

BYLAWS
of the
Ontario Region
of the
CBC Pensioners National Association



Approved by the Ontario Region Board

April 19, 2023

1. INTRODUCTION

These bylaws describe the rules and procedures established for the members of the Ontario Region, and its Chapters, in accordance with the bylaws governing the CBC Pensioners National Association.

The Ontario Region is made up of CBC PNA members in Ontario, except for those who reside under the jurisdiction of the National Capital Region.

Its representatives advocate for the interests of the Region's members, and ensure that the members are informed about the goals and activities of the CBC PNA.

2. DEFINITIONS

In these bylaws:

- i. "Region" means the Ontario Region of the CBC PNA.
- ii. "Region Board" means the Board of Directors of the Ontario Region of the CBC PNA.
- iii. "Office" means one of the following elected Board positions: President, Vice President, Treasurer, Secretary.
- iv. "Officer" means a member elected and entrusted to discharge the duties of an Office.
- v. "Chapter" is a subsection of the Ontario Region and is subject to the rules and procedures of the Region.
- vi. "Chapter Board" means the Board of Directors of any of the Chapters operating in the Ontario Region of the CBC PNA.
- vii. "Director" means a member of the Board of Directors who is a President of any of the current Chapters of the Ontario Region of the CBC PNA and the four (4) Directors elected to represent Toronto members.
- viii. "Motion" is a formal proposal by a member of the Board or of the members, that the group take a specific action in accordance with Robert's Rules of Order.
- ix. "Resolution" represents the outcome of a duly approved motion passed by a simple majority of Directors present at a meeting of the Region Board or a meeting of members.

3. THE REGION BOARD

The Ontario Region Board is the governing body of the Ontario Region of the CBC PNA. It manages the business of the Region, and supports activities aimed at benefiting its members.

3.1. Region Officers

The following shall be Officers of the Region and shall be elected at large by the Members of the Ontario Region for a three-year term of office:

- i. Region President
- ii. Region Vice President
- iii. Region Treasurer
- iv. Region Secretary

The Officers are members of the Region Board of Directors and make up the Executive Committee of the Region Board.

In addition, the Region President and the Region Vice President of the Ontario Region serve as Directors of the National Board of the CBC PNA, in accordance with the bylaws of the CBC PNA.

In the event the Region President or the Region Vice President is unable to attend a meeting of the CBC PNA Board of Directors, another Region Director may be appointed by the Region Board to represent the Region at that meeting, with voice but no vote, in accordance with the bylaws of the CBC PNA.

3.2. Region Directors

The Ontario Region Board may have a maximum of fifteen (15) Directors including the four (4) elected Officers.

Four (4) Directors will be elected by Toronto members to represent Toronto, and must be members in good standing assigned to Toronto. The Toronto Directors may not hold membership in a Chapter.

Note: Toronto includes the City of Toronto and York Region.

The Presidents of each Chapter, in addition to their Chapter duties, will automatically become Region Directors when they are elected by the members of their respective Chapters.

The Region Directors who are Chapter Presidents may change from time to time within the current Region Board term of office. Terms of office for Chapter Presidents may or may not coincide with the Region.

A Chapter President who is unable to attend a Region Board Meeting shall be replaced by the Chapter's Vice President or, if the Vice President is unable to attend, another elected Chapter Board member may represent the Chapter, with voice and vote.

4. REGION OFFICERS

4.1. Region President

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

- i. be the official spokesperson of the Region;
- ii. act in consultation with the Region Board and in accordance with any directives of the Region Board;
- iii. preside at the Annual General Meetings, Special General Meetings, at all meetings of the Region Board, and may be a member of any or all committees;
- iv. shall represent the Region at meetings of the CBC PNA Board;
- v. be assisted by the Region Board in the discharge of their duties.

4.2. Region Vice President

The Region Vice President shall perform such duties as may, from time to time, be assigned by the Region Board.

The Region Vice President will act as liaison with the Chapters.

Additionally, in the absence, or disability of the Region President, the Region Vice President shall perform the duties of the Region President until such time as the President returns or a new President is appointed by the Region Board or elected under Article 10.

The Region Vice President shall represent the Region at meetings of the CBC PNA Board.

4.3. Region Secretary

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

- i. attend all meetings and record their respective minutes;
- ii. give, or cause to be given, notice of all meetings of members and of the Region Board;

- iii. save for the financial records kept by the Region Treasurer, maintain all records pertaining to the business of the Region.

4.4. Region Treasurer

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

- i. the receipt of all monies owing to the Region and ensuring receipts are issued for all Region expenditures or accounts receivable;
- ii. the deposit and/or investment of all monies of the Region 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 Region Board;
- iii. the payment by cheque or electronic means all accounts payable by the Region;
- iv. the distribution of regular financial statements of the Region to the Region Board and presentation of approved annual financial statements to the members at the Region Annual General Meeting; and
- v. the maintenance of the financial records of the Region, including the annual financial statements of the Chapters.
- vi. the provision of an annual financial statement, as required by the National Treasurer of the CBC PNA.

