

National Association

of

Federal Retirees

Vancouver Branch

By-laws

2024

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NATIONAL ASSOCIATION OF FEDERAL RETIREES

VANCOUVER BRANCH

BY-LAWS

PART 1 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” means the Vancouver branch (BC08) of the Association.

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

“Member” means a member of the Association in good standing who is recorded in the records of the Association as allocated to the Branch.

PART 2 THE BRANCH

2.1 Status and Purpose

2.1.1 The Branch is an entity and agent of the Association, established by the Charter issued by the Board, on October 16, 1963.

2.1.2 The Branch is subject to the Association’s By-laws.

2.1.3 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.

2.2 Core Functions

2.2.1 The core services of the Branch are:

- a) Advocacy, at the local level, in support of Association approved strategic advocacy priorities 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;

- 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.

2.3 Not for profit

- 2.3.1 The Branch shall carry out its operations without financial benefit to Members. Any profit or other financial gain accruing to the Branch shall be used to promote the objectives of the Association.

PART 3 MEMBERSHIP

3.1 Eligibility

- 3.1.1 A person eligible for membership in the Association is eligible for membership in the Branch.

3.2 Termination

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

3.3 Allocation

- 3.3.1 New Association members who reside within the administrative area of the Branch shall be allocated to the Branch unless they specifically request allocation to another Branch.
- 3.3.2 Members may request re-allocation to another Branch at any time.

3.4 Code of Conduct

- 3.4.1 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 4 MEMBERSHIP FEES

4.1 Amount and Payment

- 4.1.1 Membership fees are set and collected by the Association.
- 4.1.2 Members shall remit membership fees directly to the Association's National Office.

PART 5 BRANCH BOARD

5.1 Eligibility

- 5.1.1 Branch directors must be Members. If Association or Branch membership lapses or is terminated by either the Member or the Association, the director immediately ceases to hold office.

5.2 Composition

- 5.2.1 The Branch Board shall be comprised of 9 directors including the following officers: President, Vice-President, Treasurer and Secretary. These officers are elected directly to these positions by the Members.
- 5.2.2 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 10.
- 5.2.3 As Association members in the Yukon are assigned to this Branch, one director position on the Branch Board shall be reserved for a nominee from the Yukon. If no nominee from the Yukon is available, the position may be filled on a temporary basis as set out in section 6.4.4

5.3 President

- 5.3.1 The President, as chair, shall call and chair Branch Board meetings and Branch Meetings.
- 5.3.2 The President shall serve as the chief spokesperson of the Branch in general and shall represent the branch at Association Meetings of Members.
- 5.3.3 The President shall have such other duties and powers as the Branch Board may specify.

5.4 Vice President

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

5.5 Treasurer

- 5.5.1 The Treasurer shall keep the financial accounts of the Branch and shall exercise primary signing authority for expenditures.
- 5.5.2 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 year and a budget forecast for the next fiscal year.

5.6 Secretary

- 5.6.1 The Secretary shall record and maintain minutes of all meetings of the Branch and the Branch Board, and conduct necessary correspondence. Copies of such minutes and correspondence are to be maintained in the Branch office.

5.7 Appointment of additional officers

- 5.7.1 The Branch Board may appoint directors or other Members to serve as additional officers and may specify and amend the officer's duties and responsibilities as required, except ones defined in these By-laws, which require Member approval to change.
- 5.7.2 An appointment may be withdrawn and responsibility reassigned to another director or Member at any time by majority vote of the Branch Board. Withdrawal of an appointment does not affect a director's status as a member of the Branch Board.

5.8 Past President

- 5.8.1 The Branch Board may appoint the Past President to serve as non-voting advisor for one year.
- 5.8.2 The Past President shall have such other duties and powers as the Branch Board may specify.

5.9 Branch Board Duties

- 5.9.1 The Branch Board shall manage and supervise the affairs of the Branch subject to the Act, the Association's By-laws, policies and regulations, and these By-laws. The Branch Board is, at all times, accountable to the Members and the Board.
- 5.9.2 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.

5.10 Discipline of a Branch director

- 5.10.1 Where the Branch Board determines that there is reason to believe that a director has
- a) violated any provision of the Act, Articles, By-laws, Regulations, or policy of the Association or
 - b) engaged in conduct detrimental to the interests and purposes of the Association or the Branch,
- the Branch Board will provide written notification to the director of the non-compliance and outline the corrective action required within a specific time limit.
- 5.10.2 If the director does not take corrective action acceptable to the Branch Board within the specified time limit, the Branch Board may take action including, but not limited to:
- a) referring the matter to the Board for review and possible disciplinary action, or
 - b) submitting an Ordinary Resolution for the removal of the director to a Branch Meeting in accordance with section 6.7.1c).

PART 6 NOMINATIONS AND ELECTIONS

6.1 Nominations Committee

- 6.1.1 The Branch President shall, at least 120 days prior to the date of the Branch Annual Meeting, appoint a Chair of the Nominations Committee.

