



National Association
of Federal Retirees

Association nationale
des retraités fédéraux

BC 14 Sidney and District Branch BYLAWS

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BYLAWS

NATIONAL ASSOCIATION OF FEDERAL RETIREES

Sidney and District BRANCH BC14

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

“Branch Executive Officers” means the President, Vice President, Treasurer and Secretary.

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 1990.

2.2 The Branch is subject to the Association’s National Bylaws.

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 nationally approved strategic advocacy priorities 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; supporting local organizations and institutions which assist Branch members in our community
 - e) Volunteer support and development;
 - f) Financial management – Responsible management of Branch finances and programs.
 - g) Governance – Sound governance in accordance with applicable laws, Bylaws 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 this or 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 Bylaws 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 of Directors

- 5.1 Members of the Branch Board of 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 be comprised of between 6 - 10 directors. Of these directors, the following shall serve as executive officers: President, Vice-President, Secretary and Treasurer.

- 5.1.2 The number of directors on the Branch Board shall be established at a Branch Annual Meeting, by a proposal approved by 50%+1 of the votes cast. Subsequent changes to the number of directors may be made in accordance with the provisions for any other amendment to these Bylaws set out in Part X.

5.2 **President**

The President, as chair, shall call and chair Branch Board of Director meetings and Branch General Meetings.

- 5.2.1 The President shall serve as the chief spokesperson of the Branch and shall be the Branch Representative at national Meetings of Members.

5.2.2 The President shall have such other duties and powers as the Branch Board of Directors may specify.

5.3 **Vice President**

The Vice-President shall assume the duties of President in the event of the President's absence, disability, or refusal to act. The Vice-President shall have such other duties and powers as the Branch Board of Directors may specify.

5.4 **Secretary**

The Secretary shall:

- a) record the proceedings of all Board of Director and General/Special meetings in a minute book;
- b) sign the minutes and present them to the President within 7 days of meetings;
- c) be charged with the safe-keeping of the minutes book, the Branch Bylaws and with entering of approved amendments;
- d) be responsible for all general Branch correspondence; and
- e) prepare the Branch Annual Report in accordance with national Association requirements, for the President's signature.

5.5 **Treasurer**

The Treasurer shall keep the financial accounts of the Branch and shall exercise primary signing authority for expenditures.

5.5.1 At each Branch Annual Meeting, the Treasurer shall submit:

- a) a report of the Branch finances for the previous fiscal year, and
- b) a budget forecast for the next fiscal year.

5.6 **Appointment of Officers**

The Branch Board of Directors may appoint directors to serve as officers with duties and responsibilities and may specify and amend the officers' duties and responsibilities as required, except those defined in these bylaws, changes to which require Branch membership approval at an Annual or Special Meeting.

5.6.1 An officer appointment may be withdrawn, and the responsibility reassigned to another director at any time by majority vote of the Branch Board of Directors.

Withdrawal of an appointment does not affect the subject director's status as a member of the Branch Board of Directors.

5.7 Past President

The Branch Board of Directors may appoint the Branch 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 of Directors may specify.

5.8 General Authority and Accountability of the Branch Board of Directors

The Branch Board of Directors shall manage and supervise the affairs of the Branch subject to the Act, the national Articles, and Bylaws and national policies of the Association, and these bylaws. The Branch Board of Directors is, at all times, accountable to the Board of Directors of the Association.

- 5.8.1 The Branch Board of Directors 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.

PART VI - Nominations and Elections

6.1 Nominations Team

The Branch President shall, at least 120 days prior to the date of the Branch Annual Meeting, appoint a Chair of the Nominations Team.

- 6.1.1 The Chair of the Nominations Team may select other Branch Members to serve on the Team.

- 6.1.2 The role of the Nominations Team is to assist with the nomination and election of eligible Branch members to available positions on the Branch Board of Directors.

- 6.1.3 The Nominations Team shall call for nomination of candidates for available positions and shall present to the Branch Annual Meeting a list of eligible candidates for each available position.

