



**The CBC Pensioners
National Association**

Preserving our Future, Sharing our Past

**L'Association nationale
des retraités de la SRC**

Assurer notre avenir, partager notre passé

**BYLAWS
of
The Ontario Region of the CBC
Pensioners' National
Association**

1 INTRODUCTION

This document describes the policies and procedures established for the Members of the Ontario Region, and its Chapters, in accordance with the by-laws governing the CBC National Pensioners Association. It may be modified or amended by the Regional Board from time to time, or as required due to changes of any of the forgoing, subject to approval by the Board of the CBC Pensioners National Association.

2 DEFINITIONS

In these bylaws:

- (i) "Association" means the CBC Pensioners National Association, hereinafter referred to as the CBCPNA.
- (ii) "Board Resolution" means a resolution passed by a simple majority of Directors present at a duly constituted meeting of the Regional Board or Chapter Board.
- (iii) "Chapter" means any one of the present or future created Chapters operating in the Ontario Region of the CBCPNA.
- (iv) "Chapter Board" means the Board of Directors of any of the Chapters operating in the Ontario Region of the CBCPNA.
- (v) "Chapter Director" means a member of the Board of Directors of any of the present Chapters operating in the Ontario Region of the CBCPNA.
- (vi) "Office"-means one of the following: Regional/Chapter President, Regional/Chapter Vice-president, Regional/Chapter Treasurer, Regional/Chapter Secretary; or a member of a Regional/Chapter committee.
- (vii) "Officer" means a Member entrusted to discharge the duties of an Office.
- (viii) "Ordinary Resolution" means a resolution passed by a simple majority of the votes cast on that motion.
- (ix) "Regional Association" means The Ontario Region of the CBCPNA.
- (x) "Regional Board" means the Board of Directors of the Ontario Region of the CBCPNA.
- (xii) "Regional Director" means a member of the Board of Directors of the Ontario Region of the CBCPNA.
- (xiii) "Regional Directors" means the Regional Directors and Chapter representatives of the Ontario Region of the CBCPNA.
- (xiv) "Special Resolution" means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

3 REGIONAL/CHAPTER DIRECTORS STRUCTURE

The Regional Board is the governing body of the Ontario Region of the CBCPNA - The Chapter Board is the governing body of its respective Chapter.

3.1 Management

The Regional/Chapter Board may exercise all such powers and execute all such acts and do all such deeds as the Region/Chapter may execute and do, and which are not by these Bylaws or by the Members at an Annual General Meeting or Special Meeting directed or required to be done, subject to the provisions of:

- (i) all laws affecting the Association
- (ii) the Articles, Charter and the Rule Book of the Association.

3.2 Composition of the Regional Board

The Ontario Board shall be comprised of up to fifteen (15) Directors, ten of whom shall be elected by the Members of the Region, and one from each Chapter. Of those directors elected by the members of the Region, three (3) shall be designated Toronto Directors, and these individuals must reside in the City of Toronto. The number of Directors can be changed by the Ontario Board but each Chapter will have one director on the Ontario Region Board.

Note: The legal boundaries of present-day Toronto are the same as those of Metropolitan Toronto upon its dissolution: Lake Ontario to the south, Etobicoke Creek and Highway 427 to the west, Steeles Avenue to the north, and the Rouge River to the east.

3.3 Composition of the Chapter Boards

Each Chapter of the Ontario Region of The CBCPNA shall have up to seven (7) Directors.

3.4 Regional/Chapter Officers

The following Regional/Chapter Directors shall be Officers of the Region/Chapter:

- (i) Regional/Chapter President;
- (ii) Regional/Chapter Vice-president;
- (iii) Regional/Chapter Treasurer; and
- (iv) Regional/Chapter Secretary.

3.5 Resignation of a Regional/Chapter Board Member

A Regional/Chapter Director ceases to be a member of the Regional/Chapter Board if:

- (i) they cease to be a member of the CBCPNA;
- (ii) they resign; or
- (iii) they are absent without cause from three (3) consecutive meetings of the Regional/Chapter Board.

3.6 Removal of Regional/Chapter Directors

The Members of the Region/Chapter may by Ordinary Resolution at a Special Meeting of the Members remove a Director or Directors from Office.

3.7 Vacancies on the Regional/Chapter Board

A Regional/Chapter Director who has resigned may be replaced by a resolution of the Regional/Chapter Board for the balance of their term.

3.8 Remuneration of Regional/Chapter Directors

Regional/Chapter Directors shall serve without compensation other than expenses. Expenses will be based on policies and regulations determined by the Regional Board.

3.9 Creation of Chapters

Where there are twenty-five (25) or more CBCPNA members in an area that is administratively definable, a Chapter may be formed.

The formation of a Chapter requires:

- (i) the recommendation of the Regional Association; and
- (ii) the approval of the National Board of the CBCPNA

3.10 Regional Representation on the Board of the CBCPNA

The Regional President and the Regional Vice-President of the Ontario Region will be Directors of the Board of the CBCPNA.

