****

**BYLAWS**

**of**

**The Maritimes Region of the CBC Pensioners’ National Association**

**March 10, 2020**

**Adopted By AGM May 4, 2022**

**1    INTRODUCTION**

This document describes the policies and procedures established for the Members of the Maritimes 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 Maritimes Region of the CBCPNA.

(iv) “Chapter Board” means the Board of Directors of any of the Chapters operating in the Maritimes Region of the CBCPNA.

(v) “Chapter Director” means a member of the Board of Directors of any of the present Chapters operating in the Maritimes 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 Maritimes Region of the CBCPNA.

(x) “Regional Board” means the Board of Directors of the Maritimes Region of the CBCPNA.

(xi) “Regional Director” means a member of the Board of Directors of the Maritimes Region of the CBCPNA.

(xii) “Regional Directors” means the Regional Directors and Chapter representatives of the Maritimes Region of the CBCPNA.

(xiii) “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 Maritimes 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, and

    (ii)    the Bylaws of the Association.

**3.2    Composition of the Regional Board**

The Maritimes 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.

**3.3     Composition of the Chapter Boards**

Each Chapter of the Maritimes 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 of the Maritimes Region will be a Director of the Board of the CBCPNA.

**3.11    Chapter Representation on the Regional Board**

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

The Chapter President, or in the President’s absence another Chapter Director selected by the Chapter Board, will act on 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.

**3.18 Regional Associate Memberships**

Former CBC employees who do not and will not receive a pension from the CBC will be eligible to become Associate Members of the Association. Associate Members will not be eligible to serve on the Executive and will not have a vote at general and special meetings of the Association. They will be eligible to attend meetings and take part in events of the Association. They will pay a yearly membership fee of no less than $20.00.

**3.19 Past President**

The Past President of the Region/Chapter may be invited to support the Region/Chapter by attending Board meetings in an ex officio capacity. The Past President will not have a vote and his/her presence will not count in establishing a quorum at Board meetings.

**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 her/his 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 or her by the Regional/Chapter Board.

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) receiving 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) paying 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;

(iv) maintaining the financial records of the Region/Chapter;

(v) preparing annual budgets for discussion by the board and approval by the AGM, and

(vi) preparing for and taking part in annual audits of the financial statements.

**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 times to be determined by the Regional President or a majority of the Board.

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 done by voice or by show of hands, save and except when 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, the Chair or those Directors present shall select one of their number 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 ordinarily be held on the first Wednesday of May, but in any case no longer than sixty (60) days after the end of the fiscal year, which ends on March 31, all things being equal.

**6.2    Notice of Meeting**

A notice of chapter AGMs shall be made by email or other means to Chapter members of record no later than 14 days prior to the date of the meeting.

**6.3    Quorum**

Regional Annual General Meetings require a minimum of twenty-five (25) members to be present. Chapter AGMS require a minimum of ten (10) members 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 Annual General 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 and/or Officers;

(viii) Such further matters respecting the Region/Chapter that the Association's Bylaws may require.

**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 two or more persons convened by the Regional/Chapter President. Such committee shall be formed at least sixty (60) days prior to an AGM;

(iv) A slate of nominees should be completed in time to accompany 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 in person or electronically;

(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 of the region/chapter 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 prior to the next AGM 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**

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 of these byelaws or any parts thereof are declared unenforceable or invalid, the remainder shall continue to be enforceable and valid.