- 6.1.2 The Chair of the Nominations Committee may select other Members to serve on the Committee.
- 6.1.3 The role of the Nominations Committee is to assist with the nomination and election of eligible Members to available positions on the Branch Board.
- 6.1.4 The Nominations Committee shall call for nomination of candidates for available positions and shall present to the Branch Annual Meeting a list of candidates for each available position.

6.2 Nominations from the floor

- 6.2.1 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

- 6.3.1 The Chair of the Nominations Committee 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 candidate receives at least 50% + 1 of the votes cast.
- 6.3.2 The vote shall be by a 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.
- 6.3.3 All ballots shall be destroyed by the Chair of the Nominations Committee after the Elections.

6.4 Election and term of office

- 6.4.1 Directors shall be elected at the Branch Annual Meeting, for a term of 3 years. A director's term commences at the close of the Branch Annual Meeting at which the director is elected.
- 6.4.2 Terms shall be staggered so that roughly 1/3 of the director terms end each year.
- 6.4.3 The Branch Board may, on an as required basis, recommend shorter terms when this is required to maintain this staggered cycle of elections.
- 6.4.4 If there are no nominees from the Yukon at the end of the Yukon director's term, then that position may be filled by any other nominee from the Branch until the next Branch Annual Meeting, at which time the position will again be open for a nominee from the Yukon.

6.5 Maximum number of terms

- 6.5.1 A Member may serve on the Branch Board for a maximum of 2 full consecutive terms in a given elected position, and may stand for re-election to the Branch Board in that position after a break of one year.

6.6 Vacancies

- 6.6.1 In the event any position on the Branch Board becomes vacant, the remaining directors 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.

6.6.2 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 year and the position will come to the next Branch Annual Meeting for election for the balance of the term. Where a director is 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.

6.7 Automatic Vacancy

6.7.1 The position of director shall be automatically vacated:

- a) if the director resigns by delivering a written resignation to the Branch President, Vice-President, or Treasurer, or
- b) if the director becomes ineligible to hold office in accordance with the Act, the Association's By-laws or these By-laws, or
- c) if the director is removed by Ordinary Resolution of the Members in accordance with the Act, or
- d) the director has missed four consecutive regularly scheduled Branch Board meetings.

PART 7 COMMITTEES

7.1 Ad hoc Committees

7.1.1 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 8 BRANCH MEETINGS

8.1 Branch Annual Meeting

8.1.1 The Branch shall hold a Branch Annual Meeting to conduct the mandatory business of the Branch.

8.1.2 The Branch Board shall determine the date, location, and agenda of the meeting. The date shall be no later than April 15th.

8.1.3 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 meeting and outlining the plans and priorities for the current and following year;
- c) Receive the reviewed financial statements for the previous fiscal year;
- d) Receive the budget for the current year (including planned reserves) and the forecast for the next fiscal year;
- e) Approve a reviewer for the current fiscal year. The reviewer shall NOT be a member of the Branch Board;

- f) Consider any proposals for amendment of these By-laws, notice of which was included in the notice for the meeting.
 - g) Conduct elections for the Branch Board;
 - h) Conduct such other business as may be properly brought before the meeting.
- 8.1.4 The record of proceedings for Branch Annual Meetings shall be signed by the President and Secretary and entered into the Branch archives.
- 8.1.5 Copies of the record of proceedings for Branch Annual Meetings and a copy of the reviewed financial statements (including approved reserves) shall be forwarded to the Association's national office by no later than May 15th.

8.2 Branch Special Meetings

- 8.2.1 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.
- 8.2.2 A Branch Special Meeting must be held upon the written request of 50 Members within 30 days of receipt of the request by the Branch Board.
- 8.2.3 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.
- 8.2.4 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 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 these By-laws or elect directors.
- 8.3.2 If a Branch General Meeting includes a business meeting the record of the business proceedings at the Branch General Meeting shall be tabled at the next Branch Annual Meeting.

8.4 Notice of Branch Meetings

- 8.4.1 The Branch Board shall ensure that Members are given adequate notice of Branch Meetings.
- 8.4.2 For a Branch Annual Meeting, notice shall be given in the period 21 to 60 days prior to the meeting.
- 8.4.3 For a Branch Special Meeting, notice shall be given at least 14 days prior to the meeting.
- 8.4.4 For a Branch General Meeting, notice shall be given at least 14 days prior to the meeting.

8.5 Quorums

- 8.5.1 At any Branch Annual, Special or General meeting, the quorum required to conduct business, is 50 Members.

8.5.2 The quorum for a meeting of the Branch Board is a simple majority of the directors then in office.

8.6 Branch Board Meetings

8.6.1 Meetings of the Branch Board shall be at the call of the President or upon the request of one-third of the directors.

