

NATIONAL ASSOCIATION OF FEDERAL RETIREES

PEEL HALTON & AREA BRANCH (ON34)

BYLAWS

(DRAFT March 2016)

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NATIONAL ASSOCIATION OF FEDERAL RETIREES

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BY-LAWS

PART I - DEFINITIONS

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

“Association” means the National Association of Federal Retirees.

“Administrative Area of the Branch” means the geographical area that has been assigned to a branch by the National Association and is specified as a physical boundary containing those members who have a Postal Code that resides therein.

“Annual General Meeting” means a general meeting of the Branch Members which is to be held once a year (annually).

“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.

“Entity and Agent” means one that exists and who does the actual work, represents the association in business and is authorized to act.

“Member” (valid Member) means a person who meets the requirement for membership set out in the National By-Laws and has applied for and has been accepted into membership in the Association, and who pays, as required, the fees to the Association and therefore can be defined as a member in good standing.

PART II – THE BRANCH

- 2.1 The Branch (Peel Halton & Area Branch) is an entity and agent of the National Association of Federal Retirees (“the Association”), established by the Charter issued by the Board, on **January 1994**.
- 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 branch 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 – manage the finances in an acceptable manner as so stipulated in the National By Laws, these Branch By-laws and/or agreed upon directives;
- 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 National Board to adjacent Branches.

PART IV – MEMBERSHIP FEES

4.1 Membership fees are set by the Association.

4.2 The Branch board is responsible for remitting to the National Association of Federal Retirees (NAFR) National Office, quarterly, the national portion of any membership fees received by the Branch.

PART V – BRANCH BOARD

5.1 General

5.1.1 The Branch board shall manage and supervise the affairs of the Branch subject to the National By-laws and Policies of the Association, and these Branch by-laws. The Branch board is at all times accountable to the Board of the Association and to the members of the Branch at large.

5.1.2 a) The Branch board will identify the duties and responsibilities for the Branch board positions including the President, Vice President, Treasurer, Branch Health and Benefits, Branch Membership Secretary, Branch Editor, Branch Telecom, Branch Events Coordinator and Branch Secretary and will assign such duties on an annual basis.

b) Some of the specific duties and responsibilities are already set out in these Branch by-laws.

c) The Branch board may from time to time assign further duties and responsibilities to Branch board positions by a majority vote of the Branch board.

d) The assignment of duties and responsibilities may be withdrawn and reassigned to another Branch board position at any time by a majority vote of the Branch board.

- 5.1.3 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 Branch Board Composition

The Branch board shall comprise of at least three directors but shall not exceed 12. These directors shall serve in the following positions (a director can hold more than one position): President, Vice-President, Treasurer, Health and Benefits, Membership Secretary, Editor, Telecom, Events, Secretary and up to three Directors at large.

- 5.2.1 The number of directors on the Branch board shall be established at a Branch Annual General 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 by-laws set out in Part X.

5.3 Branch Directors

- 5.3.1 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 a position on the Branch board.

5.3.2 The position of Branch director shall be automatically vacated:

- a) if the Branch director resigns by delivering a written resignation to the President or Vice-President of the Branch; or
- b) if the Branch director becomes ineligible to hold office in accordance with the Act or the Association By-laws or these Branch by-laws; or
- c) if the Branch director is removed by Ordinary Resolution of the Members in accordance with the Act; or
- d) the Branch director has missed four consecutive regularly scheduled meetings.

5.3.3 In the event a Branch director position, other than the President or Vice-President, is or becomes vacant:

- a) the Nominations Committee shall seek eligible nominees, and submit a list of nominees to the Branch board;
- b) the Branch board may fill the vacancy by appointment from the list of nominees provided or by appointing a nominee of their choosing;
- c) the appointee shall serve the remainder of the Branch board term.

- 5.3.4 a) If the position of Branch President or Branch Vice-President becomes vacant with less than six (6) months remaining in the term, the position shall remain vacant until the next annual meeting of Members. Under these circumstances the Branch Vice President will take on the responsibilities of the Branch President and will hold the position of Branch President until the next Branch Annual General Meeting. If

more than six (6) months remains in the term, the Branch board may appoint one of the Branch Directors to fill the vacant position(s) for the remainder of the term.

5.4 **Branch President**

The Branch President, as chair, shall call and chair Branch board, Branch Annual General, Branch Special and Branch General Meetings.

5.4.1 The Branch President shall serve as the chief spokesperson of the Branch and at national Annual Meeting of Members (AMM).

5.4.2 The Branch President shall have such other duties and powers as the Branch board may specify.

5.5 **Branch Vice President**

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

5.6 **Branch Treasurer**

The Treasurer shall keep the financial accounts of the Branch and shall exercise primary signing authority for expenditures. The Branch board will appoint at least two other branch directors to have financial signing authority so as to meet the requirement that a minimum of two members of the board are signing all Branch expense cheques.

5.6.1 At each Branch Annual General Meeting, the Branch Treasurer shall submit a report on the Branch finances for the previous fiscal year, and a budget for the current year and a forecast budget for the next 12-month period until the next Branch Annual General Meeting.

5.6.2 The Branch Treasurer shall prepare, for the Branch board of directors on a quarterly basis, a financial statement as to revenues and expenses to date of the Branch.

5.6.3 The Branch board shall appoint a financial review committee which shall be chaired by the Treasurer.

5.6.4 The Branch Treasurer shall chair a financial review committee and see that the annual financial review is completed and reported at the Branch Annual General Meeting.

5.7 Branch Past President

The Branch board may appoint the Branch Past President to serve as a non-voting advisor for one year. The Branch Past President shall have such other duties and powers as the Branch board may specify.

