

BDC PENSIONERS' ASSOCIATION

CONSTITUTION AND BYLAWS

Article I. Name:

BDC Pensioners' Association

Article II. Object:

An association to promote and foster the interests and social interaction of its members.

Article III. Members:

Section 1 Eligibility and Classification of Members:

The Association has two types of membership:

- 1) Full members and
- 2) Associate members.

Full members include:

- 1) former IDB/FBDB/BDC employees,
- 2) their spouses,
- 3) their orphaned dependants (over 18 years of age) when such former employees, their spouses or orphaned dependants are in receipt of a pension, or
 - i) are entitled to a deferred pension or
 - ii) are entitled to survivor benefits from the BDC Pension Fund.

Associate members are:

- 1) Twenty-five year service employees of the Bank who are entitled to receive a pension and
- 2) their spouses, who are entitled to survivor benefits from the BDC Pension Fund.

Section 2 Members Responsibilities and Privileges:

Full members:

- may attend and speak at meetings,
- are eligible to vote
- may serve on committees
- may nominate directors

- may stand for election and hold office

Associate members:

- may attend and speak at meetings,
- may serve on committees

Section 3. Joining the Association, Resignations, Reinstatements:

- Membership shall be accorded qualifying individuals upon receipt of their written application to join the Association.
- A member may resign from the Association by giving notice in writing to the Secretary. A membership ceases on delivery of such notice.
- Membership may be revoked by the Board of Directors for failure to comply with the Association's Constitution and By-Laws, failure to pay any annual fee passed by the membership, or for conduct that is detrimental to the Association.
- Members shall apply in writing to have the Board consider reinstating a membership that has been revoked.

Article IV Governance:

Section 1. Board of Directors

All Officers, and Directors **must** be members in good standing of the Association. The Association shall be governed by a Board of Directors comprising four Officers who are also Directors:

- President
- Vice-President
- Secretary and
- Treasurer

and

- Fifteen (15) Regional Directors

Section 2 Executive Committee

The Association's day to day affairs shall be administered by an Executive Committee comprising:

- the President,
- the Vice-President,
- the Secretary,
- the Treasurer and
- One Director elected annually by the Board of Directors from its members

Section 3 Duties of Officers:

Each officer shall have and perform such powers, functions and duties as the membership or the board may, from time to time entrust to or confer upon them, and in addition,

The President shall:

- be the Chair of the Board
- be Chair of the Executive Committee
- preside at all General, and Board Meetings
- be an ex-officio member of all Board Committees, (except the Nominating Committee)
- be the official spokesperson of the Association
- manage the day to day affairs of the Association

The Vice-President shall:

- in the absence of the President, perform the duties and exercise the powers of the President
- oversee the timely formation and reporting of the Finance Review and Nominating Committees.
- perform such other duties as assigned by the President

The Secretary shall:

- prepare or cause to be prepared and issued all notices and agendas for all meetings
- keep or cause to be kept minutes of all meetings
- maintain a data base of the Association's membership
- conduct correspondence as necessary
- maintain custody of all of the Association's records
- administer the electoral process
- arrange for the translation of documents, as required
- perform such other duties as assigned by the President

The Treasurer shall:

- oversee and account for the receipt of all monies due the Association
- authorize the disbursement of all funds paid out on behalf of the Association and maintain an accurate itemized account thereof.
- review and recommend Regional budgets and prepare and submit the Association's annual national budget for the Board's approval.
- prepare and present timely statements of the Association's financial affairs

- perform such other duties as assigned by the President

The Director at Large Shall:

- Represent the Regional Directors on all matters coming before the Executive Committee

Section 4. Duties of Regional Directors:

In addition to their national responsibilities, Directors in their respective regions shall:

- carry out the objectives of the Association
- represent the interests of their members
- oversee a regional communications network
- assist in the nomination and election of Directors in the region
- organize meetings and events. It is recommended that at least one event is organized for the members in the area the Regional Director represents.
- respond to members' questions, comments, etc.
- insure the maintenance of a current database of members residing in the region.
- submit an annual budget and account for all income and expenses relating to regional activities and responsibilities. In the event no receipts or expenses are to occur then a NIL budget is required

Section 5 Duties of the Executive Committee

- The primary function of the Executive Committee is to exercise the powers of the Board between regularly scheduled Board meetings or when it is not practical or feasible for the Board to meet.
- The Committee may act for the Board only when the Board is not in session.
- The Committee may call a special meeting of the Board.
- The Committee shall respond to any questions raised by Board Members on actions taken by the Executive Committee since the last Board Meeting.
- The Committee shall not have the power or authority to adopt, amend or repeal any bylaw; or
- fill any Board or Executive Committee vacancies; or
- make final determinations of policy; or
- discharge any duties relating to the Board's specifically designated responsibilities

Article V. Elections:

Section 1 Regions

- With the exception of the Director at Large The Directors serving as Officers shall be drawn from and be elected by the general membership.