8.6.2 A meeting of the Branch Board may be conducted by telephone, electronic, or other means of communications that permits all directors to communicate adequately with each other. A director participating by such means shall be deemed present at the meeting and entitled to vote at the meeting.

8.6.3 All directors, including the President or chair have the same voting rights, and in the event a vote on a proposal under consideration by the Branch Board results in a tie, the motion shall be considered defeated.

8.6.4 Decisions may be made by consensus, where “consensus” means that the motion has the general support of the directors. On any motion before the Branch Board, the chair may ask if there is consensus among the directors. If there is consensus, the record shall show that the decision was made by consensus. If any director asks that the matter be put to a vote, the record shall show that the decision was made by vote.

8.6.5 No person shall act for an absent director at a meeting of the Branch Board.

8.6.6 If full minutes of the Branch Board meetings are not kept, decisions made at such meetings will be fully recorded and those records entered into Branch archives.

8.7 Fundamental proposals

8.7.1 Any Member may submit for consideration at an Association 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 A fundamental proposal shall be considered to have the endorsement of the Branch if it receives the support of a majority of the Branch Board or a majority (50% +1) of the votes cast at an Annual or Special Branch Meeting.

8.7.3 In accordance with the Association’s By-Laws, the Branch President shall, on behalf of the Branch, submit fundamental proposals endorsed by the Branch for consideration at an Association Annual Meeting of Members or an Association Special Meeting of Members.

8.8 Meeting Procedure

8.8.1 *Robert’s Rules of Order Newly Revised* is the authority on meeting procedures to be followed at Branch meetings, unless the Members approve the use of other rules of order.

PART 9 FINANCIAL ADMINISTRATION

9.1 Fiscal Year

9.1.1 For financial reporting and audit purposes, the Branch fiscal year is the calendar year.

9.2 Signing Authority

- 9.2.1 The Branch Board shall designate who has the authority to sign contracts and make payments on behalf of the Branch. Two signatures are required (normally the Treasurer and the President, or one other director).
- 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.

9.3 Banking

- 9.3.1 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

- 9.4.1 The Branch Board shall have authority to make expenditures listed in the budget forecast (including approved reserves) from the Branch Annual Meeting, to make expenditures that are not in the budget or identified in the reserves that do not exceed 20% of the operating budget for the year and otherwise shall have authority to make expenditures as needed up to the Branch spending limit set by the Board.
- 9.4.2 An expenditure that was not included in the budget forecast or identified in the reserves and that exceeds 20% of the operating budget approved at the Branch Annual Meeting for the year requires the approval of a majority (50% + 1) of the votes cast at a Branch Special or General Meeting. An expenditure of more than the Branch spending limit requires approval of the Association's national office or the Board.
- 9.4.3 If approval is sought at a Branch General Meeting, notice of the proposal must be given in the notice for the meeting.

9.5 Borrowing Authority

- 9.5.1 The Branch shall not have any authority to borrow money.

9.6 Reserve Funds

- 9.6.1 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.
- 9.6.2 The Treasurer must present a report on the status of all Branch reserves at each Branch Annual Meeting as part of the presentation of the Branch's financial statements.

9.7 Remuneration

- 9.7.1 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.

- 9.7.2 This does not preclude a Member from entering into a specific services contract with the Branch provided there is no conflict of interest.

9.8 Expenses

- 9.8.1 Subject to the Association's 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.

PART 10 AMENDMENTS TO BRANCH BY-LAWS

10.1 Proposal to amend By-laws

- 10.1.1 A proposal to amend these By-laws requires approval by a majority (50% + 1) of the votes cast at a Branch Annual Meeting or Branch Special Meeting.
- 10.1.2 The text of the proposed amendment must be included in the Notice for the Branch Annual Meeting or Branch Special Meeting.

10.2 Interim amendments

- 10.2.1 Between Branch Annual Meetings, the Branch Board may make, amend or repeal any section of these By-laws except those relating to the number or terms of directors.
- 10.2.2 Such By-law amendment or repeal shall be effective from the date it is approved by the Branch Board until the next Branch Annual Meeting, where it may be confirmed, amended or rejected by a majority (50% + 1) of the votes cast at the meeting.
- 10.2.3 A 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 Board.

10.3 Review and Approval

- 10.3.1 The Branch is required to forward any amendments to these By-laws to the Association's national office for review and Board approval.

10.4 Precedence

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

10.5 Regulations and Procedures

- 10.5.1 The Branch 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 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 11 DISSOLUTION OF THE BRANCH

11.1 Dissolution Process

- 11.1.1 Approval of a proposal to request that the Board 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.
- 11.1.2 Upon approval of a motion to dissolve the Branch, Members shall be re-allocated by the Board to adjacent Branches and administration of the winding up of the Branch shall be turned over to the Association's national office and any assets remaining after settlement of the Branch's liabilities shall be transferred to the Association.

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