

SASKATCHEWAN RETIREES ASSOCIATION INC.



BYLAWS

As amended on April 11, 2016



BYLAW ARTICLES:

	Page
Preamble	
1. Name of the Corporation	3
2. Interpretation of Bylaws and Related Regulations	3
3. Definitions	3
4. Mission, Mandate, Objectives, and Goals of the Association	4
Member Affairs	
5. Membership	4
6. Membership Dues	6
7. Revocation of Membership	6
8. Board of Directors	6
9. Officers of the Association	8
10. Duties of Officers	9
11. Committees of the Board	10
12. Nominating Committee	11
13. Election for Directors	12
14. Meetings	12
15. Voting	14
16. Voting by Proxy	14
Business and Finance	
17. Fiscal Year	14
18. Financial Disclosure	15
19. Auditors	15
20. Head Office	16
21. Liaisons	16
22. Bylaws and Regulations	16
23. Amendments to the Bylaws	16
24. Dissolution	17



**SASKATCHEWAN RETIREES ASSOCIATION INC.
BYLAWS**

PREAMBLE

WHEREAS The Saskatchewan Government Superannuates Association was formed on the 9th day of January, 1975, and was incorporated under **The Societies Act** on the 29th day of April, 1975, and

WHEREAS the Association was continued under The Non-Profit Corporations Act on the 20th day of September, 1982, as Saskatchewan Government Superannuates Association Inc., and

WHEREAS the Association on June 8, 2004, changed its name to **The Saskatchewan Retirees Association Inc.**, and

WHEREAS the Association is a membership corporation and is empowered under The Act to make bylaws,

THEREFORE, The Association constitutes bylaws as follows:

1.		<p>NAME OF THE CORPORATION:</p> <p style="text-align: center;">This corporation shall be known as The Saskatchewan Retirees Association Inc. (SRA Inc.)</p>
2.	<p>2.1</p> <p>2.2</p>	<p>INTERPRETATION OF BYLAWS AND RELATED REGULATIONS:</p> <p>Unless it is otherwise restricted in the context, in these documents the singular shall include the plural and the plural shall include the singular.</p> <p>In the event of conflict of opinion about the interpretation of this constitution or any of its regulations and bylaws, the ruling of the President shall prevail unless and until the matter can be referred to the next annual general meeting or special meeting of the Association.</p>
3.	<p>3.1</p>	<p>DEFINITIONS:</p> <p>In these bylaws:</p> <p>“Association” means the Saskatchewan Retirees Association Inc.</p>

	<p>3.2</p> <p>3.3</p> <p>3.4</p>	<p>“Member” refers to an individual who has met the criteria for membership and is a current individual in good standing in the Association.</p> <p>“Affiliated Agency” refers to other provincial or regional organizations outside the scope of the provincial government but that otherwise receive government funding and deliver programs or services to the general public of the Province of Saskatchewan.</p> <p>“The Act” refers to the Non-Profit Corporations Act.</p>
<p>4.</p> <p>4.1</p>		<p>MISSION AND MANDATE: The Association is a volunteer led, non-profit organization of current and retired Saskatchewan public sector employees, working together to improve the quality of the lives of its members. As such, it will:</p> <ul style="list-style-type: none"> • Speak with a unified voice for members; • Provide a forum for discussion of issues relevant to all members; • Promote communication, co-operation, and understanding among members; • Research and compile information on pension benefits and retirement issues and advocate changes therein; and • Provide access to retirement programs for members and their families. <p>OBJECTIVES AND GOALS OF THE ASSOCIATION: Without limiting its activities, the Association shall, acting as a volunteer, non-profit membership corporation of eligible to be, or retired Government of Saskatchewan employees (ministries, crown corporations, commissions and otherwise related public sector agencies or associations) and or their spouses, seek to:</p> <ol style="list-style-type: none"> a) Organize the resources of the Association to provide effective, timely service to the membership; b) Advocate improvements to benefits that reflect the needs of the members; c) Provide relevant information to the members or interested parties; d) Make timely presentations to governments and other organizations to advocate positive changes to current retirement benefits; e) Increase public awareness of the Association through marketing and outreach activities; f) Provide opportunities to facilitate social events and communication with members; g) Expand SRA membership and engage their talents; and h) Actively seek feedback from the members.
<p>MEMBER AFFAIRS</p>		
<p>5.</p> <p>5.1</p>		<p>MEMBERSHIP: In accordance with Article 5.2`, any individual and/or his or her spouse, who is a retiree or a current employee, and is receiving, has received, or is eligible to receive a pension from the Government of Saskatchewan (ministries, crown corporations, commissions) or from otherwise approved affiliated provincial or regional associations or agencies and/or their spouses, shall meet the criteria for membership.</p>