In the event the Regional President or the Regional Vice-President is unable to attend a meeting of the CBCPNA board of directors, another Regional Director may be appointed to represent the Region at that meeting, subject to the provisions of PNA By-Law 4.2.1.

3.11 Chapter Representation on the Regional Board

The Chapter President is a Regional Director and shall represent their Chapter on the Ontario Regional Board.

The Chapter President may choose another Chapter Director to act on their and the Chapter's behalf at a meeting of the Regional Board.

3.12 Co-signing of Cheques

Cheques issued by the Region/Chapter in the proper course of business shall be signed by any two (2) of the following Directors:

- (i) the Regional/Chapter President;
- (ii) the Regional/Chapter Vice-president;
- (iii) the Regional/Chapter Treasurer;
- (iv) the Regional/Chapter Secretary; or
- (v) any other Regional/Chapter Director so authorized by the Regional/Chapter Board

3.13 Chapter Grants

The Chapter may apply for a grant from the Regional Association to support activities which further the purposes of the Chapter.

3.14 Committees

The Regional/Chapter Directors may appoint committees whose members will hold their Offices at the will of the Regional/Chapter Board. The Regional/Chapter Directors shall determine the duties of such committees. By virtue of their Office, the Regional/Chapter President is entitled to sit on any committee, but may delegate this responsibility as they see fit.

3.15 Rules and Regulations

The Regional/Chapter Directors may prescribe such rules and regulations relating to the management and operations of the Region/Chapter as they deem necessary: these must be consistent with the Bylaws of the CBCPNA, and are subject to approval by the National Board of The CBCPNA.

3.16 Financial Commitment and Investment

The Regional/Chapter Directors shall have the power to authorize expenditures on behalf of the Regional Association/Chapter from time to time. Such expenditures shall be consistent with policies and procedures established by the Board of the CBCPNA.

3.17 Hiring

The Regional/Chapter Directors shall appoint such agents and engage such employees as it shall deem necessary from time to time, and shall determine reasonable remuneration for them, and shall have such authority and perform such duties as shall be prescribed by the Regional/Chapter Directors. Such hiring shall be consistent with policies and procedures established by the Board of the CBCPNA.

4 DUTIES OF REGIONAL/CHAPTER OFFICERS

4.1 The Regional/Chapter President

The Regional/Chapter President shall be the chief officer of the Region/Chapter, and is responsible for the execution of its policies and its efficient functioning. In this regard, the Regional/Chapter President shall:

- (i) be the official spokesperson of the Region/Chapter;
- (ii) act in consultation with the Regional/Chapter Board and pursuant to any directives of the meetings of the Regional/Chapter Board;
- (iii) preside at the Annual General Meetings, Special General Meetings, at all meetings of the Regional/Chapter Board, and may be a member of any or all committees;
- (iv) shall represent the Region/Chapter at meetings of either the CBCPNA Board or the Regional Board; and
- (v) be assisted by the Region/Chapter Board in the discharge of their duties.

4.2 The Regional/Chapter Vice-president

The Regional/Chapter Vice-President shall perform such duties as may, from time to time be assigned to him by the Regional/Chapter Board.

The Regional Vice-President will act as liaison with the Chapters.

Additionally, in the absence, or disability of the Regional/Chapter President the Regional/Chapter Vice-president shall perform the duties of the Regional/Chapter President.

4.3 The Regional/Chapter Treasurer

The Regional/Chapter Treasurer manages the financial affairs of the Region/Chapter and is responsible for:

- (i) receives all monies owing to the Region/Chapter and ensuring receipts are issued/received for all Region/Chapter expenditures or accounts receivable;
- (ii) depositing or investing all monies of the Region/Chapter in a chartered bank, trust company or credit union, guaranteed investment certificates, term deposits, Treasury Bills, Federal or Provincial guaranteed bonds, as approved by the Regional/Chapter Board;
- (iii) pay by cheque or transfer, all accounts payable by the Region/Chapter;
- (iv) distributing regular financial statements of the Region/Chapter to the Regional/Chapter Board and to present approved annual financial statements to the members at the annual Regional/Chapter AGMs; and
- (v) maintains the financial records of the Region/Chapter.

4.4 The Regional/Chapter Secretary

The Regional/Chapter Secretary shall, with the exception of financial records, manage the records of the Region/Chapter and shall:

- (i) attend all meetings and record the minutes thereof;
- (ii) give, or cause to be given, notice of all meetings of members and of the Regional/Chapter Board;
- (iii) be the custodian of the seal of the Region/Chapter which shall be delivered only when authorized by the Regional/Chapter Board to do so, and only to such person or persons named in the resolution; and
- (iv) shall, save for the financial records kept by the Regional/Chapter Treasurer, maintain all records pertaining to the business of the Region/Chapter.