6.2 Nominations from the floor

Branch members may make additional nominations from the floor at the Branch Annual Meeting. If a member is absent when nominated, the nomination must

be supported by a written statement from the nominee indicating the nominee's willingness to serve.

6.3 Election process

The Chair of the Nominations Team 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 Team.

6.3.2 All ballots shall be destroyed by the Chair of the Nominations Team after the elections.

6.4 Election and Term of Office

Members of the Branch Board of Directors shall be elected at the Branch Annual Meeting, for a term of one year. The term commences at the close of the Annual Meeting at which they are elected.

6.5 Maximum terms

A member may serve on the Branch Board of Directors in any capacity for a maximum of 5 full consecutive terms in a given elected position, and may stand for re-election to the Branch Board of Directors after a break of one year.

6.6 Vacancies

In the event any position on the Branch Board of Directors becomes vacant, the remaining directors may fill the position by appointment until the next Branch Annual Meeting, at which time the position shall be filled by election.

6.6.1 In the event no candidate is presented at the Branch Annual Meeting to fill a vacant position, the Branch Board of Directors may fill the position by appointment for a term of one year. 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.

6.6.2 Director Automatic Vacancy

The position of director shall be automatically vacated:

- a) if the director resigns by delivering a written resignation to the Branch president or Vice-president; or Treasurer
- b) if the director becomes ineligible to hold office in accordance with the Act, the national Bylaws, or these bylaws; or
- c) if the director is removed by Ordinary Resolution of the Members in accordance with the Act; or
- d) The director misses four consecutive regularly scheduled Branch Board of Director meetings.

PART VII - Teams

- 7.1 The Branch Board of Directors may establish ad hoc teams as required with such objectives and resources as the Branch Board of Directors specifies. An ad hoc team shall include at least one member of the Branch Board of Directors.

Part VIII – Branch Meetings

8.1 Branch Annual Meeting

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

- 8.1.1 The Branch Board of Directors shall determine the date, location, and agenda of the meeting. The date shall be no later than April 15th.

8.1.2 Agenda, Mandatory Business

At every Branch Annual Meeting, the Members assembled shall:

- a) Approve a record of proceedings of the last Branch Annual Meeting and any Special Branch Meetings;
- b) Receive a report from the President concerning the activities of the Branch Board of Directors since the previous meeting and outlining the plans and priorities for the current and following year;
- c) Receive the reviewed financial statements for the previous financial year;

- d) Receive the budget for the current year and the forecast for the next fiscal year;
 - e) Approve a reviewer for the current financial (calendar) year. The reviewer shall NOT be a member of the Branch Board of Directors;
 - f) Consider any proposals for amendment of the Branch bylaws, notice of which was included in the notice for the meeting.
 - g) Conduct elections for the Branch Board of Directors;
 - h) Conduct other such business as may be properly brought before the meeting.
- 8.1.3 Copies of the record of proceedings for Branch Annual or Special Meetings and a copy of the reviewed financial statements for the previous calendar year shall be forwarded to reach National Office by no later than May 15th.

8.2 Branch Special Meetings

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

- 8.2.1 A Branch Special Meeting must be held upon the written request of 50 Branch Members within 30 days of receipt of the request by the Branch Board of Directors.
- 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

- a) At the call of the Branch Board of Directors 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 bylaws or elect directors.
- b) There shall be at least three Branch meetings a year, one of which will be the Annual Meeting.

8.4 **Notice of Branch Meetings**

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

8.4.1 For a Branch Annual Meeting, 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**

At any Branch Annual, Special or General meeting, the quorum required to conduct business, is **30 members**.

8.6 **Branch Board or Executive Officer Meetings**

Meetings of the Branch Board of Directors 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 of Directors is a simple majority of the directors then in office.

8.6.2 If full minutes of Branch Board of Director 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 of Directors 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 to be present at the meeting.

