



# NATIONAL ASSOCIATION of FEDERAL RETIREES

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Algonquin Valley Branch ON33

By-laws

**2023 April 13**



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## **BY-LAWS**

### **NATIONAL ASSOCIATION OF FEDERAL RETIREES**

#### **ALGONQUIN VALLEY (ON33) 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 Executive of a Branch.

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

“Officer” of the Algonquin Valley Branch means the President, one or two Vice-Presidents, Treasurer, Secretary, and Membership Secretary.

“Member of the Executive” of the Algonquin Valley Branch means all persons on the Branch Executive.

##### **PART II - The Branch**

- 2.1 The Branch is an entity and agent of the National Association of Federal Retirees (“the Association”), and was established by the Charter issued by the Board in 1985.
- 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, and
  - 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.

More information on the core functions of branches may be found in national Regulation 4.1: Branch Core Functions.

### 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 Executive**

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

**5.1.1 Composition**

The Branch Executive shall comprise the following Officers: President, one or two Vice-President(s), Treasurer, Secretary, and Membership Secretary, plus additional members as required to plan and conduct the proposed program of activities. This means a minimum of five (5) members on the Branch Executive.

5.1.2 The number of Officers plus other Members on the Branch Executive shall be limited to no more than 15, unless otherwise established at a Branch Annual Meeting, by a proposal approved by more than 50% of the votes cast.

5.2 **President**

The President, as chair, shall call and chair Branch Executive meetings and Branch Annual, General, and Special 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 Executive may specify.

5.3 **Vice-President(s)**

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

5.4 **Treasurer**

The Treasurer shall keep and maintain the financial records of the Branch and shall exercise primary signing authority for expenditures. The Treasurer shall report to the Executive on the finances at each meeting of the Executive.

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 for the current fiscal period.

5.5 **Secretary**

The Secretary shall keep and maintain the records of the Branch that are not maintained by the Treasurer and Membership Secretary.

5.6 **Membership Secretary**

The Membership Secretary shall maintain the membership records of the Branch.

5.7 **Appointment of Officers**

The Branch Officers and other members of the Executive shall be elected at a Branch Annual Meeting.

**5.8 Past President**

The Branch Executive may appoint the immediate Past President to serve as a non-voting advisor until a new President is elected. The Past President shall have such other duties and powers as the Branch Executive may specify.

**5.9 Branch Executive**

Members of the Branch Executive 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. Members of the Branch Executive are, at all times, accountable to the Board of the Association.

- 5.9.1 The Branch Executive 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 Executive.

- 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 for each available position. Where there are multiple candidates for a position, the candidates shall have an opportunity to present their case for seeking election, and there will be a vote, with the candidate who receives at least one vote more than any other candidate being elected.

6.3.1 The vote shall be by show of hands unless a secret ballot is requested by any of the candidates. 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 Executive shall be elected at the Branch Annual Meeting, for a term of two years, on a staggered basis so that half the positions come to the end of their term each year except for the Branch President who is elected annually. The Officer positions shall also be staggered so that half of the Officers' terms come to an end each year. The term commences at the close of the Annual Meeting at which they are elected.

**6.5 Vacancies**

In the event a position on the Branch Executive becomes vacant, the remaining members 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.

6.5.1 In the event no candidate is presented at the Branch Annual Meeting to fill a vacant position, 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.

6.5.2 Automatic Vacancy

A position on the Branch Executive shall be automatically vacated:



- (a) if the person filling the position resigns by delivering a written resignation to the Branch President, Vice-President, or Treasurer; or
- (b) if the person filling the position becomes ineligible to hold office in accordance with the Act, the national By-laws, or these by-laws; or
- (c) if the person filling the position is removed by Ordinary Resolution of the Members in accordance with the Act; or
- (d) The person filling the position has missed five consecutive regularly scheduled Branch Executive meetings.

## **PART VII - Committees**

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

## **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 Executive shall determine the date, location, and agenda of the meeting. The date shall be no later than April 15<sup>th</sup>.

