

Memorial University of Newfoundland Pensioners Association BYLAWS

BYLAW 1: OBJECTIVES

The objectives of the Association shall be:

- 1.1 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;
- 1.2 To inform pensioners about matters of interest to them and to provide social activities for them;
- 1.3 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;
- 1.4 To monitor changes to the pension and benefit plans of the University and of other employee groups in the province and elsewhere;
- 1.5 To facilitate interaction with other retiree/seniors organizations;
- 1.6 To support registered charitable organizations whose goals are compatible with those of the Association.

BYLAW 2: OFFICERS OF THE ASSOCIATION

2.1 The Officers of the Association shall be the President, the Vice-President, the Secretary, the Treasurer, and the Immediate Past-President.

2.2 The President shall:

- 2.2.1 supervise and administer the affairs of the Association;
- 2.2.2 call and preside at all meetings;
- 2.2.3 prepare and circulate an agenda for each meeting;
- 2.2.4 ensure that the policies and actions approved at a General or Board Meeting are implemented;
- 2.2.5 be an ex-officio member of all committees;
- 2.2.6 be the official spokesperson of the Association on all matters.

2.3 The Vice-President shall:

- 2.3.1 assume the duties of the President whenever necessary;
- 2.3.2 assume the office of President if this office becomes vacant;
- 2.3.3 perform other duties assigned by the General or Board Meeting.

2.4 The Secretary shall:

- 2.4.1 ensure that notice is given for all meetings;
- 2.4.2 record the minutes of all meetings;
- 2.4.3 be responsible for the records of the Association.

2.5 The Treasurer shall:

- 2.5.1 maintain records of all financial transactions;
- 2.5.2 ensure that a bank account is kept at a financial institution approved by the Board;
- 2.5.3 submit a budget at the Annual General Meeting;
- 2.5.4 recommend to the Board a licensed person, independent of the Association, to conduct an Annual Financial review;
- 2.5.5 submit an Annual Financial Report, reviewed as in
- 2.5.4, at the Annual General Meeting and financial reports to the Board upon request;
- 2.5.6 submit a list of Officers and other required information pursuant to the requirements of the Corporations Act.

2.6 The Immediate Past President shall:

- 2.6.1 guide and assist the President;
- 2.6.2 perform specific duties assigned by the President, the Board or a General Meeting.

BYLAW 3: MEETINGS OF THE ASSOCIATION

3.1 The President may call a General or Special meeting of the Association at any time.

3.2 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.

3.3 The quorum for a General or Special meeting shall be fifteen (15) members.

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

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

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

3.7 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.

3.8 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.

3.9 Nominations may be made from the floor of the Annual General Meeting.

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

BYLAW 4: VOTING AT MEETINGS OF THE ASSOCIATION

4.1 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.

4.2 Voting shall be by a show of hands unless otherwise requested by the meeting or as specified in 3.8.

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

BYLAW 5: MEETINGS OF THE BOARD

5.1 Meetings of the Board shall be at the call of the President.

5.2 The quorum for a Board meeting shall be a majority of its members.

5.3 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.

5.4 The Executive Committee by unanimous consent may, between Board meetings, take appropriate action on any matter of an urgent nature, and shall report such action at the next Board Meeting.

BYLAW 6: FINANCES

6.1 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.

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

6.3 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.

6.4 The financial year shall be from April 1 to March 31.

6.5 Signing authority shall be vested in any two Officers.

6.6 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. However, in extraordinary circumstances, and where no paid staff is available, a Board

member may temporarily assume duties normally completed by paid staff and receive remuneration for such duties.

BYLAW 7: *BYLAWS AND AMENDMENTS*

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

7.2 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.

7.3 An amendment to the Bylaws 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.

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

BYLAW 8: *GENERAL POLICIES*

8. The Board may establish such general policies and guidelines, including Terms of Reference for Board Committees and other appointments, as are necessary for the functioning of the Association and are consistent with the Bylaws. Such guidelines and any amendments thereto shall become effective immediately upon their passing by the Board unless a later date is specified.

BYLAW 9: *DISSOLUTION*

9.1 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 7.3.

9.2 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 9.1.

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