8.7 **Decision-Making**

Fundamental proposals¹

¹ Fundamental Proposal means significant change in the organization – ie. change of name, change of purpose, change of province in which the head office is located, change of membership classes, etc.

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 Bylaws pursuant to the Act - see the Act, S.197, for definition of a fundamental proposal. A member wishing to make such a proposal must understand that he/she will bear the entire cost of getting the proposal on the notice of meeting for the national Annual Meeting of members unless the Branch Board of Directors agrees to endorse the proposal (National Bylaws 10.5.3).

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 of Directors or a majority (50% +1) of the votes cast at an Annual or Special Branch Meeting.

8.8 **Branch Proposals to the Association Annual Meeting**

In accordance with the national Bylaws, 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 of Directors 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 of Directors shall designate who has the authority to sign contracts and make payments on behalf of the Branch (normally the Treasurer and the President and at least one other director).

- a) two persons in a family, domestic or business relationship may not both hold signing authority
- b) No person shall sign a cheque made out in their own name.
- c) All expenses are to be approved by a Branch Executive Officer (not including the Treasurer) prior to payment being made.
- d) Two signatures are required to authorize a cheque for payment.
- e) Blank cheques are not to be signed.

9.3 **Banking**

The banking business of the Branch shall be conducted at such bank, trust company, credit union or other firm or corporation carrying on a banking business, designated by the Branch Board of Directors, 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 Branch Board of Directors shall have authority to make expenditures listed in the annual budget presented to the Branch Annual Meeting, and otherwise shall have authority to make expenditures as needed up to a set amount as established by the National Board of Directors.

9.4.1 An expenditure that was not included in the budget or forecast requires the approval of a majority (50% + 1) of the votes cast at a Branch Special or General Meeting. An expenditure of more than the Branch transaction limit requires approval of national office or the National Board of Directors. (See Administrative Guidelines for transaction limits based on current membership)

9.4.2 If approval is sought at a Branch General or Special meeting, notice of the proposed expenditure 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 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 of Directors 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.

9.7 **Other Reserve Funds**

The Branch may establish and maintain other reserve funds as required and consistent with national policy and authorized by members at a general meeting.

9.8 **Remuneration**

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

9.9 **Expenses**

Subject to National Association 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 - Bylaws, Branch Regulations, Effective Date

10.1 Amendments

A proposal to amend these bylaws requires approval by a majority (50%+1) of the votes cast at a Branch Annual Meeting or Branch Special Meeting.

- 10.1.1 The text of the proposed amendment must be included in the Notice for the Branch Annual Meeting.

10.2 Interim amendments

Between Branch Annual Meetings, the Branch Board of Directors may make, amend or repeal any section of the Branch bylaws except those relating to the number of directors or the terms of office of directors.

- 10.2.1 Such new bylaw, or amendment or repeal shall be effective from the date it is approved by the Branch Board of Directors, and notified to the Branch membership, until the next Branch Annual Meeting, where it may be confirmed, amended or rejected by a majority (50% + 1) of the votes cast at the meeting.

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

10.2.3 Review and Approval

The Branch is required to forward its bylaws 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 bylaws and the national Bylaws, the provisions of the national Bylaws shall govern.

10.3 Branch Procedures

The Branch Board of Directors may establish procedures supplementary to these bylaws.

10.4 **Effective Date**

These bylaws will become effective on the date they are approved by the Association Board of Directors. All previously agreed Branch bylaws and Branch Administrative Instructions shall be revoked when these bylaws become effective.

PART XI - Dissolution of the Branch

11.1 If it becomes clear that the Branch must dissolve the current Branch Board of Directors will:

- a) Call a Special Meeting to consider a resolution to ask the national Board of Directors to dissolve the Branch.
- b) The resolution will be included in the Notice of Meeting.
- c) The motion to dissolve the Branch requires two-thirds of the votes cast at the Special Meeting to pass.
- d) The record of proceedings of the Special Meeting will be passed to National Office after the Meeting.

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.