

NATIONAL ASSOCIATION OF FEDERAL RETIREES

CALGARY AND DISTRICT BRANCH BY-LAWS

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BY-LAWS
NATIONAL ASSOCIATION OF FEDERAL RETIREES
CALGARY AND DISTRICT 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 Board of directors of a Branch.

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

“Branch” means the Calgary and District Branch of the National Association of Federal Retirees.

“Branch Annual Meeting” means the annual meeting of the Branch Members at which, in addition to any other business that may be transacted, the items listed in Section 8.1.2 shall be presented to the Branch members.

“Executive” means the President, Vice-President, Treasurer, and Secretary.

“Director” means any member elected or appointed to the Branch Board. This includes the President and the immediate Past President.

“Meeting of Members” means an Annual Meeting of Members, a General Meeting of Members, or Special Meeting of Members of the Branch.

“Member in Good Standing” means the member has paid membership fees or other required fees to the Association, is not suspended as a member and is in compliance with the Association’s Code of Conduct.

“Officer” means anyone who has been elected or appointed as an Officer of the Branch in accordance with these by-laws, including but not limited to the President, Vice-President, Treasurer, Secretary and any other Officers appointed by the Directors.

“Special Resolution” means a resolution passed at a Branch Annual, Special or General Meeting and requires approval of two-thirds (66%) of the voting members who vote in person or a

resolution agreed to in writing by all the voting members who are eligible to vote on the resolution in person at a General Meeting.

“Voting member” means a member entitled to vote at the Branch Annual, Special or General Meetings.

PART II – Calgary and District 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 December 31, 1964.
- 2.2 The Branch is subject to the Association’s By-laws and Regulations.
- 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.

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; 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.

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 Association's Board to adjacent Branches or to a Branch of the member's choice.

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.

3.5 **Rights and Privileges of Members**

3.5.1 Any member in good standing is entitled to:

- a) receive notice of Branch meetings;
- b) attend, speak and vote at any Branch meeting; and
- c) exercise other rights and privileges given to members in these By-laws.

PART IV – Membership Fees

- 4.1 Membership fees are set by the Association.
- 4.2 The Branch President is responsible for forwarding any fees paid by members at the Branch in cash or cheques to the Association’s national office.

PART V – Branch Board

5.1 Powers and Duties of the Branch Board

The Branch Board shall manage and supervise the affairs of the Branch subject to the Act, the Association’s By-laws, Regulations and Policies, and these By-laws. The Branch Board is, at all times, accountable to the Association’s Board.

- 5.1.1 The powers and duties of the Branch Board include but are not limited to:
 - a) ensuring the Core Functions of Branches are carried out to the best of their ability and within Branch resources;
 - b) maintaining Branch records including Branch financial and administrative reports and for submitting reports, as required, to the Association’s national office;
 - c) recruiting volunteers to undertake Branch work, and regulating volunteers’ duties, and setting expense reimbursement rates within the limits of Section 9.8 of these By-laws;
 - d) hiring employees to operate/support the Branch delivery of Core Services;
 - e) approving an Annual Budget and forecast for the next fiscal year for presentation to the Branch Annual Meeting;
 - f) recommending to the Branch Annual Meeting a suitably qualified Reviewer to review the Branch financial records;
 - g) making policies for managing and operating the Branch;
 - h) maintaining and protecting the Branch assets and property;
 - i) appointing legal counsel as necessary;
 - j) ensuring Directors sign the Code of Conduct; and
 - k) identifying and implementing Branch Board training.

5.2 **Composition**

The Branch Board shall be comprised of eight to twelve directors. Four of these directors shall serve as the following officers: President, Vice-President, Secretary, and Treasurer.

- 5.2.1 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.
- 5.2.2 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.

5.3 **President**

The President, as Chair, shall call and chair Branch Board meetings and Branch Special, Annual, and General Meetings.

The President is a voting member at all meetings. There are no tie breakers; therefore, tie votes are considered defeated.

- 5.3.1 The President shall serve as the chief spokesperson of the Branch and at the Association's meetings of members.
- 5.3.2 The President shall have such other duties and powers as the Branch Board may specify.

5.4 **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.

5.5 **Secretary**

The Secretary keeps accurate minutes of all Branch Annual, General, Special and Branch Board Meetings; has charge of the Branch Board's correspondence; and carries out other duties as assigned by the Branch Board.

5.6 **Director of Membership**

The Director of Membership works with other Directors/volunteers to maintain records of Branch members; provides an annual Recruitment and Retention Plan to the Branch Board; provides periodic reports on Branch membership to the Branch Board and Branch Members' Meetings; and carries out other duties as assigned by the Branch Board.

5.7 **Treasurer**

The Treasurer shall keep the financial accounts of the Branch.

5.7.1 At each Branch Annual Meeting, the Treasurer shall submit:

- a) the reviewed report of the Branch finances for the previous fiscal year; and
- b) the Branch Board approved Budget for the current operating year and forecast for the next fiscal year.