5 PROCEEDINGS OF THE REGIONAL/CHAPTER BOARD

The Regional Board of Directors will meet as frequently as necessary, but not less than three (3) times annually, at the request of the Regional President or the majority of the Regional Directors.

The Chapter Boards will meet as frequently as necessary, but not less than two (2) times annually, at the request of the Chapter President or the majority of the Chapter Directors.

The date, time and place of the meeting shall either be indicated in a notice of meeting or determined at the end of a previous meeting.

5.2 Rules of Order

All meetings will be conducted by consensus but failing that Roberts Rules of Order, current edition, will prevail.

5.3 Quorum

A quorum is a majority of Regional/Chapter members present, either in person or by electronic means.

5.4 Chair of Meetings

The Regional/Chapter President will chair all meetings of the Region/Chapter Board. If the Regional/Chapter President is absent, the Regional/Chapter Vice-president will chair the meeting. If at any Regional/Chapter Board meeting the Regional/Chapter President or Vice-President are not present within fifteen (15) minutes after the time appointed for the meeting, or they request that they not chair the meeting, the Regional/Chapter Directors present shall choose one of their number to chair the meeting.

5.4 Board Resolutions

Any issue at a meeting of the Regional/Chapter Board shall be decided by consensus or a simple majority vote.

5.5 Procedure for Voting

Voting will be by show of hands, save and except that any Director asks for a secret vote, in which case the vote will be conducted by secret ballot.

Each Regional/Chapter Director is entitled to one (1) vote.

5.6 Absence of Regional/Chapter Secretary

Should the Secretary be absent, those Directors present shall elect one of their numbers to record the minutes of the meeting.

6 PROCEEDINGS OF MEETINGS OF MEMBERS

6.1 Annual General Meetings

The Regional/Chapter Annual General Meeting shall be held no later than sixty (60) days after the end of the fiscal year, which ends on August 31st.

6.2 Notice of Meeting

A notice of meeting shall be made by: email or mail to Regional/Chapter members' addresses of record no later than 14 days prior to the date of the meeting.

6.3 Quorum

Regional Meetings require a minimum of twenty-five (25) members to be present.
Chapter Meetings require 5 percent of the total membership to be present.

6.4 Rules of Order

All meetings will be conducted using consensus. Roberts Rules of Order, current edition will be used when consensus cannot be obtained.

6.5 Order of Business

The Region/Chapter Annual General Meeting will proceed as follows:

- (i) Call to order;
- (ii) Minutes of the last meeting;
- (iii) Business arising out of the last meeting;
- (iv) Correspondence;
- (v) Consideration of financial statements;
- (vi) Regional/Chapter President's report;
- (vii) Election of Regional/Chapter Directors;

(viii) Such further matters respecting the Region/Chapter that the Association' Charter, Rule Book, or statute requires.

6.6.1 Election of Regional/Chapter Directors

- (i) Elections for Directors shall be held in conjunction with an Annual General Meeting
- (ii) Each Director shall be elected to a term of office of three (3) years.
- (iii) The Regional/Chapter Board shall appoint a Nominations Committee of at least three (3), but not more than five (5), persons convened by the Regional/Chapter President. Such committee shall be formed at least sixty (60) days prior to an AGM.
- (iv) The nominating process should be completed in time to go out with the notice of the AGM.
- (v) Further nominations may be called for from the floor for each office at the AGM.
- (vi) Candidates for nomination from the floor must give their consent to stand prior to the call from the floor and must be present at the meeting.
- (vii) All elections for Regional/Chapter Directors shall be by a show of hands, save and except when a motion be made and carried to conduct the vote by ballot.
- (viii) Proxy votes are allowed but members are encouraged to attend the AGM.

6.7 Special Meetings

Members who hold at least five percent (5%) of the voting rights may require the Regional/Chapter Directors to call a Meeting of Members. Such requisition must state the business to be transacted at the special meeting and must be sent to each Director.

6.8 Minutes of Meetings of Members

Should the Secretary be absent, those Directors present shall elect one of their numbers to record the minutes prior to calling the meeting to order.

The minutes of proceedings of an AGM or Special Meeting will be distributed within ninety (90) days of the adjournment of such meeting to all members entitled to attend and to the Regional/Chapter Directors.

7 GENERAL PROVISIONS

7.1 Regional/Chapter Office

The Regional/Chapter Office, unless otherwise specified, shall be the mailing address of the Regional/Chapter Secretary.

7.2 Home Address

For the purposes of providing notice to, or communicating with, any Member, Director or Officer of the Region or Chapter, the address of the Member, Director, or Officer shall be their address last recorded on the books of the Association.

7.3 Gender and Number

In this Rule Book, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender.

7.4 Severability

If any part of this Rule Book is declared unenforceable or invalid, the remainder shall continue to be enforceable and valid.