5. REGION MANAGEMENT

The Region Board has the authority to make decisions and take actions relevant to the management and operation of the Region, subject to and in accordance with the provisions of these bylaws, the bylaws of the CBC PNA, and the Federal Not-for-Profit Act.

5.1. Policies, Rules and Regulations

The Region Directors may establish policies, rules and regulations relating to the management and operations of the Region as they deem necessary. These must be consistent with the Bylaws and policies of the CBC PNA. They are subject to approval by the National Board of The CBC PNA, and must be communicated to members.

5.2. Committees

The Region Directors may establish committees to further the goals of the PNA. Region committees must include at least one member of the Region Board, either as a committee member or as a primary contact for the committee, and may include non-Board members. Committees will be populated by agreement of the Region Board. Efforts should be made to include newer members to encourage their involvement in the PNA.

The Region President, by virtue of office, may sit on any Region committee. The President may also delegate another Board member to represent the President.

6. PROCEEDINGS OF THE REGION BOARD

The Region Board of Directors will meet as frequently as necessary, but not fewer than four (4) times annually, at the request of the Region President or the majority of the Region Directors.

The date, time and place of any meeting shall either be indicated in a notice of meeting or determined at the end of a previous meeting. There must be at least five (5) days' notice given for a meeting of the Board, unless there is an emergency.

6.1. Rules of Order

All meetings of the Region Board will be conducted according to Robert's Rules of Order. Whenever practical, meetings shall be conducted to encourage discussion and attempt to achieve consensus prior to voting. The Chair shall encourage participation by all Board members.

6.2. Quorum

A simple majority of Board members must be present, either in person or by electronic means, at a meeting to constitute quorum.

6.3. Chair of Meetings

The Region President will chair all meetings of the Region Board. If the Region President is absent, the Region Vice President will chair the meeting. If at any Region Board meeting the Region 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 Region Directors present shall choose one of their number to chair the meeting.

6.4. Decision Making

Any issue at a meeting of the Region Board may be decided by consensus. If consensus cannot be reached, a motion must be made and seconded, then debated, and put to a vote. A simple majority is required for a motion to pass. A tie vote does not pass.

Any motions concerning the spending of Region funds must be put on the record, and approved by a simple majority vote.

6.5. Procedure for Voting

Voting will be by show of hands. However, any Director may request a secret ballot vote.

Each Region Director is entitled to one (1) vote.

While the Chair has the same voting rights as any other member, the Chair's necessary impartiality is maintained by generally not voting unless doing so would affect the outcome of the vote. For clarity, the Chair may choose to vote to break a tie, or to make a tie which has the effect of causing a motion to fail.

6.6. Absence of Region Secretary

Should the Secretary be absent, the Board members present will appoint a Board member to record the minutes of the meeting.

7. FINANCES

7.1. Financial Commitment and Investment

The Region Board shall have the power to authorize expenditures on behalf of the Region. Such expenditures shall be consistent with the policies and procedures established by the Board of the CBC PNA.

Investment decisions will be approved by the Region Board prior to any actions being taken, and will take into consideration the following:

- i. return on investment
- ii. maintenance of adequate funds for Region and Chapter activities
- iii. maintenance of funds for other activities, including but not limited to recruitment efforts.

7.2. Co-signing of Cheques

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

- i. the Region President;
- ii. the Region Vice President;
- iii. the Region Treasurer;
- iv. the Region Secretary; or
- v. any other Region Director so authorized by the Region Board.

7.3. Funding Request

A Director may apply for funds from the Region to support activities within their Chapter or within Toronto, to further the purposes of the PNA. Funding requests must include a breakdown of anticipated expenses and an explanation of the potential benefit, and are subject to approval by the Region Board.

7.4. Remuneration of Region Directors

Region Directors shall serve without compensation, other than expenses incurred in the course of their duties. Expenses will be based on the expense policy of the CBC PNA.

7.5. Remuneration for Special Projects

It is understood that the PNA is a volunteer organization and is dependent on the principle of volunteerism for the majority of duties and tasks. The Region Board may, however, engage an independent consultant or contractor from time to time, as it deems necessary. The Board will identify a need to be met requiring specific expertise, and will determine appropriate compensation. Any engagement must be consistent with the policies and procedures established by the CBC PNA. Efforts should be made to seek qualified applicants from equity-seeking groups.

The Region Board may also choose, in special cases, to offer an honorarium to a member to recognize PNA work that is outside the normal duties and expectations of volunteers, in terms of workload and/or scope.

The terms of any engagement will be subject to approval by the Region Board.