#### **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 Executive since the previous meeting and outlining the plans and priorities for the current fiscal year;
- c) Receive the reviewed financial report for the previous fiscal year;
- d) Receive the budget for the current fiscal year;

- e) Approve a reviewer for the current fiscal year. The reviewer shall NOT be a member of the Branch Executive;
  - 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 Executive;
  - 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, (which may be marked “DRAFT” if it has not yet been approved at a subsequent Branch meeting), and a copy of the reviewed financial report shall be forwarded to National Office by no later than May 15<sup>th</sup>.

### 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 Executive may designate.

- 8.2.1 A Branch Special Meeting must be held upon the written request of 75 Branch Members within 30 days of receipt of the request by the Branch Executive.
- 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 Executive 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 Members to the Executive.

#### 8.3.1 **Record of Proceedings**

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

**8.4 Notice of Branch Meetings**

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

- 8.4.1 For a Branch Annual Meeting, notice shall be given a minimum of 21 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 of Members required to conduct business is the sum of five (5) plus two (2) times the number of members on the Branch Executive (e.g. if there are 10 members on Branch Executive the quorum is 5 plus 2 times 10 equals 25). This means that the minimum quorum is 15, and the maximum is 35.

If quorum is not met [and proper notice of the meeting was given] the members of the Executive present may make interim decisions and ask for Branch Members' approval at the next convenient General Meeting (or Special Meeting for a fundamental issue).

**8.6 Branch Executive Meetings**

- 8.6.1 Meetings of the Branch Executive shall be at the call of the President or upon the request of one-third of the members of the Executive then in office.
- 8.6.2 The quorum for a meeting of the Branch Executive, which may include teleconferenced participants, is a simple majority of the Executive then in office.
- 8.6.3 If full minutes of Branch Executive meetings are not kept, decisions made at such meetings will be fully recorded and those records entered into Branch archives.
- 8.6.4 Votes at Branch Executive meetings are by simple majority.
- 8.6.5 Between meetings motions may be made and voted by electronic means at the discretion of the Chair. All Executive members must be given the opportunity to

participate in the discussion and voting. Electronic votes are passed on a positive response from a majority of the Executive.

### 8.7 **Decision-Making**

#### 8.7.1 **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.

#### 8.7.2 **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 Executive or a majority (more than 50%) of the votes cast at a Branch Annual Meeting or Branch 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 Executive or a majority (more than 50%) of the votes cast at a Branch Annual Meeting or Branch Special Meeting.

### 8.9 **Procedure**

*Robert's Rules of Order Newly Revised*, as revised from time to time, 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.

A Branch Member who is not on the Executive shall carry out an annual financial review.

### 9.2 **Signing authority**

The Branch Officers shall have the authority to sign contracts and make payments on behalf of the Branch.

- i) Two signatures are required to authorize payments;
- ii) Spouses/partners may not both hold signing authority;
- iii) Two persons in a family, domestic or business relationship may not both hold signing authority;
- iv) 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 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 Executive shall have authority to make expenditures listed in the budget 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 of more than the Branch set limit or that was not included in the budget requires the approval of a majority (more than 50%) of the votes cast at a Branch Special or General Meeting. An expenditure of more than the nationally approved limit requires the approval of 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 **Reserve Funds**

**The Branch may establish and maintain reserve funds in accordance with the Association’s Regulations. The Branch board has the authority to create, change, or remove such reserves and must present a report on the status of all branch reserves at each annual general meeting as part of the presentation of the Branch’s financial statements.”**

### 9.7 **Remuneration**

No Member elected to the Branch Executive 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 (more than 50%) of the votes cast at a Branch Annual Meeting or Branch Special Meeting.

10.1.1 The text of the proposed amendment must be available, as specified in the Notice for the Branch Annual Meeting or Branch Special Meeting.

**10.2 Interim amendments**

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

10.2.1 Such by-law, amendment or repeal shall be effective from the date it is approved by the Branch Executive until the next Branch Annual Meeting, where it may be confirmed, amended or rejected by a majority (more than 50%) 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.

**10.3 Regulations and Procedures**

The Branch Executive 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 a Branch Annual Meeting or Branch 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.