		<p>5.1.1 An affiliated agency or association shall be a provincial or regional corporation, association or such other entity receiving funding from the provincial government and is, as such, approved for its retirees to apply for individual membership with the Saskatchewan Retirees Association.</p> <ul style="list-style-type: none"> a) Affiliate approval will require a two-thirds (2/3) majority vote of the Board of Directors; b) All shall be listed in the annual report to the general meeting of members, and c) A list of such affiliates shall appear in published materials on the Association website and in the newsletter of the Association. <p>5.1.2. An individual employed with such approved affiliated associations or agencies, or with the Government of Saskatchewan and meeting the criteria of Article 5.2, may apply to the Association for membership.</p> <p>5.2 TYPES OF MEMBERSHIP:</p> <p>5.2.1 Individual Member:</p> <ul style="list-style-type: none"> a) Government retiree member: is an individual and/or a spouse of an individual who has received, is currently eligible to receive, or is receiving a pension from the Government of Saskatchewan, or from any provincial crown corporation, commission, board or agency thereof, and s/he shall have one vote on any motion put before a meeting of members. b) Affiliate retiree member: is an individual retiree and/or a spouse of an individual who has received, is eligible to receive, or is receiving a pension from an affiliated related agency that is provincial or regional in scope in the Province of Saskatchewan, as is described in Article 5.1.1, and s/he shall have one vote on any motion put before a meeting of members. <p>5.2.2 Upon successful application to the Association, and the payment of the prescribed dues for the current fiscal year, an Individual shall be granted membership in the Association.</p> <p>5.3 Honorary Member: In recognition of outstanding service to the Association, a lifetime honorary membership may be bestowed on an individual member at the annual general meeting of the Association.</p> <ul style="list-style-type: none"> a) Honorary member dues shall be borne by the Association; and b) A maximum of ten honorary members shall comprise this category at any one time. c) Where a vacancy exists in the roster of honorary members, the nominating committee shall receive nominations for an honorary member as may be proposed from time to time by submission from a general member with written assent of five members, or as a proposal that may be submitted as a nomination from the Board of Directors, for such consideration. d) The Nominating Committee shall review all proposals for honorary member and determine their suitability according to the Terms of Reference for the honour. e) The nomination for honorary membership shall be presented by the Nominating Committee to the floor of the annual general meeting whereby a majority vote of members present shall be required to bestow this honour. f) An honorary member shall have one vote on any motion at a meeting of members.
--	--	--

<p>6.</p>	<p>6.1</p> <p>6.2</p> <p>6.3</p> <p>6.4</p>	<p>MEMBERSHIP DUES:</p> <p>Individual membership dues shall be recommended by the Board of Directors and shall be approved by the members at the annual general meeting.</p> <p>6.1.1 Membership dues shall be paid annually for the January to December fiscal year.</p> <p>Individual members shall receive notice through all Association publications of any proposed increase in membership dues in the notice of meeting a minimum of thirty (30) days prior to the annual general meeting, to become effective in the next fiscal year.</p> <p>Members enrolled in any of the group health benefits or the health and dental benefits, or any other similar programs that may be introduced from time to time, will have membership dues collected and paid through the premiums (or fees) for such programs.</p> <p>Membership dues are non-refundable.</p>
<p>7.</p>	<p>7.1</p> <p>7.2</p> <p>7.3</p> <p>7.4</p> <p>7.5</p>	<p>REVOCATION OF MEMBERSHIP:</p> <p>The Board of Directors may, by resolution, cancel any individual membership in the Association, where, in the opinion of the Board of Directors, the member has conducted himself or herself in a fashion that undermines the objectives, aims and purposes of the Association.</p> <p>Any member who is subject to potential cancellation of membership shall be advised by the Board of Directors thereof, and the reasons therefore, in writing.</p> <p>Any member who has been advised by the Board of potential revocation of his or her membership shall have 30 days within which to make written submissions to the Board stating reasons why his or her membership should not be revoked.</p> <p>The Board of Directors shall consider the written submissions of the affected member. In the event that the Board of Directors concludes the revocation of membership is nevertheless warranted, the affected member will be given an opportunity to respond verbally at a special meeting of the Board of Directors to be held no later than 45 days after notice of potential revocation of membership was provided to the member.</p> <p>A two-thirds majority vote by the Board of Directors shall be required to revoke membership.</p>
<p>8.</p>	<p>8.1</p> <p>8.2</p>	<p>BOARD OF DIRECTORS:</p> <p>The Board of Directors will, for the benefit of the membership, conduct the business and affairs of the Association in accordance with the bylaws.</p> <p>8.1.1 Every Board member of the Association shall act honestly and in good faith, with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.</p> <p>Directors of the Board shall be elected by and from the general membership at the annual</p>

