

BYLAWS
OF
W.C.B. RETIRED EMPLOYEES' ASSOCIATION

DEFINITIONS:

In these Bylaws:

"Act" means the "*Societies Act*" of British Columbia as amended from time to time;

"Board" means the directors of the Association or Society;

"Bylaws" means these Bylaws as altered from time to time.

DIRECTORS:

1. There shall be no fewer than three (3) and no more than eleven (11) directors who shall hold office for one (1) year.
2. The nomination and election of directors shall take place at the annual general meeting.
3. A nominating Committee shall be appointed prior to the annual general meeting.
4. The nominating committee shall provide a slate of candidates.
5. Any member nominated must be present at the annual general meeting and expressly consent to act as a director or have given his/her consent prior to the meeting.
6. Nominations may be made from the floor.
7. The directors shall decide who shall serve as president, vice-president, secretary, treasurer and members-at-large. The vice-president will assume the duties of the president in the president's absence.
8. The president shall appoint all committees deemed necessary.
9. The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of a resignation, death or incapacity of a director, during the director's term of office.
10. A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

MEMBERS:

1. Active members shall be ex-employees of the W.C.B. who are in receipt of a pension from the W.C.B. Superannuation Fund and who are current with payment of annual dues.
2. Other ex-employees may, on application, be accepted as associate members at the discretion of the directors. Associate members who have paid dues have voting privileges.
3. Spouses of deceased members may elect to continue as associate members upon application and payment of dues.

4. Application for membership shall be submitted on the "Application for Membership" form and approved by the directors.

DUES:

1. The fiscal year shall be April 1 to March 31.
2. Dues shall be set by the directors.
3. Members in arrears are no longer active members and may be excluded from any activities or benefits of the Association at the discretion of the directors.

MEETINGS:

1. The annual general meeting shall be held in April each year, with the members to be notified of the time and place at least fourteen (14) days prior to the meeting.
2. The directors shall meet prior to the annual general meeting and at such other times as they deem necessary.
3. Other general meetings may be called at the discretion of the president, provided sufficient notice is given.

QUORUM:

A quorum at a general meeting is the greater of either five percent (5%) of the members in good standing on the date of the general meeting or three (3) members in good standing on the date of the general meeting.

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,

- (a) In the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) In any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance constitute a quorum for that meeting.

VOTING:

1. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.
2. Voting is by show of hands except as otherwise herein provided where the members by a majority vote require the vote to be by ballot.
3. Voting by proxy is not permitted.

**AUTHORITY
TO ENTER INTO
CONTRACTS:**

On behalf of and in the name of the Association, the Board is authorized from time to time to enter into contracts and agreements with any other person or entity, on terms and conditions that the Board deems fit, reasonable, and in the best interest of the Association.

**SIGNING
AUTHORITY:**

A contract, agreement or other record to be signed by the Association must be signed

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign on behalf of the Association.

Amended: April 26, 2023