5.8 Branch Secretary

5.8.1 The Branch Secretary shall keep a record or see that a record is kept for all branch members' and board meetings. The Branch Secretary is responsible for the archiving of all branch meetings and to retain all correspondence as necessary.

PART VI - NOMINATIONS AND ELECTIONS

6.1 Nominations Committee

The Branch board shall, at least 120 days prior to the date of the Branch Annual General Meeting, 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 and shall present to the Branch Annual General 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 Committee shall conduct the election at the Annual General Meeting. Where there are multiple candidates for a position, there will be a series of votes for each of those contested positions. 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.

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- 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.
- 6.3.3 If the eligible positions are not being contested by two or more members then the Chair of the Nominations Committee may present a slate of Candidates to the membership to vote on.
- 6.3.4 The membership can vote to accept the slate or reject the slate at which time each individual position must be voted on separately.
- 6.3.5 The newly elected Branch board is to be sworn in under oath at the Annual General Meeting and will take effect there upon as the new Branch board of directors for the new term of office.

6.4 Election and Term of Office

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

6.5 Branch Board Terms

A member may serve on the Branch board in any capacity for the full elected term (one year) in any given position, and may stand for re-election to the Branch board in subsequent years.

- 6.5.1 Notwithstanding section 6.5, the Branch President shall only hold the Branch President position for two consecutive elected terms. However, if no member wishes to run for election after each term to fill the Branch President position (other than the presiding Branch President) then the incumbent Branch President may do so.

6.6 Vacancies

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

PART VII - COMMITTEES

- 7.1 The Branch board may establish ad hoc committees as required with such objectives and resources as the Branch board specifies. An ad hoc committee shall include at least one member of the Branch board.
- 7.2 The Branch board shall annually appoint a Nominations Committee to assist with the nomination and election of directors.
- 7.3 The Branch board shall appoint at least three Branch directors to be part of a financial review committee. All of the Branches' financial records are to be at the disposal of the committee. The review committee is to assist the Branch Treasurer in summarizing all the financial records in preparation for the independent financial review and subsequent presentation to the membership at the Annual General Meeting.
- 7.3.1 The Branch financial committee is to report back to the Branch board on their findings after the Branch annual financial review has been completed.

Part VIII – BRANCH MEETINGS

8.1 Branch Annual General Meeting

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

- 8.1.1 The Branch board shall determine the date, location, and agenda of the meeting. The date shall be no later than May 15th of each year.

8.1.2 Agenda, Mandatory Business

At every Branch Annual General Meeting, the Members assembled shall:

- a) Approve a record of proceedings of the last Branch Annual General Meeting 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 the reviewed financial statement for the previous financial year;
- d) Receive the budget forecast for the period until the next Branch Annual Meeting;

- e) Approve two persons to undertake the financial review of the Branch's current financial (calendar) year. One of the financial Reviewers shall NOT be a member of the Branch and the other shall be a member of the Branch but not on the Branch board of directors;
 - f) Consider any proposals for amendment of the Branch by-laws, notice of which was included in the notice for the meeting;
 - g) Conduct elections for the Branch board;
 - h) Conduct other such business as may be properly brought before the meeting.
- 8.1.3 The record of proceedings of a Branch Annual General Meeting shall be tabled at the next Branch Annual General Meeting. The draft record of proceedings is to be available to the members within 90 days after the meeting has been held.
- 8.1.4 Copies of the record of proceedings for Branch Annual General Meetings and a copy of the reviewed financial records shall be forwarded to 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 at such time and place as the Branch board may designate.
- 8.2.1 A Branch Special Meeting must be held upon the written request of 3% or 50 Branch Members, whichever is the lesser, 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 General Meeting. The draft record of proceedings is to be available to the members within 90 days after the meeting has been held.
- 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.

8.3.1 The record of proceedings of a Branch General Meeting shall be tabled at the next Branch General Meeting. The draft record of proceedings is to be available to the members within 90 days after the meeting was held.

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 Annual General 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 General, Special or General Meeting, the quorum required to conduct business, is 36;

8.6 **Branch Board Meetings**

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

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

8.7 **Decision-Making**

Fundamental proposals

Any member may submit for consideration at a National Annual Meeting of Members, a proposal (draft resolution) 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 a majority (50% +1) of the votes cast at a Branch Annual General or General or Special 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 General 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 at least three Branch directors who shall have the authority to sign contracts and make payments on behalf of the Branch (one of which is the Treasurer). Two of the designated Branch directors must sign each payment document. All contracts must be pre-authorized by the Branch board.

- 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.

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, 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 shall have authority to make expenditures or acquire capital assets listed in the budget forecast approved at the Branch Annual General 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 approved budget forecast requires the approval of a majority (50% + 1) of the votes cast at a Branch Special or Annual General or General Meeting. An expenditure of more than the Branch set limit requires approval of national office or the national Board of Directors.

9.4.2 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 General 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 an Annual General or General Meeting. Withdrawals over that limit must be authorized at a Branch Annual General, or General Meeting, by a proposal receiving a majority (50%+1) of the votes cast.

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**

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. Rates of reimbursement are set by the National Association as a regulation. Any such expenses must be pre-approved by the Branch board.

PART X – AMENDMENTS TO BRANCH BY-LAWS

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

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

10.2 **Interim Amendments**

Between Branch Annual General Meetings, 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 Annual General 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 by-law, amendment or repeals ceases to have effect if it is not submitted to the members at the next Branch Annual General Meeting or if it is rejected by the members at the Branch Annual General Meeting 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 General 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 a Branch Annual General or Special 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.