	<p>general meeting of the Association.</p>
8.3	<p>The Board of the Association shall consist of a maximum of twelve (12) elected members, each holding a valid individual membership with the Association.</p>
8.4	<p>Term of Office: A director shall be elected for one, three-year term.</p>
	<p>8.4.1 A member in good standing may be a candidate for director and stand for re-election to the Board of Directors by the general membership for two consecutive terms on the Board.</p>
8.5	<p>No individual shall be elected to the Board of Directors for a fourth consecutive three-year term.</p>
8.6	<p>Terms of office shall be staggered to allow for continuity of Board affairs and management.</p>
	<p>8.6.1 Each year, beginning in 2017, four positions for the Board of Directors will be elected for a three-year term at the annual general meeting of the Association by the general membership.</p>
	<p>8.6.2 The 2016 Board will determine how current elected directors will comply with this bylaw and will publish the names of directors in the rotation schedule for its implementation. Thereafter, each year the election of four directors for a three-year term will occur at the annual general meeting of the members.</p>
8.7	<p>In the event of resignation, incapacity, removal or death of a director during his or her term, the Board of Directors may, by resolution, nominate any person holding a valid individual membership status with the Association, to act in the place and stead of the previous director, and to hold office until expiry of that previous director's term.</p>
	<p>8.7.1 In completing a three-year term of a resigned director, the individual shall, upon completion of the previous director's term of office, be eligible for nomination as a new director and have the ability to meet the specifications of Article 8.4.</p>
8.8	<p>The office of a director shall be vacated:</p>
	<p>8.8.1 If a director resigns his or her office by delivering a written resignation to the Secretary of the Association; or</p>
	<p>8.8.2 If, at a special meeting of members or at a special meeting of directors called for that purpose, a resolution is passed by three-quarters of those present at the meeting that s/he be removed from office; or</p>
	<p>8.8.3 Upon death or physical or mental infirmity that renders the director incapable of performing his or her duties; or</p>
	<p>8.8.4 If a director fails to attend 50% of the designated Board of Director's meetings in any given fiscal year.</p>
8.9	<p>A majority of the elected members of the Board of Directors shall constitute a quorum.</p>
8.10	<p>The President of the Association shall be the Chairperson of the Board of Directors. The Board may name such committees and appoint such officials as are necessary to achieve the purposes</p>