5.8 **Election/Appointment of Officers**

The President is elected at a Branch Annual Meeting.

The Branch Board appoints the Vice-President, Secretary, and Treasurer and may appoint other Directors to serve as officers with duties and responsibilities and may specify and amend the officers' duties and responsibilities as required.

5.8.1 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.

5.9 **Vacancy, Director**

The position of Director shall be vacated:

- a) if the Director resigns by delivering a written resignation to the President; or
- b) if the Director does not attend three (3) consecutive Branch Board meetings, or 50% of the Branch Board meetings as defined in Section 8.6 between May 1st and the following April 30th; or
- c) if the Director becomes ineligible to hold office in accordance with the Act or these By-laws; or
- d) if the Director is removed by Ordinary Resolution of the Members in accordance with the Act.
- e) The Branch Board may approve an exemption or leave of absence for a Director if extenuating circumstances exist related to Section 5.9 b).

5.10 **Past President**

The Branch Board may appoint the Past President to serve as a non-voting advisor for up to two (2) years. The Past President shall have such other duties and powers as the Branch Board or Executive may specify.

5.11 **Branch Board Discipline and Removal**

The Branch Board may recommend to the Branch members that a Director be removed from office using Section 5.9 d) of these By-laws for:

- a) violating any provision of the Act, Articles, By-laws, Regulations, or policy of the Branch; or
- b) engaging in conduct detrimental to the interests and purposes of the Branch, as determined by the Branch Board.

5.11.1 A Director being recommended for removal is entitled to submit to the Branch members a written statement giving reasons for opposing their removal if a meeting is called for that purpose.

PART VI - Nominations and Elections

6.1 **Nominations**

The Branch President shall, at least 60 days prior to the date of the Branch Annual Meeting, request the Past President to lead the nominations and elections process. If there is no Past President, or the Past President is unable to assume this role, then the President or a designated Director will lead the nominations and elections process.

6.1.1 If the President is running for re-election, then they cannot assume the role of leading the nominations and election process.

6.1.2 The Past President, President or designated Director shall call for nominations of candidates and shall seek eligible Branch members who are willing to stand for available positions and shall present to the Branch Annual Meeting a list of eligible candidates for each available position.

6.2 **Nominations Deadline**

Nominations from the floor shall not be allowed. All nominations must be received no later than 21 days prior to the Branch Annual Meeting.

6.3 Election Process

The President, Past President or designated Director shall conduct an election for each available position. Where there are multiple candidates for a position, 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 (1) candidate receives at least 50% + 1 of the votes cast.

6.3.1 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 Past President, President or designated Director.

6.3.2 All ballots shall be destroyed by the Past President, President, or designated Director after the elections.

6.4 Election and Term of Office

Members of the Branch Board shall be elected at the Branch Annual Meeting, for a term of two (2) years. The term commences at the close of the Annual Meeting at which they are elected and ends with the Branch Annual Meeting two (2) years after being elected or re-elected. Terms will be staggered so that one-half (1/2) of the Branch Board positions come up for election each year.

6.5 Maximum Terms

A member may serve on the Branch Board in any capacity for a maximum of six (6) full consecutive terms and may stand for re-election to the Branch Board after a break of one (1) year, to be effective at the 2022 Branch Annual Meeting.

6.6 Vacancies

In the event any position on the Branch Board becomes vacant, the remaining Directors 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.

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 (1) year. Where a Director is elected or appointed to fill 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.

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 (1) member of the Branch Board.

7.2 Standing Committees

The Branch President or Branch Board shall annually appoint this Standing Committee.

7.2.1 Finance and Operational Planning Committee consists of the Treasurer and a minimum of two (2) other members appointed by the Branch Board. It is responsible for recommending budget policies to the Branch Board; establishing policies for Branch Board and committee expenditures in compliance with Association's By-laws and Regulations; and carrying out other duties as assigned by the Branch Board.

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 April 30th of each calendar year.

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 Branch Annual Meeting and outlining the plans and priorities for the current and following year;
- c) receive the financial statements for the previous financial year;
- d) receive a report on the status of the Branch Reserves;
- e) receive the Branch Board approved budget for the current year and forecast for the next fiscal year;
- f) approve a Reviewer for the current financial year. The Reviewer shall NOT be a member of the Branch Board;

- g) receive and consider any proposals for amendment of the Branch By-laws, notice of which was included in the notice for the meeting;
- h) conduct elections for the Branch President and Directors; and
- i) 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 records shall be forwarded to the Association's national office by no later than May 15th of each year.

8.1.4 **Voting**

8.1.4.1 Each Voting Member has one (1) vote. A show of hands decides every vote at Branch Meetings. A ballot is used if at least 15 Voting Members request it. Members may withdraw their request for a ballot.

