

CONSTITUTION Revised March 2019

1. The name shall be The BCIT Retirees' Association, hereinafter known as the Association or BCITRA.
2. The purpose of the Association is to support the interest and needs of the Association Members and the mission of BCIT, as a member funded Association.

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Part 1 — INTERPRETATION

1.1 FUNCTION

In support of the enhancement of interest in BCIT and each other, the purposes of the Association are:

- a. To provide for engagement, activities, and other benefits for those of pensionable age (55) from BCIT, from BCIT associated/affiliated organizations or entities, and from former employees of other post-

- secondary and to share in a community of interest and facilitate communication with each other and BCIT.
- b. To preserve and promote the spirit of friendship formed by members while employed at BCIT.
 - c. To provide support for BCIT students through funding to the BCIT Retirees' Association Endowment Fund.
 - d. To provide education to members and future members on matters of common interest through an internet site, newsletters, workshops, or other means.
 - e. To provide an organization through which benefits may be arranged for members.
 - f. To administer the financial affairs of the Association including but not limited to membership contributions, and other financial items appropriate to the purposes of the Association.
 - g. To support the values and objectives of BCIT.

1.2 DEFINITIONS

In these Bylaws, unless the context otherwise requires:

- a. "Association" means the British Columbia Institute of Technology Retirees' Association.
- b. "Member" means any Active Member, Honorary Member, Life Member, or Associate Member (including Spousal Members) of the Association.
- c. "Registered Address" of a Member means the Member's address as recorded in the register of Members.
- d. "Board" means the Directors of the Association.
- e. "Nominating Committee" means the Committee appointed by the Board and chaired by an available Past President who prepares the slate of candidates for Directors and Officers for election or appointment as needed for each annual general meeting. The Nominating Committee shall have representatives from as many backgrounds as possible.
- f. "Special Resolution" is a resolution that requires the assent of at least 75% of those voting in order to take effect.
- g. "Quorum" is seven voting Members in attendance at the meeting's commencement.
- h. "Officer" means a director holding the position of President, Vice-President, Immediate Past President, Treasurer or Secretary of the Association.
- i. "Spouse" means anyone so designated by a Member in the information given to join the Association. If the Member wishes a spouse to be an actual member of the Association the spouse must become an Associate Member. The spousal Associate Member is eligible to continue upon the death of their spousal Active Member.

1.3 SINGULAR AND PLURAL

Words implying the singular include the plural and vice versa.

Part 2 — MEMBERSHIP AND DUES

2.1 Members-General

The Members of the Association are those persons who are Members in accordance with the bylaws and, in any case, who have not ceased to be Members.

2.2 Active Membership

2.2.1 Active membership shall be available on the basis of individual application to all persons who have officially retired from BCIT and present employees who are planning to retire from BCIT within the next 24 months and have reached pensionable age (55). Individuals who are eligible for membership and have worked at BCIT and are at least 55 years of age may apply for membership even though they have not officially retired. All Active Members on the register as of the 2019 AGM will be grandfathered and remain as Active Members regardless of how they became so prior to that date.

2.2.2 Active Members shall pay the annual dues set by the Association.

2.2.3 Active Members in good standing are eligible to vote, hold office, and have access to all the benefits of membership of the Association.

2.2.4 The Association shall keep a register of Members indicating whether they are active or inactive.

2.3 Honorary Membership

A person is appointed as an Honorary Member on the recommendation of the Board and the approval of the membership in recognition of exceptional service to the Association or to BCIT. On approval by the membership the person becomes an Honorary Member in good standing of the Association. An Honorary member shall be exempt from dues and shall not have voting privileges.

2.4 Life Membership

A person is appointed as a Life Member on the recommendation of the Board and the approval of the membership. On approval by the membership the person shall have all the rights and privileges of an Active Member except a Life member shall be exempt from dues.