8. OFFICER VACANCIES ON THE REGION BOARD

8.1. Resignation of Region Officers

A Region Board Officer ceases to be a member of the Region Board if:

- i. they cease to be a member of the CBC PNA;
- ii. they step down; or
- iii. they are absent without cause from three (3) consecutive meetings of the Region Board.

8.2. Removal of Region Officers

An Officer may be removed from office by the members of the Region by Resolution at a Special Meeting for any of the following reasons:

- i. dereliction of duty
- ii. proven fraudulent or criminal behaviour
- iii. deliberate violation of the policies and bylaws of the CBC PNA

8.3. Filling Vacancies on the Region Board

If the Region President resigns or is removed from office, the Region Vice President will automatically assume the duties of President for the remainder of the term. Alternatively, the Region Board may choose to hold a byelection, if the vacancy occurs early in the term of office.

In the case of vacancies for the positions of other Officers or Toronto Directors, the Board may appoint a replacement or hold a byelection. The Board shall seek expressions of interest from the membership before any appointment is made.

8.4. Chapter Presidents

In the event a Chapter President resigns or is removed from office, filling the vacancy is the responsibility of the Chapter Board, subject to the rules and processes of the Chapter.

9. PROCEEDINGS OF MEETINGS OF MEMBERS

9.1. Annual General Meetings

The Region Annual General Meeting shall be held no later than ninety (90) days after the end of the fiscal year, which ends on August 31st.

9.1.1. Notice of Meeting

A Notice of Meeting shall be made at least thirty (30) days prior to the date of the meeting.

Such notice may be sent by email or mail to Region members' addresses of record, and may be either a separate notification or included in a prominent position in the Region newsletter. Such notice will also be posted on the CBC PNA website.

9.1.2. Quorum

Region Annual General Meetings require a minimum of twenty-five (25) members to be present.

9.1.3. Rules of Order

All meetings of members will be conducted under Robert's Rules of Order.

9.1.4. Agenda

The Region Annual General Meeting agenda shall include the following:

- i. Call to order
- ii. Approval of the agenda, including any amendments or additions
- iii. Minutes of the last Annual General Meeting
- iv. Region President's report
- v. Region Vice President's report
- vi. Region Treasurer's report, including presentation of financial statements
- vii. Proposed resolutions
- viii. Proposed bylaw amendments
- ix. Motion to adjourn

9.1.5. Resolutions

Members in good standing and in attendance at an Annual General Meeting may move resolutions intended to guide the business or activities or further the goals of the Region and its members. It is understood that any motion requiring the expenditure of funds is subject to the availability of funding.

Such motion must be seconded by another member in good standing in order for a debate and a vote to take place.

The Region Board will report on any actions or decisions it makes related to any approved resolutions at the next Annual General Meeting.

9.2. Bylaw Amendments

The Region Board may make, amend, or repeal a bylaw. Any such change requires a two-thirds (2/3) majority of Board members in attendance at a meeting of the Board. If approved, it shall take effect from the date of the Board decision until the next Annual General Meeting, when it will be presented to the members, and put to a vote. If the change is confirmed at the Annual General Meeting, it remains in effect. If it is rejected, it ceases to be in effect.

Bylaw amendments may also be made at a duly constituted Annual General Meeting. They may be proposed by any member in good standing, and require a seconder before they may be debated and put to a vote.

All bylaw amendments proposed at an Annual General Meeting require support of two-thirds (2/3) of members in attendance. Once approved, they take effect at the end of that Annual General Meeting.

9.3. Special Meetings

Special Meetings may be called for reasons outside the normal business of the Region, and which need immediate attention.

A Special Meeting may be called by a majority vote of the Region Board or by the members of the Region, if they represent at least five per cent (5%) of the total Region membership.

The reason for the Special Meeting must be communicated to all members of the Region in advance. Every effort shall be made to give members sufficient notice to attend.

9.4. Minutes of Meetings of Members

Should the Secretary be absent, those Directors present at an Annual General Meeting or Special Meeting shall select a Region Board member to record the minutes prior to calling the meeting to order.

The minutes of an Annual General Meeting or Special Meeting shall be made available electronically, by email and by posting on the CBC PNA website, to Ontario Region members, within ninety (90) days of the meeting adjournment. Any member who wishes to receive a copy through regular mail may request one from the Region Secretary.

10. ELECTION OF REGION OFFICERS AND TORONTO DIRECTORS

Each Officer and Toronto Director shall be elected to a term of office of three (3) years.

The election shall be completed at least one week in advance of the Annual General Meeting in an election year. Newly elected Officers and Toronto Directors will take office at the end of such Annual General Meeting.

10.1. Election Process

The Region shall conduct its triennial elections through electronic voting procedures, ensuring that all members have access to candidate information and have the ability to vote, either by computer or telephone, and with the assistance of a neutral third party, if required. An established and reputable company must be contracted for this purpose.

