

ON46 QUINTRENT BRANCH BYLAWS



BYLAWS
NATIONAL ASSOCIATION OF FEDERAL RETIREES
ON46 QUINTRENT BRANCH
2021

CONTENTS

PART I	Definitions	1
PART II	The Branch	1
PART III	Membership	2
PART IV	Membership Fees	2
PART V	Branch Executive	2
PART VI	Nominations and Elections	4
PART VII	Committees	5
PART VIII	Branch Meetings	5
PART IX	Financial Administration	7
PART X	Amendments to Branch by-laws	9
PART XI	Dissolution of the Branch	9

ON46 QUINTRENT BRANCH BYLAWS

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 Executive" means the group of volunteers elected by the members of the Branch to conduct and manage the business of the Branch.

"Majority" means a vote of at least 50% of the votes cast plus one.

Part II - The Branch

Purpose

1. The Branch is an entity and agent of the Association established by the Charter issued by the Board in 1990.
2. The Branch is subject to the Association's National By-Laws.
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.

Core Functions

4. 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; 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; and
 - g. Governance - sound governance in accordance with applicable laws, by-laws and policies.

Not for Profit

5. 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.

ON46 QUINTRENT BRANCH BYLAWS

PART III - Membership

Eligibility

1. A person eligible for membership in the Association is eligible for membership in the Branch.

Termination

2. A person's membership in the Branch terminates automatically upon termination of membership in the Association.

Allocation

3. 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.

- a. Members may request re-allocation to another Branch at any time.
- b. In the event of the dissolution of the Branch members shall be re-allocated by the Board to adjacent Branches.

Code of Conduct

4. All members shall abide by the Associations' 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

1. Membership fees are set by the Association.
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

1. The Branch Executive shall comprise five directors occupying the positions of President, Vice-President, Past President, Secretary, Treasurer and Vice-Treasurer, and up to eight directors with duties as outlined in this by-law. 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.
2. The Branch Executive members 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.
3. The Branch Executive may appoint directors to serve as officers with specified duties and responsibilities, and may amend these duties and responsibilities as required, except for ones defined in these by-laws, which

ON46 QUINTRENT BRANCH BYLAWS

require member approval to change. A director appointed by the Executive Committee must be approved by election in the subsequent Annual Meeting of Members.

Composition and Duties

4. The Branch Executive shall comprise the following officers elected for a one-year term who will perform the specified duties:

- a. President;
 - i) Call and chair Branch Executive meetings and Bi-Annual Members' Meetings;
 - ii) Coordinate the activities of the Branch Executive and its sub-committees;
 - iii) Represent the Branch to the National Office of the Association;
 - iv) Attend national Meetings of Members and other occasions as warranted;
 - v) Perform such other duties and powers as the Branch executive may specify;
 - vi) Maintain the by-laws of the Branch in accordance with the guidelines issued by the National Office;
- b. Vice-President;
 - i) Assume the duties of the President in the event of the President's absence, disability or refusal to act;
 - ii) Perform such other duties and powers as the Branch Executive may specify;
- c. Secretary;
 - i) Attend meetings of the Branch Executive and of Branch Members' Meetings, provide agendas and maintain minutes of the meetings;
 - ii) Circulate the minutes of each meeting within ten days to the Branch Executive for comments and provide the corrected version at least seven days before the following meeting;
 - iii) Maintain the Executive contact list;
 - iv) Maintain the office filing system;
 - v) Prepare and mail reports and returns provided by the Branch Executive;
- d. Treasurer;
 - i) Maintain the financial accounts of the Branch as per the guidance in PART IX;
 - ii) Receive and deposit all monies in established accounts designated by the Branch Executive;
 - iii) Exercise primary signing authority for expenditures;
 - iv) Make payment of all accounts payable as authorized by the Branch Executive;
 - v) Prepare and present monthly financial reports for the Branch;
 - vi) Prepare and present annual financial statements for the Branch;
- e. Deputy Treasurer;

