments

Between Branch AGMs, the Branch board may make, amend or repeal any section of the Branch by-laws except those relating to the number or terms of directors.

10.2.1 Such by-law, amendment or repeal shall be effective from the date it is approved by the Branch board until the next Branch AGM, where it may be confirmed, amended or rejected by a majority (50% + 1) of the votes cast at the meeting.

10.2.2 The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next Branch AGM or if it is rejected by the members at the Branch AGM or if it is rejected by the National Board.

#### 10.2.3 Review and Approval

The Branch is required to forward their by-laws and any subsequent amendments to the Association national office for review and Board approval.

#### 10.2.4 Precedence

In the event of a discrepancy or disagreement between Branch by-laws and the national By-laws, the provisions of the national By-laws shall govern.

### 10.3 Regulations and Procedures

The Branch board may establish regulations and procedures supplementary to these by-laws. A new regulation or procedure must be submitted for confirmation at the next Branch Annual Meeting and ceases to have effect if it is not submitted for confirmation or if it is rejected. If the regulation or procedure is confirmed, or confirmed as amended, it remains in effect in the form in which it was confirmed.

## **PART XI - Dissolution of the Branch**

- 11.1 Approval of a proposal to request to the national Board to dissolve the Branch requires two-thirds of the votes cast at an Annual or Special Branch Meeting. The proposal to dissolve will be indicated on the meeting notice.
- 11.2 Upon approval of a motion to dissolve the Branch, members shall be re-allocated by the national Board to adjacent Branches and administration of the winding up of the Branch shall be turned over to the national Association and any assets remaining after settlement of the Branch's liabilities shall be transferred to the national Association.

**APPENDIX 'A'**

**Winnipeg & District Branch  
National Association of Federal Retirees  
Annual General Meeting  
Nomination Form**

Nominee - (name & membership No. )

\_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Telephone: \_\_\_\_\_ (Home) \_\_\_\_\_ (Cell) \_\_\_\_\_

E-Mail \_\_\_\_\_

**Position(s) for which Nominee is to be considered**

\_\_\_\_\_

I, \_\_\_\_\_ accept the nomination for the above

(PLEASE PRINT)

Position(s) dated this \_\_\_\_\_ day of \_\_\_\_\_, 201\_\_.

Signature of Nominee: \_\_\_\_\_

Nominators:

Moved by: \_\_\_\_\_

Print Name

Signature

Seconded by: \_\_\_\_\_

Print Name

Signature

Nominees must be a member in good standing of the National Association of Federal Retirees, Winnipeg & District Branch and submit the following information with the Nomination Form:

- A brief personal Resume describing your professional skills, experiences, hobbies and other volunteer experience

