

NATIONAL ASSOCIATION OF FEDERAL RETIREES

Approved: September 2016

*BYLAWS KITCHENER-
WATERLOO & DISTRICT
BRANCH ON39*

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PART	AMENDMENT	DATE APPROVED

AMENDMENTS

BYLAWS

NATIONAL ASSOCIATION OF FEDERAL RETIREES

KITCHENER-WATERLOO & DISTRICT BRANCH ON39

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

“Branch executive” means the five designated officers of the Branch board.

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 January 15, 1982.
- 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 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;
- 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.

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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 39 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 39 board shall comprise at ten to fourteen elected directors, and may also include the voting Past-president. Of these directors the following shall serve as officers: President, Vice-President, Treasurer, Recording Secretary and Membership Director. The Members shall elect the ten to fourteen directors and the Members specifically elect the officer positions.

5.1.2 The number of directors on the Branch 39 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 by-laws set out in Part X.

5.2 **President**

The President, as chair, shall call and chair Branch board and executive 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.

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5.2.2 The President shall have such other duties and powers as the Branch 39 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 39 board may specify.

5.4 **Treasurer**

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

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 year.

5.5 **Recording Secretary**

The Recording Secretary shall take minutes or a record of proceedings of the Branch Members' meetings and the Branch board and executive meetings, and have such available for distribution, as required.

5.6 **Director of Membership**

The Director of Membership shall maintain the active membership records for the Branch.

5.7 **Appointment of Officers**

The Branch 39 board may appoint members to serve as additional officers with duties and responsibilities and may specify and amend the officers' duties and responsibilities as required, except ones defined in these by-laws, which require member approval to change.

5.7.1 An appointment may be withdrawn and responsibility reassigned to another officer at any time by majority vote of the Branch 39 board. Withdrawal of an appointment does not affect the subject officer's status as a member of the Branch 39 board.

5.8 **Past President**

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The Branch 39 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 39 board may specify.

5.9 **Branch 39 board**

The Branch 39 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 executive is, at all times, accountable to the Board of the Association.

- 5.9.1 The Branch 39 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 39 board.
- 6.1.3 The Nominations Committee shall call for nomination of candidates for available positions and shall present to the Branch Annual Meeting a slate of eligible candidates for each available position.

6.2 Nominations

- 6.2.1 There will be no nominations from the floor.
- 6.2.2 Written nominations will be accepted 30 days prior to the Branch Annual Meeting.
- 6.2.3 Nominations will be addressed to the Chair of the Nominations Committee at the Branch office, and sent via Canada Post or by e-mail.
- 6.2.4 Nominations must be submitted in writing with the signatures of the nominator and the nominee. E-mail nominees must bring an original signed copy of their nomination to the meeting to be elected.

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6.2.5 Nominator and nominee must be in attendance at the Annual Meeting to confirm the nomination.

6.3 Election process

The Chair of the Nominations Committee shall conduct an election for the Branch 39 board by asking approval of a proposed slate.

6.3.1 If the slate is not approved by the members, the Chair of the Nominations Committee shall then conduct elections individually for each position, starting with the officer positions.

6.3.2 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.

6.3.3 All ballots shall be destroyed by the Chair of the Nominations Committee after the elections.

6.4 Election and Term of Office

Members of the Branch 39 board shall be elected at the Branch Annual Meeting, for a term of 2 years. The term commences at the close of the Annual meeting at which they are elected. Terms shall be staggered so that half the director positions come for renewal each year. The President and Vice-president positions shall renew in the same year, and the Treasurer, Recording Secretary, and Membership positions shall renew in the same year as each other but in the alternate year as the President and Vice-president positions.

6.5 Maximum terms

A member may serve on the Branch 39 board in any capacity for a maximum of 2 full consecutive terms in a given elected position, and may stand for re-election to the Branch executive after a break of one year.

6.6 Vacancies

In the event any position on the Branch 39 board becomes vacant, the remaining directors of the Branch executive 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.

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6.6.1 In the event no candidate is presented at the Branch Annual Meeting to fill a vacant position, the Branch 39 board may fill the position by appointment for a term of one year, when the position shall come to the next Branch annual Meeting for election for the balance of the term. Where an appointee fills 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, 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 four consecutive regularly scheduled Branch 39 board meetings.

PART VII - Committees

7.1 The Branch 39 board may establish ad hoc committees as required with such objectives and resources as the Branch 39 board specifies. An ad hoc committee shall include at least one member of the Branch 39 board.

7.2 The Branch president shall annually appoint a Nominations Committee to assist with the nomination and election 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 or executive 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:

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- 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 39 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 39 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 39 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 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 executive at such time and place as the Branch 39 board may designate.

8.2.1 A Branch Special Meeting must be held upon the written request of 25 Branch Members within 30 days of receipt of the request by the Branch 39 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 39 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**

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The Branch 39 board 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 2% of the Branch members.

8.6 **Branch 39 board or executive Meetings**

Meetings of the Branch 39 board or Branch executive shall be at the call of the President or upon the request of one-third of the officers.

8.6.1 The quorum for a meeting of the Branch 39 board is a simple majority of the directors then in office.

8.6.2 If full minutes of Branch 39 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 proposals¹

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**

¹ Fundamental Proposal per national By-laws.

A fundamental proposal shall be considered to have the endorsement of the Branch if it receives the support of a majority of the Branch 39 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 39 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 39 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/or one other officer).

- 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) A minimum of two signatures are required to authorize a cheque.

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 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 Branch 39 board shall have authority to make expenditures listed in the budget forecast from 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 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 national Board authorized limit requires approval by 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 39 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 39 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 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 Annual Meeting.

10.2 **Interim amendments**

Between Branch Annual Meetings, the Branch 39 board may make, amend or repeal any section of the Branch by-laws except those relating to the number or terms of directors.

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10.2.1 Such by-law, amendment or repeal shall be effective from the date it is approved by the Branch 39 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 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 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 39 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.