

UNION 52 BENEVOLENT SOCIETY

Bylaws



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1. NAME

1.1 Name

The name of this Society shall be “Union 52 Benevolent Society” (hereinafter referred as “the Society”).

2. MEMBERSHIP

2.1 General

Membership in the Society will be automatic upon commencing employment in a position represented by one of the CSU 52 contractual bargaining units and paying Union dues. There are no additional dues required in relation to Membership in the Society. Good Standing in the Society is the same as the requirements for Membership in the CSU 52 Union and is outlined in the CSU 52 Union Bylaws. All Members in Good Standing may vote on the business of the Society.

2.2 Resignation & Discipline of Members

Details of Membership including resignation of and discipline of Members is outlined in the CSU 52 Bylaws.

3. BOARD OF DIRECTORS

3.1 Composition

The Society Board of Directors (also called “the Board” or “Board”) will comprise the following Directors:

- (a) President
- (b) First Vice-President
- (c) Second Vice-President of the Board
- (d) Treasurer
- (e) Chief Trustee
- (f) Chief Shop Steward
- (g) One (1) Contractual Unit Director for each contractual bargaining unit consisting of one hundred (100) Members or more
- (h) One (1) Small Units Director representing all other bargaining units

The Board of Directors of the Society are the same as the Board of Directors of the CSU 52 Union. These Directors are nominated and elected through the processes outlined in the CSU 52 Bylaws. Terms of office for the Board of Directors is as outlined in the CSU 52 Bylaws.

3.1.1 President

The President will:

- (a) preside at all meetings of the Board of Directors;
- (b) be an ex-officio member of all Committees;
- (c) transact such other business as may pertain to the President's office, and which may be necessary for the proper functioning of the Society;
- (d) complete other duties as assigned by the Board.

3.1.2 First Vice-President

The First Vice-President will:

- (a) in general, assist the President in the performance of the President's duties;
- (b) convene and preside at Board meetings at the request of or in the absence of the President;
- (c) in the absence of the President, assume the roles and responsibilities of the President;
- (d) complete other duties as assigned by the Board.

3.1.3 Second Vice-President

The Second Vice-President will:

- (a) in general, assist the President in the performance of the President's duties;
- (b) convene and preside at Board meetings at the request, or in the absence, of the President and First Vice-President;
- (c) ensure that the minutes of all meetings of the Board of Directors and the Membership are properly kept;
- (d) ensure all correspondence of the Board is properly kept;
- (e) be responsible for ensuring that notices for all meetings of the Board of Directors and for any Membership Meetings of the Society are published in accordance with these Bylaws and Board policy;
- (f) complete other duties as assigned by the Board.

3.1.4 Treasurer

The Treasurer will:

- (a) present to the monthly Board of Directors meeting a report of the financial performance against budget and financial position for the previous month of the Society; such report then to be presented to the next scheduled Regular Membership Meeting of the Society;
- (b) ensure that expenses of the Society are only for the purposes of the Society and ensure that payments are authorized by the Treasurer and countersigned by the President or designated signing authorities;
- (c) defer the ability to authorize payment (due to an absence from office) to the President, the first Vice President, or the Second Vice-President of the Board;
- (d) complete other duties as assigned by the Board.

3.1.5 Chief Trustee

The Chief Trustee will:

- (a) report at meetings, as required;
- (b) complete other duties as assigned by the Board.

3.1.6 Chief Shop Steward

The Chief Shop Steward will:

- (a) preside at all Shop Steward Assembly sessions;
- (b) be responsible for development and delivery of education and training programs for Shop Stewards;
- (c) increase the knowledge, skill and proficiency of Shop Stewards;
- (d) work with Contractual Unit Directors to recruit and maintain Shop Stewards in each contractual bargaining unit;
- (e) complete other duties as assigned by the Board.

3.1.7 Contractual Unit Directors

The Contractual Unit Directors will:

- (a) represent the interests of the members of their contractual bargaining unit and the global interests of the Membership;
- (b) arrange and host a Contractual Unit Meeting a minimum of two (2) times a year for their respective unit;

- (c) lead the Negotiations Committee for their contractual bargaining unit;
- (d) complete other duties as assigned by the Board.

3.1.8 Small Units Director

The Small Units Director will:

- (a) represent the interests of all contractual bargaining units they represent and the global interests of the Membership;
- (b) arrange and host a Contractual Unit Meeting at least once per year for each unit they represent;
- (c) solicit interest for and appoint a member from each unit to lead that unit's Negotiations Committee as required, with assistance from the Office Staff.
- (d) complete other duties as assigned by the Board.