ON46 QUINTRENT BRANCH BYLAWS

- i) Assume the duties of the Treasurer in the event of the Treasurer 's absence, disability or refusal to act;
 - ii) Perform such other duties and powers as the Branch Executive may specify.
 - f. Past President;
 - i) Serve as a non-voting member of the Board Executive;
 - ii) Advise and assist the President and the Branch Executive;
 - iii) Chair a Nominating Committee each year to select a proposed slate of Officers and directors as detailed in PART VI;
5. The Branch Executive may comprise up to eight additional directors elected by the members for a two-year term and appointed by the Executive to the following functions and any other functions that may be deemed necessary by the Executive:
- a. Chair, Nominating Committee;
 - b. Chair, Telephone Communications Committee;
 - c. Chair, Welfare Committee;
 - d. Chair, Seniors' Issues and Health Benefits Committee;
 - e. Chair, Social Events Committee;
 - f. Chair, Public Relations and Publicity Committee.
6. An appointment may be withdrawn and responsibility reassigned to another director at any time by majority vote of the Branch board or executive. Withdrawal of an appointment does not affect the subject director's status as a member of the Branch board or executive.

PART VI - Nominations and Elections

1. The Chair of the Nominating Committee may select other Branch members to serve on the Committee.
2. The role of the Nominating Committee is to assist with the nomination and election of eligible Branch members to available positions on the Branch executive.
3. The Nominating Committee shall call for nomination of candidates for available positions and shall present to the Fall Meeting of Members a list of eligible candidates for each available position. Additional nominations may be made from the floor during the meeting. An eligible candidate shall be a member of the Branch in good standing.
4. Any member of the Branch, in good standing, may vote. The election shall be made by a show of hands, with the candidate receiving the largest number of votes being declared elected. If there is no more than one candidate for a position, that candidate may be declared elected by acclamation.

ON46 QUINTRENT BRANCH BYLAWS

5. In the event that a position on the Board becomes vacant the Board may fill the position by appointment until the next fall Meeting of Members, at which time the position shall be filled by election.

PART VII - Committees

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 Board Executive.

2. The Branch Executive shall assist the Past President in appointing a Nominating Committee to assist with the nomination and election of the Board Executive.

PART VIII – Branch Meetings

1. 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 directors.

Annual Meetings

2. The Branch shall hold an Annual General Meeting (AGM) in the Fall to conduct election of directors, and a Branch Annual Meeting of Members (AMM) in the Spring to conduct the mandatory business of the Branch. The Branch Executive shall determine the date, location and agenda of the meetings.

3. Participation at Meetings of Members may be by telephonic, electronic, or other communication method as determined by the Board. The Board may determine that the meeting shall be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4. Any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

5. At every Branch AMM, the Members assembled shall:

- a) Receive a report from the President concerning the activities of the Branch board or executive since the previous meeting and outlining the plans and priorities for the current and following year;
- b) Receive the reviewed financial records for the previous financial year;
- c) Receive the budget for the current year and the forecast for the next fiscal year;

ON46 QUINTRENT BRANCH BYLAWS

- d) Approve a reviewer for the current financial (calendar) year. The reviewer shall NOT be a member of the Branch board or executive;
 - e) Consider any proposals for amendment of the Branch By-laws, notice of which was included in the notice for the meeting; and
 - f) Conduct other such business as may be properly brought before the meeting.
6. Minutes of Branch Special Meetings, AMMs and GMMs shall be recorded and approved at the following meeting.
7. 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.

Special Meetings

8. The Branch may hold a Special Meeting at the call of the Branch Executive at such time and place as the Branch Executive may designate.
9. 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 Executive.
10. 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.
11. A record of proceedings of a Branch Special Meeting shall be tabled at the next Branch Annual or General Meeting.

Notice of Branch Meetings

12. For Branch Annual and General Meetings, notice shall be given at least 21 days prior to the meeting.
13. For a Branch Special Meeting, notice shall be given at least 14 days prior to the meeting.

