

2023

# **NATIONAL ASSOCIATION OF FEDERAL RETIREES**

**Victoria – Fred Whitehouse Branch BC09**

**By-laws**

**Approved: 2023**



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## BY-LAWS

### NATIONAL ASSOCIATION OF FEDERAL RETIREES

#### VICTORIA-FRED WHITEHOUSE BRANCH

##### **PART I - Definitions**

“Act” means the *Canada Not-for-profit Corporations Act*

“Association” and “National Association” mean the National Association of Federal Retirees

“Branch” or “BC09” means the Victoria – Fred Whitehouse Branch, BC09 of the Association

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

“National Board (NBOD)” means the Board of Directors of the Association

##### **PART II – The Branch**

- 2.1** The Branch is an entity and a subset of the Association, established by the charter issued by the NBOD on October 16, 1963, confirmed again by charter from the NBOD on April 20, 1964, and renamed as Victoria – Fred Whitehouse by charter on March 19, 1999.
- 2.2** The Branch is subject to the By-laws of the Association.
- 2.3** As a subset 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;
  - ii) Oppose measures detrimental to the interests of members and potential members; and
  - iii) Enhance benefits of seniors in general.
- b) Information sharing;
- c) Membership recruitment and engagement;
- d) Member support – Providing 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. Funds raised from other than members' dues may be used for Branch objectives, consistent with the incorporated purposes 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 NBOD 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 National Office of the Association quarterly the national portion of any membership fees received by the Branch.

## **PART V – Branch Board**

**5.1** Branch directors must be 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 Board shall include:

- a) four directors elected to the following positions - President, Vice President, Treasurer, and Secretary - comprising the Board Executive;
- b) up to ten additional directors appointed by the Board Executive who may be assigned specific responsibilities as needed to conduct Branch core functions; and
- c) The Board Executive may appoint the past-President as an ex officio director.

**5.2 President**

The President, as Chair, shall call and chair Board and Branch meetings.

**5.2.1** The President shall represent the Branch and serve as its chief spokesperson at National Meetings of Members and other occasions.

**5.2.2** The President shall have such other duties and powers as the 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 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 report of the Branch finances for the previous fiscal year, including the budget approved by the board for the current year.

**5.5 Secretary**

The Secretary shall keep minutes of Board and Branch meetings.

**5.6 Management of the Branch**

The Board Executive may assign Directors with specified duties and responsibilities and may amend director duties and responsibilities as required. Such appointment may be withdrawn and responsibility reassigned to another member at any time by agreement of the Board Executive.

**5.7** The 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 Board is at all times accountable to the NBOD.

**5.7.1** The 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 60 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 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 list of eligible candidates for each available position.

**6.2 Election process**

The Chair of the Nominations Committee shall conduct an election for each available position. Where there are multiple candidates for a position, there shall 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.

**6.2.1** 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 Chair of the Nominations Committee.

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

**6.3 Term of Office**

Officers Elected and Directors appointed to the Board at the Branch Annual Meeting serve a term of one year. The term commences at the close of the Annual Meeting at which they are elected.

**6.4 Vacancies**

In the event that any of the four elective positions on the Board becomes vacant, the remaining directors of the Board may fill the vacant position by appointment until the next Branch Annual Meeting, at which time the position shall be filled by election.

**6.4.1** In the event no candidate is presented at the Branch Annual Meeting to fill a vacant position, the Board may fill the position by appointment for a term of one year.

**6.4.2 Director Automatic Vacancy**

The position of director shall be automatically vacated:

- a) if the director resigns;
- b) if the director becomes ineligible to hold office in accordance with the Act, the National By-laws or these by-laws;
- c) if the director is removed by Ordinary Resolution of the Members in accordance with the Act; or
- d) if the director has missed six consecutive regularly scheduled executive meetings.

## **PART VII - Committees**

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

- a) Receive 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 Board and Branch 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 and the approved budget for the current fiscal year;
- d) Approve a financial reviewer for the current fiscal year. The reviewer shall not be a member of the Board;
- e) Consider any proposals for amendment of the Branch by-laws, notice of which was included in the notice for the Meeting;
- f) Conduct elections for the Board; and,
- g) Conduct other such business as may be properly brought before the meeting.