3.2 Duties

The duties of the Board of Directors include, but are not limited to, the following duties:

- (a) Subject to these Bylaws or directions given by majority vote at any Membership Meeting, the Board has full control and management of the affairs of the Society including, but not limited to, the creation, development, and implementation of Society policies and procedures.
- (b) Meet at least monthly and more often as may be required for the efficient conduct of the business of the Society. All Board Members are expected to attend all Board meetings.
- (c) Be responsible for the satisfactory operation of Society business in the interval between meetings.
- (d) Be responsible for general supervision of all committees and adequate reporting of committee action to Regular Membership Meetings of the Society.
- (e) Prepare and present an annual budget for information at the January Regular Membership Meeting.
- (f) Present a signed annual audited statement to the Membership at the Annual General Meeting and that any special audit, as may be requested by the Membership, also be presented to the Members at the next Regular Membership Meeting following the completion of the Audit and be available to the Membership upon request.

4. MEETINGS

4.1 Membership Meetings (Regular and Special)

4.1.1 Regular Membership Meetings

- 4.1.1.1** Regular Membership Meetings of the Society will be held prior to the CSU 52 meetings five (5) times per year on the second Monday of January, the first Tuesday of April, the first Wednesday of June, the first Thursday of October, and the first Thursday of December. The Board may alter these dates (within the same month) if necessary to align the meetings of the Society and CSU 52 on the same date. If an alteration is made, at least 14 days' notice of the new date will be provided.
- 4.1.1.2** The April Regular Membership Meeting is also considered to be the Annual General Meeting of the Society.
- 4.1.1.3** Members wishing to bring forward a motion at a Regular Membership Meeting must provide notice of the motion they intend to make at least 21 days before the meeting. The notice of motion is to be provided in writing to the Second Vice-President. All notices of motion properly submitted will be included on the agenda under the New Business section of the agenda.

4.1.2 Special Membership Meetings

- 4.1.2.1** Special Membership Meetings of the Society will be held:
- (a) at the call of the President;
 - (b) at the call of any fifty (50) Members in Good Standing provided that these Members provide the Board a letter signed in writing or electronically by the 50 Members indicating the purpose of the meeting. The Board will hold that meeting within 30 days after receiving the Members' letter. The Board may create forms and procedures to facilitate the calling of such a meeting; or,
 - (c) by other provisions as found elsewhere in these Bylaws.
- 4.1.2.2** Notice of a Special Membership Meeting will be provided by written notice posted on the CSU 52 website and by email to Members who have provided their personal email. Notice will be posted/sent at least fourteen (14) days prior to the meeting.
- 4.1.2.3** The Board will give effort and consideration to hold the meeting at a time and location that is convenient to the majority of Members.
- 4.1.2.4** Special Membership Meetings will consider only that business for which the meeting has been called and as is set forth in the notice of the Special Membership Meeting.

4.1.3 Quorum And Adjournment

4.1.3.1 A quorum of 50 Members is required for any Membership Meeting. Once the Chair establishes quorum, it is presumed to exist unless a member raises a point of order that attendance has dropped below 50.

If quorum is missing at the start or is lost during the meeting, the Chair will recess the meeting for up to 30 minutes. If quorum is not regained, the meeting is adjourned. All decisions made while quorum was present or presumed remain valid.

4.1.3.2 Adjournment

(a) If a Membership Meeting is adjourned for any reason prior to completion of the agenda, any business that was not already decided will be deferred to the next Regular Membership Meeting.

4.1.4 Who May Attend

Members in Good Standing and Associate Members may attend any Membership Meetings. Honorary Members may attend only Regular Membership Meetings. Guests may attend at the discretion of the Chair.

4.1.5 Place & Format of the Meeting

The Board of Directors determines the location, format, and time of all Membership Meetings, subject to any rules in these Bylaws.

4.1.6 Chair

The President of the Society has the right to preside over any Membership Meeting. The Board of Directors, with the consent of the President, may assign the presiding duties to another Member of the Society or to a Non-Member who is experienced and qualified to preside over meetings. If the President is not present and no one has been assigned by the Board to chair the meeting, the Members may elect a Member to serve as the temporary Chair for that meeting.

4.1.7 Electronic Meetings & Electronic Participation in Membership Meetings

All Membership Meetings must be held fully or partially electronically through the use of Internet meeting services designated by the Board. The service must provide that all participating Members may speak and hear each other audibly and that all participating Members be able to vote. Members are responsible for the suitability of their equipment and internet connection.