	<p>and objectives of the Association.</p> <p>8.11</p> <p>8.12</p> <p>8.13</p> <p>8.14</p>	<p>The Association shall indemnify a director or officer, a former director or officer, committee members, volunteers or a person who acts or acted at the Association’s request as a director or officer and his or her heirs and successors against any and all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment or monetary penalty, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been a director or officer of the Association if:</p> <ul style="list-style-type: none"> (i) S/he acted honestly and in good faith with a view to the best interests of the Association; and (ii) S/he had reasonable grounds for believing that his or her conduct was lawful. <p>The Association may purchase or maintain such insurance for the benefit of its directors and officers, committee members and volunteers, as the board may from time to time determine.</p> <p>No director of the Board shall receive remuneration for his or her services as a director. However, the Board may, by resolution, authorize payment to members for mileage or other out-of-pocket expenses incurred in the furtherance of the affairs of the Association in accordance with an expense schedule approved by the Board of Directors.</p> <p>DISSENT: Any motion passed by a majority vote of the directors or the general membership shall become the official position of the board and the Association and shall be supported by all directors.</p> <p>8.14.1 A director who is present at a meeting of directors or committees is deemed to have consented to any resolution passed or action taken at that meeting unless he or she:</p> <ul style="list-style-type: none"> a) Requests that his or her dissent be entered in the minutes of the meeting; b) Sends a written dissent to the secretary of the meeting before the meeting is adjourned; or c) Sends a dissent by registered or certified mail or delivers it to the registered office of the corporation immediately after the meeting is adjourned. <p>8.14.2 If a director is absent from a meeting and does not otherwise register his or her dissent in writing to the secretary of the meeting within seven days of becoming aware of the resolution, s/he shall be deemed to be in support of and consenting to any resolution passed or action taken thereat.</p>
<p>9.</p> <p>9.1</p>		<p>OFFICERS OF THE ASSOCIATION:</p> <p>The number of elected directors serving as an officer shall not exceed one-third of the total number of directors. (The Act 108.3)</p> <p>The Officers of the Association shall include:</p> <ul style="list-style-type: none"> (i) The President (ii) Vice-President Corporate Affairs (iii) Vice-President Finance (iv) Vice-President Development

	<p>9.2</p> <p>9.3</p> <p>9.4</p> <p>9.5</p> <p>9.6</p>	<p>The Officers of the Association shall be elected annually by the Board of Directors at the first board meeting to be held immediately following the annual general meeting of the Association.</p> <p>Term of Office: The Officers shall be elected by the Board of Directors for a one-year term at the first board meeting to be held immediately following the annual general meeting, and shall hold office until their successors are duly elected.</p> <p>Vacancy of Officers: When a position for an Officer becomes vacant due to the resignation of an Officer, or a vacancy exists due to other reasons, the directors shall elect a replacement Officer, holding a vote by ballot with more than one candidate.</p> <p>The Officers of the Association shall constitute the Executive Committee.</p> <p>The Officers of the Association shall be entitled to hire such persons upon such terms respecting remuneration and otherwise, as the Board of Directors in its discretion considers appropriate for the effective functioning of the Association.</p>
<p>10.</p> <p>10.1</p> <p>10.2</p>	<p>DUTIES OF OFFICERS:</p> <p>President:</p> <p>10.1.2</p> <p>10.1.3</p> <p>10.1.4</p> <p>10.1.5</p> <p>Vice-Presidents:</p> <p>10.2.1</p> <p>(i)</p> <p>(ii)</p>	<p>DUTIES OF OFFICERS:</p> <p>President: The President shall be the chief executive officer of the Association and shall preside at all general or special meetings of the Association, of the Board of Directors and of the Executive Committee.</p> <p>10.1.2 The President shall conduct meetings in accordance with the rules of procedure established by the Board of Directors.</p> <p>10.1.3 The President shall ensure that the decisions of the Association, the Board of Directors and the Executive Committee are carried into effect.</p> <p>10.1.4 The President shall ensure communications are provided on a timely basis for the edification of the members.</p> <p>10.1.5 The President shall have a duty to be vigilant and active in promoting the objectives and affairs of the Association.</p> <p>Vice-Presidents: shall serve on the Executive Committee. In the absence of the President at a Board meeting or an Executive Committee meeting, the Board, or the Executive Committee shall by show of hands appoint a Vice-President to act in the place and stead of the President for the duration of that meeting.</p> <p>Specific responsibilities shall be assigned and designated to each of the three Vice-Presidents, as follows:</p> <p>10.2.1 Vice-President Corporate Affairs: shall keep all records of the Association, the Board of Directors and the Executive Committee.</p> <p>(i) The V.P. of Corporate Affairs shall record minutes of all meetings of these three bodies, and shall distribute them as directed to all members of the respective groups.</p> <p>(ii) The V.P. of Corporate Affairs shall also be responsible for the official correspondence respecting these three bodies.</p>

