



National Association of Federal Retirees

York Branch Bylaws

Draft April 2022

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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 National Board of Directors of the Association and does not refer to 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.

PART II – The Branch

- 2.1 The Branch is an entity and agent of the National Association of Federal Retirees (“the Association”), initially established by the Charter issued by the Board, on May 12th, 1999.
- 2.2 The Branch is subject to the Association’s National Bylaws and Regulations.
- 2.3 The Branch catchment area is defined primarily by postal codes. With the addition of a portion of the former Oshawa Branch, the boundaries are approximately Highway 50 in the west, Highway 89 and the Lake Simcoe shoreline in the north, Durham regional Highway 12 in the east and Steeles Avenue in the south.
- 2.4 As an agent of the Association, the Branch carries out local programs consistent with the purpose, strategic direction and policies of the Association.
- 2.5 The core functions of the Branch are:
 - (a) Advocacy, at the local level, in support of national initiatives to protect and promote the pensions, benefits and general welfare of members and potential members;
 - (b) Information sharing;
 - (c) Membership recruitment and engagement;
 - (d) Connecting individual members and their families with information needed to access their pensions and benefits;
 - (e) Volunteer support and development;
 - (f) Responsible management of Branch finances;
 - (g) Governance in accordance with applicable laws, bylaws and policies.

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- 2.6 The Branch shall carry out its operations without financial benefit to its members.

PART III - Membership

- 3.1 A person eligible for membership in the Association is eligible for membership in the Branch.
- 3.2 A person's membership in the Branch terminates automatically upon termination of membership in the Association.
- 3.3 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.
- 3.4 In the event of the dissolution of the Branch, members shall be re-allocated by the Board to adjacent Branches.
- 3.5 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 Bylaws and Regulations.

PART IV – Membership Fees

- 4.1 Membership fees are set by the Association and all membership fees are collected by the National Office of the Association.

PART V – Branch Board

- 5.1 Branch Board 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 The Branch Board of Directors will be comprised of 5 to 12 Directors. The three key positions essential for the operation of the Branch are President, Treasurer and Secretary. For positions other than that of President, the Branch Board will assign incumbents to key positions such as Membership, Advocacy Lead, Event Coordinator, Webmaster and Equipment Manager as required.
- 5.1.2 The Branch Board of Directors may designate volunteers from the Branch at large to assist the Branch Board with general administrative functions throughout the year.

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- 5.2 The Branch President is elected and shall:
- (a) Call and chair Branch Board meetings and Branch General Meetings.
 - (b) Serve as the chief spokesperson of the Branch and represent the Branch at national Meetings of Members.
 - (c) Have such other duties and powers as the Branch Board may specify.
- 5.3 The Treasurer is appointed from the members of the Branch Board and shall:
- (a) Keep the financial accounts of the Branch and exercise primary signing authority for expenditures.
 - (b) Present to the Branch Annual General Meeting a report of the Branch finances for the previous fiscal year, a budget forecast for the current year and a statement of the Branch reserve funds.
 - (c) Have primary responsibility for conducting the banking business of the Branch.
- 5.4 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 bylaws, which require member approval to change.
- 5.5 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 The Branch Board shall manage and supervise the affairs of the Branch subject to the Act, the Bylaws and national policies of the Association, and these bylaws. The Branch Board is, at all times, accountable to the Board of the Association.
- 5.7 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 The Branch President shall, at least 120 days prior to the date of the Branch Annual General Meeting, appoint a Chair of the Nominations Committee.

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- 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 President and the Branch Board directors.
- 6.2 Branch members may make additional nominations from the floor at the Branch Annual General 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 The Chair of the Nominations Committee shall conduct an election at the Branch Annual General 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 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.

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- 6.5 Except for the President position, members of the Branch Board shall usually be elected at a Branch Annual General Meeting for a term of 3 years. The term commences from August 1st after their election until July 31st of the year at the end of their term. The goal is for one third of the director terms to end each year. Except in the position of President, a member may serve on the Branch Board in any capacity for an unlimited number of terms.
- 6.5.1 In the event any position on the Branch Board is vacant, the remaining members of the Branch Board may fill the position by appointment until the next Branch Annual General Meeting, at which time the position shall be filled by election for the balance of the term.
- 6.6 The position of director shall be automatically vacated:
- (a) If the director resigns by delivering a written resignation to the Branch President or Treasurer; or
 - (b) the director becomes ineligible to hold office in accordance with the Act, the national Bylaws or these bylaws; or
 - (c) 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.

Part VIII – Branch Meetings

- 8.1 The Branch shall hold a Branch Annual General Meeting to conduct the mandatory business of the Branch. The format, date, location and agenda of the Annual General Meeting will be determined by the Branch Board. The meeting should be held no later than May 01st.
- 8.1.1 At the 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.

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- (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) Receive a statement of the Branch Reserve Funds.
 - (f) Approve a reviewer for the current financial (calendar) year. The reviewer shall not be a member of the Branch Board.
 - (g) Consider any proposals for amendment of the Branch bylaws, notice of which was included in the notice for the meeting.
 - (h) Conduct elections for the Branch Board.
 - (i) Conduct other such business as may be properly brought before the meeting.
- 8.2 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 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 The record of proceedings of a Branch Special Meeting shall be tabled at the next Branch Annual General Meeting
- 8.3 At the call of the Branch Board, the Branch may hold Members meetings, intended for information sharing or social functions.
- 8.4 The Branch Board shall ensure that Members are given adequate notice of Branch Meetings as follows:
- (a) For a Branch Annual General Meeting, notice shall be given at least 21 days prior to the meeting.
 - (b) For a Branch Special Meeting, notice shall be given at least 14 days prior to the meeting.
 - (c) For a Branch Members Meeting, notice shall be given at least 14 days prior to the meeting.
- 8.5 At any Branch Annual General or Special meeting, the quorum required to conduct business is 2% of the current Branch membership including one half of the Branch Board of Directors.

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- 8.6 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 A meeting of the Branch Board or committee may be conducted in person or by any electronic means 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 In accordance with the national Bylaws, 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.
 - 8.7.1 Any member may submit to a Branch Board for consideration at a National Annual Meeting of Members, a proposal to amend special fundamental parts of the Association's Articles or Bylaws pursuant to the Act.
- 8.8 *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 For financial reporting and review purposes, the Branch financial year is the calendar year.
- 9.2 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:
 - (a) both spouses may not hold signing authority;

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- (b) two persons in a family, domestic or business relationship may not hold signing authority;
 - (c) no person shall sign a cheque made out in their own name.
- 9.3 The banking business of the Branch shall be conducted at such bank, trust company or other firm or corporation carrying on a banking business, designated by the Branch Board, in compliance with the national policy.
- 9.4 The Branch board shall have authority to make expenditures listed in the budget forecast from 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 exceeding the limit established by the national Board of Directors requires approval by either national office or the National Board.
- 9.5 The Branch shall not have any authority to borrow money.
- 9.6 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 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 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 Bylaws

- 10.1 A proposal to amend these bylaws 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 Between Branch Annual General Meetings, the Branch Board may make, amend or repeal any section of the Branch bylaws except those relating to the number or terms of directors.

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- 10.2.1 Such bylaw, 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 bylaw amendment or repeal 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.
- 10.3 The Branch is required to forward their bylaws and any subsequent amendments to the Association national office for review and Board approval.
- 10.4 The Branch board may establish regulations and procedures supplementary to these bylaws. 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 an Annual General 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.