4.1.8 Recording of Meetings

The Board of Directors will record all meetings and these recordings are available upon request as outlined in Board Policy. Recording, streaming, taking screen shots or making reproductions of the material presented at a Membership Meeting by Members is prohibited and any Member found doing so is subject to member discipline as per the CSU 52 Bylaws.

4.2 Board Meetings (Regular & Special)

4.2.1 Regular Board Meetings

The Board, prior to December 31 of each year, will approve an annual schedule of meetings for the upcoming year. The schedule must meet all Bylaw requirements. Revisions to this schedule may be made by Board motion at any subsequent meeting. These meetings will be considered the Regular Board Meetings of the Board of Directors.

4.2.2 Special Board Meetings

The President or a majority of Board members may call a Special Board Meeting. A minimum of 3 days notice is required for any Special Board Meeting. Notice may be waived if agreed to by all Members of the Board.

4.2.3 Quorum

Quorum for any Board Meeting is a majority of the current members of the Board.

4.2.4 Location & Format

The President or delegate decides the location and format of Board Meetings.

4.2.5 Who May Attend

When Board Meetings are held in person Members in Good Standing may attend and observe the meeting. Prior notice must be provided to the Board of Directors. Notice will be provided according to Board policy. The Board may invite guests and others to attend and speak at the Board of Directors meetings.

4.2.6 Agenda

The Chair prepares the agenda for each Board meeting and provides this agenda online no less than three days before the Board meeting. The agenda is subject to the approval of the Board of Directors near the beginning of the Board meeting.

4.2.7 Meeting Minutes

Draft minutes of Board Meetings will be posted on the Society website within 14 days after the meeting.

4.2.8 Decisions Between Meetings

The Board may adopt (pass) a motion by email between meetings if the motion is agreed to by every Member of the Board of Directors, except for any Director who expressly abstains for conflict of interest reasons. Motions may be voted on but may not be debated. The motion must be sent by the President only and is sent with a yes/no option. Decisions adopted in this matter will be noted in the minutes of the following meeting.

4.2.9 Electronic Board Meetings & Electronic Participation in Board Meetings

Any Board Meeting may be held fully or partially electronically through the use of Internet meeting services designated by the Board. The service must provide that all participating Members may speak and hear each other audibly and that all participating Members be able to vote. Members are responsible for the suitability of their equipment and internet connection.

5. COMMITTEES

5.1 Standing Committees

The following Committees will be Standing Committees of the Society:

- (a) Members & Community Support
- (b) Financial Review

Standing Committees will follow these Society Bylaws and any terms of reference and/or policy & procedures of the Society as developed by the Board of Directors.

5.1.1 Members & Community Support Committee

The operations of this Committee are governed as per the attached Schedule 1 to these Bylaws.

5.1.2 Financial Review Committee

5.1.2.1 The Financial Review Committee will:

- (a) review and report on the financial status of the Union;
- (b) ensure that the finances of the Union are managed in the best interest of the Membership, and are carried out in accordance with the mandate set by the Membership through these Bylaws or at a Member's Meeting;
- (c) review the financial transactions of the Union to ensure proper spending;
- (d) have a presence at Board meetings to ensure good financial governance; and,
- (e) address concerns that arise as a result of the Committee's reviews. These concerns will first be brought to the President, then the Board for review and resolution.

Where the concerns of the Committee are not resolved by the President or the Board, the Committee may call a Special Membership Meeting for the purpose of addressing the situation with the Membership. Such a meeting may be called by a two-thirds (2/3) majority vote of the Committee. All applicable rules in Bylaw 7 will be followed for the Special Membership Meeting.

5.1.2.2 The Financial Review Committee consists of:

- (a) the Chief Trustee of the Union; and,
- (b) two (2) members elected for a two (2) year term:
 - (i) one (1) member elected in even numbered years; and,
 - (ii) one (1) member elected in odd numbered years.

5.2 Election to Standing Committees

- a) Nominations and elections to committee positions will take place at the January Regular Membership Meeting and those Committee Members elected or appointed at that meeting will assume the duties of those committees on that day.
- b) When filling Committee vacancies, candidates may be nominated, but are only eligible for election or acclamation in the following order of priority, provided there are still remaining positions:
 - i) members who are serving on less than two (2) Committee that receive honorariums;
 - ii) members who are serving on two (2) or more Committees that receive honorariums;
 - iii) Directors of the Board.
- c) The Shop Stewards Assembly, the Members and Community Support Committee, and any Committee that does not receive an honorarium shall not be included when calculating the number of Committees a member is serving on for the purposes of this bylaw. This calculation shall include any Committees of CSU 52.
- d) A member who is elected to the Board while already serving on a Committee is not required to vacate their Committee position as a result of their election to the Board.

