

**Memorial University of Newfoundland Pensioners Association
BYLAWS**

(Amended AGM June 6, 2012)

ARTICLE 1: NAME

1.1 The name of the Association shall be the Memorial University of Newfoundland Pensioners Association (MUNPA).

ARTICLE 2: MEMBERSHIP

2.1 Retirees of the Memorial University of Newfoundland (the University), and the beneficiaries and survivors of retirees shall be members of the Association unless the Secretary receives a written request to terminate membership.

ARTICLE 3: OBJECTIVES [New 2012]

The objectives of the Association shall be:

3.1 To promote and defend the interests of retirees particularly in (i) the University pension and benefit plans and (ii) access to the University and its facilities.

3.2 To inform pensioners about matters of interest to them and to provide social activities for them.

3.3 To foster mutually beneficial relationships between the Association and other elements of the University community including faculty and staff unions, non-bargaining groups and administrative bodies.

3.4 To monitor changes to the pension and benefit plans of the University and of other employee groups in the province and elsewhere.

3.5 To facilitate interaction with other retiree/seniors organizations.

3.6 To support registered charitable organizations whose goals are compatible with those of the Association.

ARTICLE 4: BOARD OF DIRECTORS [Revised 2012]

4.1 There shall be a Board of Directors (the Board) consisting of: (i) the Officers and (ii) at least five (5) and at most ten (10) additional Directors;

4.2 The Board shall be responsible for the day-to-day operation of the Association. On matters considered important to the membership, the Board shall make submissions to appropriate university officials, government or other organizations, either directly or through representation on university and other committees;

4.3 The Board may establish such Committees as it deems necessary to carry out the objectives of the Association;

4.4 The Board shall be responsible for ensuring that the Association complies with all applicable federal and provincial legislation;

4.5 A Board member may serve up to a maximum of four consecutive one-year terms unless the member is elected subsequently as President and may

serve up to two additional years and an additional two years as Past President. A member may be elected to serve again after a minimum of one year off the Board. [New 2012: This section shall take effect at the AGM in 2013]

4.6 Members of the Board shall normally remain in office until their successors are elected. The Board may appoint a member to serve until the next Annual General Meeting if an elected position on the Board is declared vacant.

ARTICLE 5: OFFICERS OF THE ASSOCIATION [Revised 2012]

5.1 The Officers of the Association shall be the President, the Vice-President, the Secretary, the Treasurer, and the Immediate Vice-President. [New 2012]

5.2 The President shall:

5.2.1 supervise and administer the affairs of the Association;

5.2.2 call and preside at all meetings;

5.2.3 prepare and circulate an agenda for each meeting;

5.2.4 ensure that the policies and actions approved at a General or Board Meeting are implemented;

5.2.5 be an ex-officio member of all committees;

5.2.6 be the official spokesperson of the Association on all matters.

5.3 The Vice-President shall:

5.3.1 assume the duties of the President whenever necessary;

5.3.2 assume the office of President if this office becomes vacant;

5.3.3 perform other duties assigned by the Board or General Meeting.

5.4 The Secretary shall:

5.4.1 ensure that notice is given for all meetings;

5.4.2 record the minutes of all meetings;

5.4.3 be responsible for the records of the Association.

5.5 The Treasurer shall:

5.5.1 maintain records of all financial transactions;

5.5.2 ensure that a bank account is kept at a financial institution approved by the Board;

5.5.3 submit a budget at the Annual General Meeting;

5.5.4 recommend to the Board a qualified person to conduct an annual audit;

5.5.5 submit an audited Annual Financial Report at the Annual General Meeting and financial reports to the Board upon request;

5.5.6 submit a list of Officers and other required information pursuant to the requirements of the Corporations Act.

5.6 The Immediate Past President shall:

5.6.1 guide and assist the President;

5.6.2 perform specific duties assigned by the President, the Board or a General Meeting.