#### **8.1.3 Record of Proceedings**

A copy of the record of proceedings for Branch Annual or Special Meetings and a copy of the reviewed financial records 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 Board at such time and place as the Board may designate.



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

**8.3.1** At the call of the 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.

**8.3.2 Notice and Recording of Branch Meetings**

The Board shall ensure that members are given advance notice of Branch meetings:

21 to 60 days for the annual meeting.

14 days for a general or special meeting. A record of each Branch meeting shall be kept.

**8.3.3 Quorum**

At any Branch Annual, Special or General meeting the quorum required to conduct business is 30 members.

**8.4 Board Meetings**

Meetings of the Board shall be scheduled by the Board Executive. The Board will normally meet at least once per calendar year quarter. A Special Board meeting may be called by the President with at least ten days' notice, or upon the request of one-third of the directors.

**8.4.1** The quorum for a meeting of the Board is three of the Board Executive directors and a simple majority of the appointed directors then in office.

**8.4.2** A meeting of the Board may be conducted by telephonic, electronic, or other means of communication that permits all members to communicate adequately. A Board member participating by such means shall be deemed present at the meeting.

**8.4.3** Minutes of all Board meetings shall be kept.

## **8.5 Decision-Making Fundamental**

### **proposals<sup>1</sup>**

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.

### **8.5.1 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 Board or a majority (50% +1) of the votes cast at an Annual or Special Branch Meeting.

## **8.6 Branch Proposals to the Association's Annual Meeting**

In accordance with the Association By-Laws, the Branch president may, on behalf of the Branch, submit proposals for consideration at an Association 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 Board or a majority (50% + 1) of the votes cast at a Branch Annual or Special Meeting.

## **8.7 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 Board shall designate who has the authority to sign contracts and make payments on behalf of the Branch. There shall be a minimum of two authorized signatories. Normally these will be the Treasurer and the President or the Treasurer and at least one other director as approved by the Board.

- i) Spouses may not both hold signing authority;
- ii) two persons in a family, domestic or business relationship may not both hold signing authority;

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<sup>1</sup> Fundamental Proposal per national By-laws.

iii) No person shall sign a cheque made out in their own name; and,

iv) Blank cheques shall not be signed in advance.

### **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 as is designated by the Board in compliance with national policy. The Treasurer shall have primary responsibility for conducting the banking business of the Branch.

### **9.4 Spending Authority**

The Board shall have authority to make expenditures listed in the budget presented to members at a fall meeting.

The Board shall have the authority to make expenditures not listed in the budget to an amount approved by the Branch Members at a fall meeting.

An expenditure of more than the amount approved by Branch Members requires the approval of a majority of the votes cast at a Branch Meeting.

The Branch has a spending limit established by the NBOD that cannot be exceeded without the approval of the National Office or the NBOD.

### **9.5 Borrowing Authority**

The Branch shall not have any authority to borrow money.

### **9.6 Branch Funds**

The Branch may establish and maintain various funds in accordance with national policy for purpose and in amounts approved by members at a Branch meeting.

### **9.7 Remuneration**

**9.7.1** No member elected to the 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 established, 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 of the votes cast at a Branch Meeting. The text of the proposed amendment must be included in the Notice for the Branch Meeting.

**10.2** Interim amendments

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

**10.2.1** Such interim by-law, amendment or repeal shall be effective from the date it is approved by the Board until the next Branch Meeting, where it may be confirmed, amended or rejected by a majority 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 Meeting or if it is rejected by the members at the Branch Annual Meeting or if it is rejected by the NBOD.

**10.3** Review and Approval

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

**10.3.1** Precedence

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

**10.4** Regulations and Procedures

The 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 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 ask the NBOD to dissolve the Branch requires two-thirds of the votes cast at a Branch meeting. The proposal to dissolve shall be stated on the Branch meeting notice.

**11.2** Upon approval of a motion to dissolve the Branch, members shall be re-allocated by the NBOD to adjacent branches and administration of the winding up of the Branch shall be turned over to the NBOD and any assets remaining after settlement of the Branch's liabilities shall be transferred to the NBOD. Page