8.1.4.2 A Voting Member may not vote by proxy.

8.1.4.3 A majority of the votes of the Voting Members (50% + 1) present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution which requires a two-thirds (66%) majority.

8.1.4.4 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for or against the resolution.

8.1.4.5 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

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.

8.2.1 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 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 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 Notice of any in-person or virtual meeting of members of the Branch may be given electronically to all members of the Branch for whom the Association has an email address, not later than 30 days prior to the meeting by posting a notice of the meeting on the Branch's section on the *federalretirees.ca* Website and such notice shall be deemed to be notice to all of the members of the Branch.

8.4.2 No action taken at a Branch Meeting is invalid due to accidental omission to give any notice to a member; any member not receiving any notice; or any error in any notice that does not affect the meaning.

8.5 **Quorum**

At any Branch Annual, Special or General Meeting, the quorum required to conduct business is 50 members for in-person meetings and 25 for virtual meetings. If a quorum is not present within one-half (1/2) hour after the time set, the President shall cancel the Annual, Special or General Meeting. If cancelled, the meeting is rescheduled for two (2) weeks later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the members in attendance.

8.5.1 Notice for the rescheduled meeting will include notice that if quorum is not achieved as set out in Section 8.5, the meeting will proceed without quorum.

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 (1/3) of the directors. No less than six (6) meetings will be held per year.

8.6.1 The quorum for a meeting of the Branch Board is a simple majority of the Directors in office at the time. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum but cannot vote on the issue related to the conflict.

- 8.6.2 If full minutes of Branch Board Meetings are not kept, decisions made at such meetings will be fully recorded and those records entered into Branch archives.
- 8.6.3 The President shall cause the Branch Board to be given sufficient notice of a meeting, its agenda, and supporting materials to allow them to adequately prepare for the meeting.
- 8.6.4 The minimum notice to be given to Directors is 72 hours if the notice is given by electronic means and 10 days if the notice is given by mail.
- 8.6.5 Notice of a meeting shall not be necessary if all of the Directors are present, and no Director objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of the meeting. Notice of an adjourned meeting is not required if the time and place for the resumption of the meeting is announced at the original meeting.
- 8.6.6 Notwithstanding the foregoing, provided a quorum of Directors is present, each newly elected Branch Board may, without notice, hold its first meeting immediately following the Branch Annual Meeting at which the Branch Board is elected.
- 8.6.7 A meeting of the Branch Board may be conducted by any 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 participating in the meeting.
- 8.6.8 All Directors including the President, or Chair, have the same voting rights. In the event a vote on a proposal under consideration by the Branch Board results in a tie, the motion shall be considered defeated. The Chair does not have a second vote to break a tie.
- 8.6.9 For proposed by-law changes, undertaking disciplinary measures or removal of Directors/Officers as allowed by the by-laws, a majority of two-thirds (66%) is required for approval. For all other proposals a simple majority (50% + 1) is required for approval.
- 8.6.10 No person shall act for an absent Director at a meeting of the Branch Board.

8.7 **Procedure**

The most recent edition of *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, the President and up to three (3) other Directors).

- a) a minimum of two (2) signatures are required on all cheques and to authorize all contracts up to the value delegated by the Association's Board;
- b) two (2) persons in a family, domestic or business relationship may not both hold signing authority; and
- c) 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 Association's 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 received at the Branch Annual Meeting up to the delegated amount set by the Association's Board. An expenditure that exceeds the nationally delegated limit requires approval by the Association's Board.

9.5 Borrowing Authority

The Branch shall not have any authority to borrow money.

9.6 Reserve Funds

The Branch Board may establish, maintain and use reserve funds in accordance with Association's By-laws and Regulations. The creation, values and use of all reserves will be reported to Branch members at each Branch Annual Meeting.

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.

9.8 **Expenses**

Subject to policy established by the Branch Board, 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. Rates of reimbursement set by the Branch shall not exceed the rates established by the Association's Board.

PART X - Amendments to Branch By-laws

10.1 A proposal to amend these By-laws requires approval by two-thirds (66%) of the votes cast at a Branch Annual or Special Meeting.

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

10.2 **Review, Approval and Effective Date**

The Branch is required to forward their By-laws and any subsequent amendments to the Association's office for review and for approval by the Association's Board. Branch By-laws become effective the date of approval by the Association Board.

10.3 **Precedence**

In the event of a discrepancy or disagreement between Branch By-laws and the Association's By-laws, the provisions of the Association's By-laws shall govern.

10.4 **Regulations and Procedures**

The Branch Board may establish regulations, policies and procedures supplementary to these By-laws.

PART XI - Dissolution of the Branch

- 11.1 Approval of a proposal to request the Association's Board to dissolve the Branch requires two-thirds (66%) 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 Association's Board to adjacent Branches, and administration of the winding up of the Branch shall be turned over to the Association and any assets remaining after settlement of the Branch's liabilities shall be transferred to the Association.