ARTICLE 6: MEETINGS

6.1 The President may call a General or Special meeting of the Association at any time;

6.2 The President shall call a Special General meeting upon the request of at least ten (10) members, provided that the request is made in writing to the President specifying the reasons for the request;

6.3 The quorum for a General or Special meeting shall be fifteen (15) members;

6.4 The Secretary shall give at least twenty-one (21) days notice for a General or Special meeting;

6.5 If both the President and the Vice-President are absent, then a member shall be elected by the meeting to preside;

6.6 Meetings of the Board shall be at the call of the President;

6.7 The quorum for a Board meeting shall be a majority of its members;

6.8 The Annual General Meeting shall be held prior to October 31st of each calendar year at a time and place designated by the Board;

6.9 The business of an Annual General Meeting shall include the presentation of reports by the President, the Treasurer, the Nominating Committee and other Committees, at the discretion of the Board;

6.10 Nominations may be made from the floor of the Annual General Meeting;

6.11 With the exception of the Immediate Past President, the Officers and other Directors shall be elected at the Annual General Meeting in the following order: President, Vice-President, Secretary, Treasurer and Directors. The election shall be by secret ballot unless a candidate is declared elected by acclamation.

6.12 All Association meetings shall be governed by Robert's Rules of Order: www.robertsrules.org

6.13 A resolution on a time-sensitive matter accepted by a majority of the Board through electronic communication shall have the same force as if it had been agreed at a meeting and the decision shall be recorded at the subsequent meeting. [New 2012]

ARTICLE 7: VOTING

7.1 A resolution other than a proposed amendment to the Bylaws or a resolution to dissolve the Association shall be decided by a majority vote of those members present and voting at a General Meeting; [Revised 2102]

7.2 Voting shall be by a show of hands unless otherwise requested by the meeting or as specified in 6.11;

7.3 In the event of a tie vote, the meeting Chair shall have the deciding vote.

ARTICLE 8: FINANCES

8.1 There shall be a voluntary annual membership fee in an amount approved by the membership and which may (i) be deducted monthly from source for each

member who provides authorization to the Department of Human Resources, or
(ii) be paid to the Treasurer;

8.2 A member for whom the Association is in receipt of the annual membership fee shall be designated a supporting member;

8.3 The Association shall receive and hold all monies and other assets subscribed to it or acquired in any other way and shall use such assets for the administration and advancement of the Association;

8.4 The financial year shall be from April 1 to March 31;

8.5 Signing authority shall be vested in any two Officers;

8.6 Members of the Board shall not receive remuneration for duties performed on behalf of the Association but may be reimbursed for expenses incurred in performing such duties and authorized by the Board.

ARTICLE 9: BYLAWS AND AMENDMENTS [New in 2012]

9.1 The Board may make and amend Bylaws subject to ratification at the next Annual General Meeting or a Special General Meeting of the Association.

9.2 Notice of details of a proposed amendment to the Bylaws shall be given to the Secretary at least 30 days prior to an Annual General Meeting or a Special General Meeting. The Secretary shall give at least 21 days notice of a proposed amendment on the Association website and, when possible, in the Association Newsletter.

9.3 An amendment requires support by at least a two-thirds majority of the total of (i) members present and voting and (ii) absent members who have submitted a vote by mail or e-mail, provided that such vote is received by the Secretary at least three days prior to the scheduled meeting and that such absentee vote clearly indicates "Aye" or "Nay" for any proposed amendment.

9.4 Amended Bylaws shall take effect at a time stated in the resolution to amend.

ARTICLE 10: DISSOLUTION [Re-numbered 2012]

11.1 A resolution to dissolve the Association shall be decided at a Special General Meeting of the Association by at least a two-thirds majority of the total number of (i) members present and voting and (ii) absent members who have submitted an absentee vote, as provided for in Article 10.3.

11.2 In the event of dissolution, the assets of the Association that remain after satisfying any liabilities shall be assigned to the Memorial University of Newfoundland to be used for such purposes as specified in a separate resolution approved by a majority vote of those members present and voting at the Special General Meeting specified in 11.1.

NOTES:

Pursuant to Article XI of the previous Constitution, a resolution to adopt this Constitution was approved by resolutions adopted at the Annual General Meeting held October 16, 2008.

Pursuant to Article 10 of this Constitution, amendments to Articles 3.1 and 7.1 and a new Article 11 were approved by resolutions adopted at the Annual General Meeting held October 15, 2009.
Pursuant to Article 10 of this Constitution, amendments to Articles 6, 9, 10 and 11 were approved by resolutions adopted at the Annual General Meeting held October 13, 2010.