		<p>(iii) The V.P. of Corporate Affairs shall assist the President in the performance of duties and the administration of the Association and shall carry out such other duties as may be assigned from time to time.</p> <p>(iv) The V.P. of Corporate Affairs shall chair any committees struck to review special issues relating to this position and shall develop the members of that committee.</p> <p>10.2.2 Vice-President Finance: shall be appointed as the Association Treasurer, and shall have responsibility for all funds of the Association, and shall be responsible for their safe-keeping and proper disbursement.</p> <p>(i) The V.P. Finance shall prepare budgets in a form and kind as required from time to time and as directed by the Board of Directors.</p> <p>(ii) The V.P. Finance shall present financial statements to each meeting of the Board of Directors for discussion and approval.</p> <p>(iii) The V.P Finance shall chair any committees struck to review special issues relating to Finance and shall develop the members of that committee.</p> <p>10.2.3 Vice-President Development: shall have the responsibility for corporate and business affairs relating to the efficacy and delivery of the bylaws to the benefit of members.</p> <p>(i) The V.P. Development shall be the custodian of the bylaws and responsible for their maintenance and upgrade, as needed.</p> <p>(ii) The V.P. Development shall act on, and strive to enhance the liaison between the SRA Inc. and other corporate entities for the benefit of the Association.</p> <p>(iii) The V.P. Development shall chair any committees struck to review specific issues related to this position and shall develop the members of that committee.</p> <p>(iv) The V.P. Development shall maintain liaison with the affiliated member corporate bodies and associations, as described in Article 5.1.1.</p>
<p>11.</p>	<p>11.1</p> <p>11.2</p> <p>11.3</p> <p>11.4</p>	<p>COMMITTEES OF THE BOARD:</p> <p>The Board of Directors shall appoint standing committees to discharge the functions described by the Board of Directors and shall determine the terms of reference for each committee.</p> <p>11.1.1 STANDING COMMITTEES:</p> <p>(i) Executive Committee</p> <p>(ii) Finance Committee</p> <p>(iii) Membership and Communications Committee</p> <p>(iv) Group Benefits Committee</p> <p>(v) Pensions Committee</p> <p>The terms of reference and appointments to committees shall be determined or approved by the Board of Directors, and shall aspire to have the membership of the Association represented on committees to obtain the most effective representation for the business of the Association.</p> <p>Each committee shall report in written format all actions at least annually to the Board of Directors for presentation to the annual general meeting of the Association for consideration by the members.</p> <p>SPECIAL COMMITTEES:</p> <p>The Board may provide for other special committees and may assign duties to them.</p>

	<p>11.5</p>	<p>APPOINTMENT AND CONDUCT OF COMMITTEES: The President shall be an ex-officio member of all committees, notwithstanding Article 10.1.</p> <p>11.5.1 The Board, at their first meeting following the annual general meeting, shall name the chair for each of the standing committees.</p> <p>11.5.2 The members of each committee, with exception of the Executive Committee, shall be appointed from among the Board or general membership by each chair of the respective committees.</p> <p>11.5.3 The number of members on a committee, excepting the Executive Committee, shall be determined by the chairperson of the committee.</p> <p>11.5.4 All appointments to a committee shall be subject to confirmation by the Board.</p> <p>11.5.5 Committees may meet, adjourn and otherwise regulate their meetings as they may best determine.</p> <p>11.5.6 Honoraria will not be paid to members of the Association. Members will be reimbursed for expenditures made on behalf of the Association for mileage or other expenses incurred while conducting Association business, at rates to be determined by the Board.</p> <p>11.5.7 A Committee chair may present a proposed budget to the Board for consideration in achieving the approved activities or projects of the committee.</p>
<p>12.</p>	<p>12.1</p> <p>12.2</p> <p>12.3</p> <p>12.4</p>	<p>NOMINATING COMMITTEE:</p> <p>The Board of Directors shall, in each year, strike a nominating committee for the purposes of selecting a slate of individual members to be put forward for election to the Board of Directors at the annual general meeting, and other to conduct other duties as may be assigned to it in conducting elections for Board or Association business.</p> <p>The Nominating Committee shall consist of one director-at-large, one Vice-President, and an individual member of the Association in good standing who is not a member of the Board of Directors.</p> <p>12.2.1 The Nominating Committee shall, from its three members, select its own chair.</p> <p>A current individual member(s) may nominate an individual member for consideration of election to the Board of Directors by providing to the offices of the Association written notice of the nomination together with the mover and seconder of the nomination three months preceding the date of the annual general meeting.</p> <p>The Nominating Committee shall make its recommendations to the Board of Directors at least twenty-one (21) days before the annual general meeting.</p> <p>12.4.1 The Nominating Committee shall, in making its recommendations, give due consideration to regional representation, interest group concerns and expertise required, together with any additional nominations received from the membership as pursuant to Article 12.3.</p>