2.5 Associate Membership

2.5.1 Associate membership shall be available on the basis of individual application to

- a. Spouses of Active Members.
- b. BCIT employees who are at least 50 years of age
- c. Other post secondary employees or retirees who are at least 50 years of age.

2.5.2 The Board of Directors may, by Special Resolution grant Associate Membership to person other than those identified in Bylaw 2.5.1, above.

2.5.3 Associate Members shall pay the annual dues set by the Association. Membership will be deactivated if dues are unpaid and outstanding for one year.

2.5.4 Associate Members are not eligible to vote or hold office in the Association, but shall have access to all of the other benefits of membership in the Association.

2.6 Continuity of Membership

2.6.1 A person shall cease to be an Active Member of the Association:

- a. by delivering or mailing notice of resignation in writing to the Association at its address;
- b. by failing to pay the annual dues set by the Association within 12 months of the due date;
- c. Or, upon death.

2.6.2 A Member in good standing is Life or Honorary or an Active or Associate Member who has paid the current annual dues prescribed by the Association and whose membership has not been revoked in accordance with these Bylaws.

2.7 Membership Period

The annual membership period shall run from January 1 to December 31. The calendar year in which a Member joins is exempt from dues. When this exemption occurs then dues begin as usual in January of the following calendar year. The prepaid membership period shall be for the full specified term. Annual and prepaid membership dues are not refundable.

2.8 Membership Dues

- a. Members shall have a choice of paying dues annually or by a lump sum prepayment for continuous membership in an amount as determined by the Board. Annual dues shall be due and payable January 1 of each year.
- b. Membership dues and payment structures shall be determined annually by the Board and approved by the Association at a general meeting.

2.9 Committee Membership

All members of committees, temporary or permanent, established by the Board, must be Members in good standing. A committee shall retain the right, however, to co-opt Members as needed.

2.10 Communication With Members

BCITRA prefers to use electronic forms of communication in order to communicate with Members. This includes e-mail distribution of notices and the use of the BCITRA Website www.bcitra.ca for the most current information. Members can communicate with BCITRA through info@bcitra.ca for enquiries or to register for upcoming events, using membership@bcitra.ca for address/email changes or dues payment questions and on the website www.bcitra.ca to complete a registration form to join the Association or to pay dues via PayPal. A Member can alternately request regular mail for communication if desired.

Part 3 — ASSOCIATION MEETINGS

3.1 General Meetings

3.1.1 General meetings of the Association shall be held in accordance with the appropriate bylaws at the time and place that the Directors decide.

3.1.2 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

3.1.3 The Directors may convene Extraordinary General Meetings.

3.1.4 On the request of 10 percent or more of the Active membership of the Association the Directors shall convene an Extraordinary General Meeting. The request shall state the purpose of the meeting.

3.1.5 An Annual General Meeting shall be held at least once in every calendar year and no more than 15 months after holding the preceding Annual General Meeting.

3.1.6 The voting members of General and Extraordinary General Meetings are the Active Members of the Association (excluding Honorary and Associate Members) in good standing.

3.1.7 Subject to the Association's policies and procedures on the payment of preapproved expenses the Association shall pay the expenses of the Directors and Members attending a General Meeting of the Association.

3.2 Notice of Meeting

3.2.1 All Active Members of the Association shall be provided with Notice of an Annual General Meeting or Extraordinary General Meeting of the Association.

3.2.2 Notice of a General Meeting shall specify the place, day and hour of the meeting and, in case of Special Business, the general nature of the business given to all Members in good standing a minimum of fourteen days in advance by email, or by regular mail if so desired by the Member.

3.2.3 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the Members entitled to receive notice does not invalidate the proceedings at that meeting.