- Provincial Directors shall reside in, be drawn from the Region he/she represents, and be elected by the general membership.

Atlantic Region:

- One Director elected to represent members residing in the Province of Newfoundland & Labrador
- One Director elected to represent members residing in the Provinces of Nova Scotia, New Brunswick & PEI
-

Quebec Region:

- Three Directors elected to represent members residing in the Province of Quebec

Ontario Region:

- Two Directors elected to represent the members residing in the Province of Ontario

Prairie Region:

- One Director elected to represent the members residing in the Province of Manitoba
- One Director elected to represent the members residing in the Province of Saskatchewan
- One Director elected to represent members residing in the area designated North Alberta and the NWT
- One Director elected to represent members residing in the area designated South Alberta

BC & Yukon Region:

- One Director elected to represent members residing in the area designated Vancouver Island
- Two Directors elected to represent members residing in the area designated Vancouver Metro
- One Director elected to represent members residing in the area designated Interior and North

Section 2 Nominations / Elections:

At the Annual General Meeting to be held in the year 2017 a new slate of all directors will be elected for a term of office as follows:

- Four to serve as Officers – two (2) for two (2) years and two (2) for two (2) years
- Province of Newfoundland & Labrador - one (1) for one (1) year
- Provinces of Nova Scotia, New Brunswick & PEI –two (2) for two (2) years
- Province of Quebec – one (1) for one (1) year and one (1) for two (2) years
- Province of Ontario - one (1) for one (1) year and one (1) for two (2) years
- Province of Manitoba - one (1) for one (1) year
- Province of Saskatchewan - one (1) for two (2) years
- Province of North Alberta and the NWT – one (1) for two (2) years
- Province South Alberta - one (1) for one (1) year
- Province of BC designated Vancouver Island – one (1) for two (2) years
- Province of BC designated Vancouver Metro - one for one (1) year and one for two (2) years
- Province of BC designated Interior and North - one (1) for one (1) year

In subsequent years, the elected terms shall be for one or two years as the nominee declares.

Each year as required, prior to the Annual General Meeting, the Executive Committee

Shall:

- call an election where there is a vacancy and/or where the incumbent's term of office is due to expire
- appoint a Nominating Committee of not less than three (3) members, one being the Chair of the Nominating Committee to be from the Board to solicit nominations and prepare:
 - a roster of candidates, drawn from the Association's membership at large, to stand for election as Officers and Directors of the Association and
 - additional separate rosters of candidates drawn from a list of members, residing in the Association's Regional electoral regions, to stand for election as Directors
- Provide all eligible voters with a mail in ballot listing the candidates standing for election as Officers and/or Director/s
- Compile and announce the results of the election at the Annual General Meeting
- Should the Nominating Committee's slate of officers standing for election contain only sufficient Candidate names to fill each office being voted on and should no candidate(s) be Nominated from the floor for election at the Annual General Meeting then, the uncontested Candidates standing for election shall be declared "elected by acclamation".

Section 3 Term of Office

The term of the newly elected officers shall take effect at the conclusion of the AGM.

Officers and Directors

- shall be elected for a term of one or two years as declared by the nominee;
- are eligible to stand for re-election;
- may continue to act until their successor is elected; and
- may hold only one office at a time.

Section 4. Filling Vacancies:

- The election of an officer or director shall take effect upon the expiration of the incumbent's term of office.
- In the event of a vacancy for any reason, the Board shall appoint a replacement to fill the remainder of the former incumbent's un-expired term or such other term as the Board may determine.
- The recall of an Officer or Director, at a special meeting of the Board called for that purpose, requires an affirmative vote of at least 2/3 of the total number of Directors in attendance.
- The recall of an Officer or Director shall be presented for ratification at the next Annual General Meeting.

Article VI Meetings:

Section 1. Type of Meetings:

Annual General Meeting:

An Annual General Meeting is to be held during each calendar year at a time and place as determined by the Board of Directors.

Board Meetings:

Shall be held at least twice each year at a time and place as recommended by the Executive Committee and ratified by the Board.

Executive Committee Meetings:

Shall be held at a time and a place as determined by the President.

Special Meetings:

- The majority of Directors may convene an Extraordinary General Meeting or an Extraordinary General Meeting may be held upon the written request of ten (10%) percent of the Members of the Association.
- At any time, a majority of Directors may call a Special Meeting of the Board.
- At any time, 15% of the members residing in a region may requisition a Special Regional Meeting to vote on a resolution petitioning the Board to recall one of their Directors.