	<p>12.5</p> <p>12.6</p>	<p>The Nominating Committee shall present its recommendations together with the names of all individual members who have been nominated to the Board of Directors to the floor of the annual general meeting for the election of the incoming Board members.</p> <p>The Nominating Committee shall conduct the election for directors and shall call for nominations from the floor of the annual general meeting for election to the Board of Directors thereat.</p>
<p>13.</p> <p>13.1</p> <p>13.2</p> <p>13.3</p> <p>13.4</p> <p>13.5</p> <p>13.6</p>		<p>ELECTION FOR DIRECTORS:</p> <p>The election for directors at the annual general meeting of members shall be conducted by the Chair of the Nominating Committee.</p> <p>An election for the purpose of selecting new directors to the Board shall be held at the annual general meeting of members.</p> <p>13.2.1 Beginning in 2017, and pursuant to Article 8.4, the members at each annual general meeting shall elect four members to serve a three-year term as a director.</p> <p>The Nominating Committee (Article 12) shall present a slate of candidates to the membership.</p> <p>13.3.1 It shall call for any nominations from the floor of the annual general meeting, and any nominee from the floor must be present in person to be considered for election and shall require a mover and seconder for the nomination.</p> <p>Voting for a candidate for the Board of Directors shall be by ballot.</p> <p>13.4.1 An eligible candidate for election must be a current, individual member of the Association.</p> <p>Election to the Board of Directors shall be determined by the number of votes cast for each candidate, with those four candidates receiving the majority of votes to be declared as elected to the Board.</p> <p>In the event of a tie vote, the nominating committee shall cast the single deciding ballot.</p>
<p>14.</p> <p>14.1</p>		<p>MEETINGS:</p> <p>Meetings shall be conducted consistent with the latest revised edition of Roberts Rules of Order, unless otherwise specifically expressed in these bylaws.</p>
	<p>14.2</p>	<p>Annual General Meeting of Members:</p> <p>14.2.1 An annual general meeting of the members shall be held prior to the end of May in each calendar year, at a time and place to be fixed by the Board of Directors.</p> <ul style="list-style-type: none"> (i) Each individual member in good standing and all honorary members who are present are entitled to one vote on any motion put to the floor at a meeting of members. (ii) Notwithstanding Article 13.4, voting may take place by a show of hands unless demanded by ballot by a member, which must be granted. <p>14.2.2 Notice of meeting: is to be delivered in a written format to each member and to the auditor at least thirty (30) days prior to the meeting with specifics of the location, time and</p>