3.3 General Meeting Procedures

3.3.1 The spirit of Roberts Rules of Order should govern the conduct of all meetings of the Association.

3.3.2 Special Business is:

- a. all business transacted at an Extraordinary General Meeting
- b. all business transacted at an Annual general Meeting except:
 - o (i) the reports of the Directors and Association Committees;
 - o (ii) the election of Directors;
 - o (iii) consideration of the financial statements;

- (iv) approval of the coming year's budget;
- (v) the setting of the annual dues; and
- (vi) any other business that, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought into consideration by the report of the Directors issued with the notice convening the meeting.

3.3.3 Voting

- a. Voting at General Meetings is by show of hands, by secret ballot at the meeting, or via approved remote access.
 - b. Voting by proxy is not permitted.
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Part 4 — DIRECTORS

4.1 Number of Directors

The number of Directors shall be a minimum of seven and a maximum of fifteen.

4.2 Terms of Office

4.2.1 To be eligible for election as a Director a person must be an Active voting Member of the Association.

4.2.2 All Directors should be elected for a one-year term with the exception of the immediate Past President who shall automatically be a member of the board.

4.2.3 Each Officer shall serve in an Officer position at the pleasure of the Board. It is anticipated that regular turnover of positions will be viewed as a positive perspective for the Association.

4.2.4 Election shall be by show of hands or secret ballot or via approved remote access or acclamation at an Annual General Meeting. Officer positions are determined by the elected board.

4.2.5 The term of office for Directors elected at an Annual General Meeting shall commence on adjournment of that Annual General Meeting.

4.2.6 Vacancies:

- a. The Directors may appoint an Active Member as a Director to fill a vacancy occurring between Annual General Meetings.
- b. The Directors may, by Special Resolution, remove a Director before the expiration of the Director's term of office and may elect a successor to complete the term of office.

4.3 Power and Responsibilities of Directors

4.3.1 The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these Bylaws or otherwise lawfully directed and required to be exercised or done by the Association at a General Meeting. But nevertheless, the Directors are subject to:

- a. All laws affecting the Association.
- b. These Bylaws, and rules not being inconsistent with these Bylaws, which are made from time to time by the Association in General Meetings.

4.3.2 a) The Directors shall be responsible for following procedures and acting in accordance with policies set at a General Meeting of the Association.

b) Each Director shall be assigned a position that includes specific duties for which they are responsible. This will ensure the business and activities of the Association are carried out.

4.3.3 The Directors have the power to enter into agreements respecting benefits and services the Association may offer.

4.3.4 No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association, in accordance with the Association's procedures regulating the payment of expenses.

4.3.5 Delegation of Powers to Committees

- a. The Directors may delegate any, but not all, of their powers to Committees consisting of Members.
- b. Committees shall, in the exercise of the powers so delegated, conform to any rules and conditions imposed on them by the Directors, and shall report every act or thing done in exercise of those powers to the next meeting of the Directors, unless otherwise directed by the Directors.

4.4 Board of Directors' Meetings

4.4.1 The Directors will schedule their own meeting dates, times and locations to dispatch the business of the Association, and may otherwise regulate their meetings and proceedings.

4.4.2 The Directors may from time to time fix the quorum necessary to transact business and unless so fixed the quorum shall be a majority (50%+1) of the Directors.

4.4.3 The President shall chair or choose a designate to chair all meeting of the Directors: but if the President or designate is not present at a meeting within 30 minutes of the time appointed for holding the meeting the Vice-President shall act as chair or choose a designate to chair the meeting.

4.4.4 All Directors have a single vote.

Part 5 — OFFICERS

The Directors shall appoint the following Officers:

5.1 President

5.1.1 The President is the Chief Presiding Officer of the Association and shall have general supervision of all matters and affairs of the Association and shall, or shall make arrangements to, do the following:

- a. Preside at all meetings of the Association;
- b. Assign duties to the members of the Board;
- c. Call upon any member of the Association to assist in the Association's operations.

5.1.2 The President shall sign and execute all instruments pertaining to the responsibility of the President and in the name of the Association.

5.1.3 The President is a voting member, ex officio, of all committees.

5.2 Vice-President

5.2.1 The Vice-President shall, or shall make arrangements to, do the following:

- a. Carry out the duties of the President in the President's absence.