Section 2. Notice:

- Resolutions to be put to a vote at an Annual General or Special Meeting must be submitted to the Secretary in writing at least six weeks in advance of the meeting date.
- The Secretary shall give written notice by sending it by mail or electronic communication at least 30 days prior to the day of the meeting.

Section 3. Order of Business:

Proposals for amending, adding or deleting agenda items shall be the first order of business of a meeting.

Section 4 Electronic Meetings:

- The Members for any Annual General Meeting or any Extraordinary General Meeting are authorized to meet by telephone conference call, or through other electronic communication media.
- The Board of Directors, as well as the Executive and other Committees of the Board, are authorized to meet by telephone conference call, or through other electronic communication media so long as all those participating may simultaneously communicate with each other.

Section 5. Voting (excluding elections):

- Members are not required to be physically present at a meeting to cast their ballot.
- Voting may be in person, by mail, by email, through other electronic communication media or any combination of these methods.
- A majority vote of those casting a ballot shall carry.

Section 6. Quorum:

- A majority of Full Members in attendance in person and by other electronic means forms a Quorum.

- A majority of Directors, who represent at least three regions, shall constitute a quorum for a meeting of the Board of Directors.
- A majority of its members shall constitute a quorum of the Executive Committee.

Article VII Committees:

Section 1. General:

- The Association shall have a Finance Review Committee
- From time to time, the Board may establish and determine the mandate and makeup of other standing and/or ad hoc committees to further the Association's objectives.
- Committees shall report to, and in a manner determined by, the Board.

Section 2. Finance Review Committee:

- The Finance Review Committee shall carry out a general review of the financial records of the Association and provide a formal report to the Board and members of the Association at the Annual meeting.
- The Committee will consist of one member of the Association who is not a member of the Board of Directors. The Board of Directors may add additional members to the Committee if the Board so desires it.

Article VIII Finance

Section 1. Bank Account:

- A bank account shall be maintained with a chartered bank where all funds received by the Association will be deposited.
- The President, the Treasurer and the Secretary of the Association shall be the signing officers.
- All cheques shall be signed by any two of the above signing officers

Section 2. Fiscal Year:

- The financial (fiscal) year of the Association shall end on the 31st of March
- The financial statements for the current fiscal year shall be approved by the Board of Directors prior to the Annual General Meeting. These financial statements, with the report of the Finance Review Committee, will be provided to the members attending the Annual General Meeting and available to all other members upon request.

Section 3. Fees:

- At a Special Meeting or an Annual General Meeting, the members may determine an amount that the members will be asked to contribute in the form of an annual membership fee sufficient to defray the cost of the Association's activities.
- Directors, in their respective regions, may determine an amount that members may be asked to contribute to help defray the cost of the activities in which they participate. Related transportation costs shall be for the account of the participants.
- If Fees are collected by any Director in any Region, a full accounting must be provided to those members paying fees and to the Treasurer.

Section 4. Directors Expenses:

The Association may reimburse out of pocket expense incurred by Board members acting in their capacity as Directors of the Association where those expenses have been preapproved in writing by the Treasurer or in his or her absence, by a signing officer of the Association's bank account.

Section 5. Approval of Budgets:

The Board shall approve the annual budgets of the Association and its regions.

Section 6. Winding Up:

In the event that the Association is wound up, any residual funds contributed by the BDC shall be returned to the Bank.

Article IX Indemnity of Officers and Directors:

- The Association shall indemnify its Directors and Officers against any liability and all costs which such director or officer sustains or incurs in respect of any action, suit, or proceeding that is proposed, or is brought, commenced or prosecuted against him or her for, or in respect of anything done or permitted by him or her in or about the execution of the duties of his, or her office; and all other costs, charges and expenses which he, or she sustains or incurs in relation to the affairs thereof except for dishonest or fraudulent act or acts.
- The Directors and Officers are authorized to purchase or otherwise arrange Directors and Officers Insurance and any other insurance which they decide is required in order to properly insure both themselves and the Association from claims arising out of the activities of the Association and their activities on behalf of the Association.

Article X Parliamentary Authority:

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article XI Bylaw Amendments:

- The Association’s bylaws can only be amended at the Association’s Annual General Meeting or at a special meeting of the Board of Directors called by the President, where 2/3 of Directors approve such a resolution.
- Any amendment passed by the Board at a special meeting of Directors shall be presented for ratification at the next Annual General Meeting by a 2/3 vote.

Signed By:

Secretary: _____
Real Leahey

REVISED JULY 2017 AND RATIFIED AT THE ANNUAL GENERAL MEETING OF THE ASSOCIATION HELD SEPTEMBER 26, 2017

These bylaws for distribution purposes are posted on the “website” in both official languages and, upon request from members to the Secretary or their Regional Representative are available in hard copy and can be mailed to the pensioner.