		<p>tentative agenda for the meeting.</p> <p>14.2.3 Quorum: Forty (40) current individual members personally present at a meeting of members shall constitute a quorum.</p> <p>14.2.4 Official Business: to be transacted at the annual general meeting shall consist of the following:</p> <ul style="list-style-type: none"> a) consideration of financial statements; b) consideration of an auditor`s report; c) the appointment of an auditor; d) the consideration of bylaws submitted by the directors; and e) the election of incoming directors. <p>14.2.5 Special Business: Any additional business is to be considered special business.</p> <ul style="list-style-type: none"> a) Committee reports shall be written and shall be presented to the members at the annual general meeting; b) Other additional business may be raised by the Board and included in the Agenda at the annual general meeting as is appropriate; and c) Other additional business may be raised for consideration on the Agenda from the floor at the annual general meeting and must receive approval by the members present for its inclusion prior to a motion to approve the Agenda.
<p>14.3</p>		<p>MEETINGS – OTHER</p> <p>14.3.1 Special General Meeting: May be called at any time by the president, but s/he shall do so when requested in writing by at least five per cent (5%) of members with the right to vote at a meeting of members.</p> <p>14.3.2 Notice of a Special General Meeting shall be sent to all members a minimum of 30 days prior to the meeting, in writing or by electronic means, specifying the purpose, date, time and location of the meeting.</p>
<p>14.4</p>		<p>DIRECTORS’ MEETINGS:</p> <p>14.4.1 The Directors of the Board shall be provided with a minimum seven (7) days of notice of all general or special meetings.</p> <ul style="list-style-type: none"> a) Notice shall be delivered by mail, e-mail or by a means otherwise verifiable. b) Emergency meetings may be called at the discretion of the President in extraordinary circumstances. <p>14.4.2 The Board of Directors shall meet a minimum of four (4) times each year for the purpose of establishing policies relating to the purposes and work of the Association and for the dispatch of business related thereto. One of these meetings shall be held immediately before and another immediately after the annual general meeting.</p> <p>14.4.3 Other than as identified in Article 14.4.2, where the meetings immediately before and immediately after the annual general meeting shall be in person only, meetings of the Board of Directors may be held in person, or via a teleconference communication system or a video</p>

		<p>conference system that may include e-mail voting, or any combination of the three at the discretion of the President.</p> <p>14.4.4 The Executive Committee shall meet as required at the call of the President for the adequate dispatch of Association business.</p> <p style="padding-left: 40px;">a) Each Executive Committee member is to receive a minimum seven (7) day notice of a meeting, and</p> <p style="padding-left: 40px;">b) notice shall be delivered by mail, e-mail or by a means otherwise verifiable.</p> <p>14.4.5 The President, or in his or her absence, one of the Vice-Presidents, shall have authority to call such meetings as s/he deems necessary.</p> <p>14.4.6 A quorum requires a majority of the elected Board to be present.</p> <p>14.4.7 A majority of the elected Board of Directors or Executive Committee may jointly, in writing, request the President to call a meeting of the Board of Directors or the Executive Committee, and the President shall forthwith cause such a meeting to be held.</p>
15.	<p>15.1</p> <p>15.2</p> <p>15.3</p>	<p>VOTING:</p> <p>Annual General Meeting of the Association: all current individual members have the right to cast one vote on each motion put before the meeting.</p> <p>Meetings of the Board of Directors: each elected member shall cast one vote on each motion put before it.</p> <p>Meetings of the Executive Committee: each elected director member shall cast one vote on each motion put before it.</p>
16.	16.1	<p>VOTING BY PROXY:</p> <p>Voting by proxy shall be allowed only by special motion of the Board of Directors, and the terms of proxy shall be distributed with the notice of meeting informing members of the procedures for casting a proxy vote, if any.</p>
BUSINESS AND FINANCE		
17.	<p>17.1</p> <p>17.2</p> <p>17.3</p>	<p>FISCAL YEAR:</p> <p>The fiscal year of the Association shall end on the 31st day of December of each year.</p> <p>The Board shall cause to be kept proper records and accounting transactions of the Association.</p> <p>The Board shall operate with current, timely and updated budgets, and shall be allowed the spending of discretionary funds up to a maximum amount of \$50,000.00 annually.</p>

