



National Association of Federal Retirees

By-laws

York Branch ^[P]_[SEP]

By-laws
National Association of Federal Retirees
York Branch

Effective August 1, 2015

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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.

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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, on May 12th, 1999.
- 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, 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.

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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 membership fees received by the Branch.

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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 will be comprised of 8 to 12 Directors. Five of these Director positions are key positions essential for the operation of the Branch: President, Vice-President, Membership Secretary, Recording Secretary and Treasurer. For positions other than that of President, the Branch board will assign incumbents to these key positions as required.

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.

5.1.3 The Branch Board of Directors may designate volunteers from the Branch at large to assist the Board with general administrative functions throughout the year.

5.2 President

The President is elected and, as chair, shall call and chair Branch board meetings and Branch General Meetings.

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

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

5.4 Treasurer

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

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5.4.1 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 period.

5.5 Appointment of officers

The Branch board may appoint members to serve as other officers with duties and responsibilities and may specify and amend the officers' duties and responsibilities as required, except officer positions defined in these by-laws, which require member approval to change.

5.5.1 An appointment may be withdrawn and responsibility reassigned to another director at any time by majority vote of the Branch board. Withdrawal of an appointment does not affect the subject director's status as a member of the Branch board.

5.6 Branch Board

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 bylaws. The Branch board is, at all times, accountable to the Board of the Association.

5.6.1 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.

PART VI - NOMINATIONS AND ELECTIONS

6.1 Nominations Committee

The Branch President shall, at least 120 days prior to the date of the Branch Annual 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

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6.1.3 The Nominations Committee 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 Committee shall conduct an election at the Branch Annual Meeting to fill the position of Branch President and vacancies at the Director level.

6.3.1 Where there are multiple candidates for the position of Branch President, 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.

6.3.2 Where there are more candidates for Director positions than currently available, 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 the number of candidates equal the number of vacancies available.

6.3.3 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.

6.3.4 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 a Branch Annual Meeting for a term of 3 years, except for President. The term commences from August 1st after their election until July 31st of the year at the end of their term. One third of the director terms will end each year.

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6.5 Maximum terms

A member may serve on the Branch board in any capacity, except President, for an unlimited number of terms.

6.5.1 The position of President is for a 1 year term. A Member may be elected as President a maximum of four successive years and then may stand for election again as President after a break of at least 1 year.

6.6 Vacancies

In the event any position on the Branch board becomes vacant, the remaining members of the Branch board may fill the position by appointment until the next Branch Annual Meeting, 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 Annual Meeting to fill a vacant position, the Branch board may fill the position by appointment for a term of one year.

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, Vice-president, or Treasurer; or
- (b) if the director becomes ineligible to hold office in accordance with the Act, the national By-laws, or these by-laws; or
- (c) if the director is removed by ordinary resolution of the Members in accordance with the Act; or
- (d) the director has missed six consecutive regularly scheduled Branch board meetings.

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.

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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 shall determine the date, location, and agenda of the meeting. The date shall be no later than May 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 since the previous meeting and outlining the plans and priorities for the current and following year;
- c) Receive the reviewed financial records 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;
- 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 Copies of the record of proceedings for Branch Annual or Special Meetings and a copy of the reviewed financial report shall be forwarded to the 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.

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8.2.1 A Branch Special Meeting must be held within 30 days upon the written request of a minimum of 20 York Branch Members to 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 Annual Meeting, notice shall be given at least 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 2% of the current Branch membership, but never less than 25 participants including one half of the Board of Directors.

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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.

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

8.6.2 Full minutes of each Branch board meeting will be recorded and maintained in Branch archives. Branch archives may be maintained solely in an electronic format with, at a minimum, one additional electronic backup.

8.6.3 All York Branch Board communication and documentation may be transmitted by hard copy or electronically.

8.6.4 Means of Communication

A meeting of the Branch board or committee 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 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.

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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 review 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 and one other director). Cheques require two signatures to authorize for payment. In addition:

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 listed in the budget forecast from the Branch Annual Meeting, and otherwise shall have

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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 General Meeting. An expenditure exceeding the limit established by the national Board of Directors requires approval by either national office or the national Board.

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 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.

9.7 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.

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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 amend these by-laws 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 Meeting.

10.2 Interim amendments

Between Branch Annual 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 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 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 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.

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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 reallocated 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.