Branch Executive Meetings

14. Meetings of the Branch Executive shall be held at the call of the President or upon the request of one-third of the Executive. Normally they will be held once a month except during July and August.
15. Minutes of each Branch Executive meeting shall be recorded, and the minutes shall be approved at the following meeting.

Quorum

16. At any Branch Annual, Special, or General meeting the quorum required to conduct the business of the Branch is 2% of the Branch membership.
17. Any matter voted upon at a General Meeting, with the exception of amendments to the Branch by-laws, shall be decided by a simple majority of the members present. Amendments to the Branch by-laws shall be voted upon at the Branch Annual Meeting or at a Special Meeting called for the purpose of amending the by-laws, and must achieve a two-thirds majority of the members present for approval.

ON46 QUINTRENT BRANCH BYLAWS

18. A quorum for a Branch Executive meeting shall be 50% of directors then in office. Any matter voted upon at an Executive Committee meeting shall be decided by a simple majority of the members present.

Fundamental Proposals

19. 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.

20. 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 the majority of the votes cast at an Annual or Special Branch meeting.

Branch Proposals to the Association's Annual Meeting

21. In accordance with the Association's 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 of the votes cast at a Branch Annual or Special Meeting of Members.

Procedure

22. *Roberts rules of Order Newly Revised* is the authority on meeting procedure to be followed in Branch meetings, unless members approve the use of other rules of order.

PART IX – FINANCIAL ADMINISTRATION

Fiscal Year

1. For financial reporting and audit purposes the Branch financial year is the calendar year.

Signing Authority

2. The Treasurer, Deputy Treasurer, President and a Vice President shall be the signing authorities for all Branch cheques.

- a. Spouses may not both hold signing authority;
- b. Two persons in a family, domestic or business relationship may not both hold signing authority;
- c. No person shall sign a cheque made out in their own name;
- d. Two signatures are required to authorize a cheque for payment.

Banking

3. The banking business of the Branch shall be conducted at such bank, trust company or other firm or corporation carrying on a banking business

ON46 QUINTRENT BRANCH BYLAWS

designated by the Branch Executive, in compliance with national policy. The Treasurer shall have the primary responsibility for conducting the banking business of the Branch.

Spending Authority

4. The Branch Executive 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.

5. An expenditure that was not included on the budget forecast requires the approval of a majority of the votes cast at a Branch General or Special Meeting. An expenditure of more than the Branch set limit requires approval of National Office or the National Board of Directors.

6. If approval is sought at a Branch Annual or General Meeting notice of the proposal must be given in the notice for the meeting, at least 14 days prior to the meeting.

Borrowing Authority

7. The Branch shall not have authority to borrow money.

Defence of Benefits Emergency Reserve Fund

8. 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. The maximum amount to be held in the Defence of Benefits Fund, and the limit for individual withdrawals for specific purposes, may be set at a Branch Annual Meeting by a proposal receiving a majority of the votes cast.

10. The Branch Executive may authorize withdrawals from the reserve up to the limit set.

Remuneration

11. 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.

Expenses

12. 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

1. A proposal to amend these by-laws requires approval by a majority of the votes cast at a Branch Annual, General or Special Meeting.

ON46 QUINTRENT BRANCH BYLAWS

2. The text of the proposed amendment must be included in the Notice for the Branch Annual, General or Special Meeting.

Interim Amendments

3. 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 directors. 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 of the votes cast at the meeting.

4. 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.

Review and Approval

5. The Branch is required to forward its by-laws and any subsequent amendments to the Association National Office for review and Board approval.

Precedence

6. 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.

Regulations and Procedures

7. 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 it is rejected. A regulation or procedure that is confirmed, or confirmed as amended, remains in effect in the form in which it was confirmed.

PART XI – DISSOLUTION OF THE BRANCH

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.

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. Any assets remaining after settlement of the Branch's liabilities shall be transferred to the National Association.