The voting period will extend over five (5) consecutive days and must include a weekend. It shall take place between two (2) and four (4) weeks in advance of the election year Annual General Meeting, and at least two (2) weeks after the close of nominations, to allow for campaigning.

Proxy votes will not be allowed.

10.2. Nominations

The Region Board will establish a nomination period of at least thirty (30) days in advance of the first day of the voting period. No nominations will be accepted after the close of the nomination period.

Candidates must be members in good standing. A candidate must submit a completed nomination form, indicating acceptance of the nomination. The form must include the signatures of a nominator and a seconder, both of whom must be members in good standing.

Candidates whose nominations are verified by the Elections Committee may submit a biography to the Committee for distribution. Candidates may canvass support from members, but will not be given access to members' private contact information by the Region Board or the Elections Committee.

If only one candidate has been nominated for a position by the end of the nomination period, that candidate shall be deemed elected by acclamation.

10.3. Elections Committee

The Region Board shall appoint an Elections Committee of at least three (3), but not more than five (5), Ontario Region members, at least sixty (60) days prior to a triennial election.

The Elections Committee shall be responsible for receiving candidate nominations and verifying the member status of the candidates.

As soon as possible after the close of nominations, the Elections Committee shall distribute all candidates' biographies to Region members electronically or by mail, or in the Region newsletter. Candidate biographies may also appear in Chapter newsletters.

After nominations close, the Elections Committee may also organize an electronic forum for candidates to directly address members in advance of the election.

The Elections Committee shall be responsible for addressing any complaints about the election process and shall report such to the Region Board.

The Elections Committee shall announce the results of the election as soon as possible but no later than forty-eight (48) hours after verification.

11. REGION DELEGATES TO CBC PNA TRIENNIAL CONVENTION

The Region is entitled to send delegates and alternate delegates to the Triennial Convention under a formula established in the CBC PNA Bylaws (Article 11).

The Region Board will select delegates and alternates based on written expressions of interest from the membership. Region Board members will be given priority.

The Board shall vote to determine the number of alternates in each convention year.

12. ONTARIO REGION CHAPTERS

12.1. Creation of Chapters

Where there are twenty-five (25) or more CBC PNA members in an area that is administratively definable, a Chapter may be formed, provided it is functional and viable.

The formation of a Chapter requires:

- i. the recommendation of the Region Board; and
- ii. the approval of the National Board of the CBC PNA

Members are assigned to a Chapter based on the location of their residence. However, members may choose to join a different Chapter if they wish, but can belong to only one Chapter. In that case, the member must notify the National office of the CBCPNA and the Chapter they are joining.

12.2. Chapter Board Structure

The Chapter Board is the governing body of its respective Chapter.

12.3. Chapter Management

The Chapter must operate in a manner consistent with the bylaws of the Ontario Region and the CBC PNA.

The management of Chapters including the roles and responsibilities of the elected officers, policies, meetings, and finances shall be consistent with those of the Region.

Chapters are not required to have bylaws, but may do so to aid the effective management of the Chapter. Chapter bylaws must be consistent with those of the Region and the CBC PNA.

The Chapter is responsible for managing the funding provided by the CBC PNA and maintaining financial records. The Chapter will also provide an annual financial statement to the Region Board. The fiscal year end should be August 31st, aligning with that of the Region.

12.4. Composition of Chapter Boards

Each Chapter of the Ontario Region of the CBC PNA shall have the following officers, elected by the members of the Chapter:

Chapter President
Chapter Vice President
Chapter Secretary
Chapter Treasurer

The Chapter may choose to combine the roles of Treasurer and Secretary.

The Chapter may also choose to appoint or elect additional Directors to the Chapter Board. The number of Directors should be flexible to ensure that the workload of running the Chapter is shared.

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

12.5. Chapter Elections

A Chapter may hold its elections electronically, or at its Annual General Meeting, or using an alternative democratic process that allows for full participation of the Chapter membership, provided the members are given a minimum of thirty (30) days' notice of a nomination period.

Only those who are members of a Chapter may vote in that Chapter's election. members may not vote in more than one Chapter.

12.6. Chapter Representation on the Region Board

The Chapter President is, by virtue of office, a Region Director and shall represent their Chapter on the Ontario Region Board.

A Chapter President who is unable to attend a Region Board Meeting may be replaced by the Chapter's Vice President or, if the Vice President is unable to attend, another elected Chapter Board member may represent the Chapter with voice and vote.

13. GENERAL PROVISIONS

13.1. Home Address

For the purposes of providing notice to, or communicating with, any member, Director or Officer of the Region, the address of the member, Director, or Officer shall be their address last recorded by the Association.

13.2. Severability

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

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