- b. Oversee the operation and actions of committees and chair committees as directed by the President;
- c. Perform such other duties as requested by the President.

5.3 Immediate Past President

5.3.1 The Immediate Past President, if available, shall, or shall make arrangements to chair the Nominating Committee, and assist the Board in filling any positions on the Board that become vacant prior to the end of a normal term of office. Otherwise an available past president shall do this.

5.4 Secretary

5.4.1 The Secretary shall, or shall make arrangements to, do the following:

- a. Conduct the correspondence of the Association;
- b. Issue notices of meetings of the Board and the Association;
- c. Keep minutes of meetings of the Board and the Association;
- d. Have custody of all records and documents of the Association in accordance with the Act, except those required by the Treasurer;
- e. Liaise with the Director responsible for Member services.

5.5 Treasurer

5.5.1 The Treasurer shall, or shall make arrangements to, do the following:

- a. Keep the financial records, seeking external advice as needed;
- b. Maintain accounts in chartered banks or other financial institutions approved by the Board;
- c. Present regular reports to the Board and such financial statements as are required at general meetings of the Association;
- d. File annual reports and returns as required;
- e. Work with the Director responsible for Member services to communicate Member payment status. This will ensure the correct active or inactive designations are recorded in the register of Members.

5.6 Officers' Mandate

5.6.1 The Officers have no group authority, but shall have individual authority as described in these Bylaws.

5.6.2 The Officers may meet as they think fit to consider or act upon an issue, to plan a meeting or conference, to act in a liaison session with some other

person or organization, or to fulfill some other purpose not requiring resolution by the Directors.

5.7 Absence of Secretary from meeting

In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary at the meeting.

Part 6 — FINANCE

6.1 The Fiscal Year of the Association shall be January 1 to December 31st.

6.2 Banking and Signing Officers

6.2.1 Funds of the Association shall be deposited into accounts of the Association at any Canadian chartered bank, credit union or trust company.

6.2.2 All withdrawals, transfers, redemptions and investment of funds shall require the signature of two Signing Officers.

6.2.3 The Signing Officers for the Association shall be the President, Vice-President, Secretary and Treasurer.

6.3 Fund Management

Specific rules and procedures governing the administration and management of the Association's funds shall be determined by the Directors.

Part 7 — MISCELLANEOUS

7.1 Notices to Members

7.1.1 A notice may be given to a Member either personally, or by physical or electronic mail to the Member's address on file.

7.1.2 A mailed or emailed notice shall be deemed to have been received on the sixth day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and either put in a Canada Post or posted on line.

7.1.3 Every Member shown on the register of active Members is entitled to receive Notice of a General Meeting a minimum of 14 days in advance of that meeting.

7.2 Bylaw Procedure

7.2.1 On being admitted to membership each Member will receive, electronically, a copy of the Constitution and Bylaws of the Association.

7.2.2 These Bylaws may be altered by Special Resolution at a General meeting.. Members must be given at least 14 days notice of the wording and meaning of the Special Resolution, and of the intent to propose the Special Resolution at the specified General Meeting.

7.2.3 A proposed change to these Bylaws may be submitted to the Directors of the Association. The proposed change must be received at the Association's address at least 60 days prior to the next Annual General Meeting of the Association.

7.3 Dissolution

7.3.1 In the event of the dissolution of the Association, all assets of the Association shall be distributed to the BCIT Endowment Fund.

7.3.2 If the BCIT Endowment Fund is not in existence at the time of said dissolution, then the Association's assets shall be liquidated and the proceeds distributed to another organization, organized and operating for similar educational purposes, as selected by the Directors.

7.3.3 In the event that for any reason the Directors are unable to act in accordance with 7.3.2 above, the assets shall be distributed in accordance with laws governing the distribution of assets of non-profit organizations in the province of British Columbia.