	17.4	Any spending project that exceeds the annual maximum \$50,000.00, pursuant to Article 17.3, must be presented by the Board to a meeting of the general membership with detailed background information for the expenditure and must receive approval from fifty-one percent (51%) of the members present at the meeting held for that purpose.
18.		<p>FINANCIAL DISCLOSURE:</p> <p>18.1 The Board shall place before the members at every annual general meeting:</p> <ul style="list-style-type: none"> (i) Audited financial statements for the concluded fiscal year; (ii) The report of the auditor; and (iii) Any further information respecting the financial affairs of the Association. <p>18.2 The Board shall approve the audited financial statements and shall evidence their approval by the signature of two or more Board members on the statements.</p> <p>18.3 No audited financial statement shall be released or circulated until it has been approved by the Board and is accompanied by the report of the auditor.</p> <p>18.4 The Association shall send to each member the audited financial statements and the report of the auditor or may, in lieu thereof, publish a notice in the Association publications, stating the documents are available at the office of the Association and that any member may, upon request, obtain a copy free of charge by prepaid mail or via electronic distribution.</p> <p>18.5 Signing Authority:</p> <p>The elected members of the Executive Committee shall have signing authority for any written document or instrument of the Association.</p> <ul style="list-style-type: none"> (i) Two signatures shall be required on all cheques of the Association. (ii) Cheques shall normally be signed by the President and Vice-President Finance but if either is unavailable, one of the other Vice-Presidents may sign in their stead. <p>18.6 All funds of the Association shall be deposited in one or more accounts in the name of the Association at a chartered bank, trust company or credit union designated by the Board.</p> <p>18.7 All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Association and signed in accordance with resolutions passed by the Board for that purpose.</p>
19.		<p>AUDITORS:</p> <p>19.1 The Board of Directors shall in each and every year, appoint an auditor who shall audit the accounts and financial records of the Association, and shall present his or her report at the annual general meeting of the Association for inspection and passage by the membership of the Association.</p> <p>19.2 The remuneration for the audit shall be fixed by the Board of Directors.</p>

	19.3	The auditor shall be from a firm of Chartered Professional Accountants, and shall be independent of the membership of the Association.
20.		<p>HEAD OFFICE: SRA Inc. c/o Walter Scott Building 3085 Albert Street Regina, SK S4S 0B1</p>
21.		<p>LIAISONS:</p> <p>21.1 The Association shall maintain and develop such liaisons with other organizations, associations and affiliated agencies and businesses that will benefit the general membership.</p>
22.		<p>BYLAWS AND REGULATIONS:</p> <p>22.1 The Board of Directors shall by resolution, have the authority to make, amend, or repeal, notwithstanding Article 17.3, such bylaws and regulations as may be necessary to govern the activities and affairs of the Association in accordance with the objectives of the Association.</p> <p>22.2 Any such action of the Board shall be binding until it is presented to the members for approval, rejection or amendment by a majority vote at the next meeting of members.</p> <p>22.3 In the event of conflict of opinion about the interpretation of these bylaws or any of its regulations, the ruling of the President shall prevail unless and until the matter can be referred to the next annual general meeting of the Association.</p> <p>22.4 Amendments: Members who propose amendments to the bylaws must submit such proposals in writing to the Board at least sixty (60) days prior to any meeting of the general membership at which the proposed amendments are to be presented, and the Executive shall arrange for the required due notice and publication of the proposals.</p> <p>22.5 Notice: A minimum notice of thirty (30) days must be given to all individual members by the Board stating the intended change(s) to the bylaws.</p> <p>22.6 Effective: A bylaw, an amended bylaw, or a repeal of a bylaw, is effective from the day of the resolution of the Board until the next annual general meeting of the members, at which time the members shall, by resolution, confirm with a majority vote of those present, to accept, reject, amend or repeal the bylaw(s) as presented by the Board.</p> <p>22.7 Rejected: Where a bylaw, amendment or repeal is rejected by the members, or is not submitted to the next meeting of members, it becomes ineffective and is no longer valid.</p> <p>22.7.1 The Board may not re-institute a bylaw of such that has substantially the same purpose once it has been rejected by the membership.</p>
23.		<p>AMENDMENTS TO THE BYLAWS: Amendments to the bylaws shall be made at the annual general meeting of the Association by a majority vote of the members present, provided written notice is given to all members of the Association by the mover of the amendment at least 30 days before the amendment is presented at the annual general meeting.</p>

24.		DISSOLUTION:
	24.1	Upon dissolution of the Association, its properties and assets shall, after payment of all liabilities, be transferred to any successor organization that follows the aims and objectives of the Association.
	24.2	In the event there is no successor organization, the properties and assets of the Association shall be donated to a charitable organization determined by the retiring Board of Directors, or by a motion at the concluding annual general meeting of members.

* * *



SASKATCHEWAN RETIREES ASSOCIATION

BYLAWS

ARTICLES 1 – 24 inclusive

Inclusions and Amendments as of May __, 2016 included.

Non-Profit Incorporation Registration #: _____

Randy Dove, President

Ken Lozinsky, Vice-President, Development

Date: _____