5.3 Quorum

Quorum for all Committees is a majority of Committee Members to conduct the meeting and for an honorarium to apply.

5.4 Vacancies

Unless otherwise outlined in these Bylaws, committee vacancies may be filled by appointment by the Board of Directors for the remainder of the term, using an expression of interest process established by the Board.

5.5 Oath of Office & Confidentiality

Before beginning Committee duties or attending their first Committee meeting all Committee Members must sign the following documents. Committee Members are required to adhere to the following documents and may be suspended or removed from a Committee for failure to do so:

- (a) Oath of Office (see Appendix A)
- (b) Oath of Confidentiality (as found in Board policy)

6. BYLAW AMENDMENTS

6.1 These Bylaws may be amended in one of the two following ways.

- (a) By motion on behalf of the Board of Directors at any Membership Meeting provided notice of the proposed amendment(s) were provided to the Members at a previous Regular Membership Meeting. The details of the proposed amendment(s) will be provided to Members at least 21 days in advance of the meeting in which they will be considered.
- (b) By motion of any Member of the Union at the April Regular Membership Meeting provided that notice of proposed amendment(s) is provided at the January Regular Membership Meeting and that full details of the proposed amendment(s) is provided to the Second Vice-President in writing no later than the last day of February of the same year. These details will be provided to Members at least 21 days in advance of the April Regular Membership Meeting.

6.2 Adopted amendments come into effect following registration with Service Alberta.

6.3 Amendments to these Bylaws must be made by Special Resolution as defined by the Alberta Societies Act.

7. OTHER BYLAWS

7.1 Confidentiality

All business done at any meeting outlined in these Bylaws is strictly confidential.

7.2 Electronic Meetings

The Board reserves the right to set policies and procedures for the effective delivery of and participation in any meetings outlined in these Bylaws that use electronic delivery in whole or in part.

7.3 Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern all meetings outlined in these Bylaws in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Union may adopt.

7.4 Audit & Auditor

The financial records of the Society shall be audited at least once a year by an accountant duly qualified to perform audits. The Board of Directors will recommend an auditor to the Membership at the first Regular General Meeting after the contract with the current Auditor expires. The recommendation can be for a contract not to exceed five years. The audited financial statements for the previous year and an auditor’s report will be provided by the auditor for the Annual General Meeting of the Society.

7.5 Liability of Members of the Board of Directors

Every Board of Directors member of the Society (and their heirs, executors and administrators of their estate) shall be indemnified and held harmless by the Society from any costs or expenses that they may incur in any action or suit brought against them, regarding any act or deed committed or caused to be done by them or any Board of Directors Member while discharging their responsibilities as Board of Directors Members (unless such costs or expenses are incurred as a result of their own willful negligence or default).

7.6 Minutes of All Meetings

The minutes of all Members meetings and Board of Director meetings shall be prepared and kept by the Second Vice-President or their designate.

7.7 Books & Records

The books and records of the Society may be inspected by any member of the Society at the Union Office upon reasonable notice at a time satisfactory to the Finance department. Each member of the Board of Directors will at all times have access to such books and records. The Treasurer or their designate will be responsible for keeping all books and records of the Society.

7.8 Register of Members

A register of members is to be kept by the Second Vice-President of the Board, or such other Officer appointed by the Board of Directors, recording the name of every person who is admitted as a member, their date of admission, their address and the date of their ceasing to be a member. The register of members shall be kept at the registered office of the Society and under the custody of the Second Vice-President of the Board, or such other Officer appointed by the Board of Directors to keep the register.

7.9 Seal of the Society

The Society has an official Seal of the Society. The Treasurer shall have custody of the Seal of the Society. It shall be kept in the safe in the Financial Administrator/Building Coordinator's office. The Seal is used primarily to authenticate documents, specifically those which carry some legal importance. Whenever the Seal of the Society is used, it shall be authenticated by the signature of the Treasurer and the President, or, in the case of the death or inability or either to act, the First or Second Vice-President. In case of the absence of the Treasurer, the duties shall be discharged by such Officer as may be appointed by the Board.

7.10 Borrowing Powers

For the purpose of carrying out its objectives, the Society may borrow, raise or secure the payment of money in such manner as it thinks fit. This power shall be exercised only under the authority of the Society.

7.11 Remuneration

Unless authorized by members at a meeting of the Society, no Director, Officer, or member of the Society shall receive any remuneration for their services.

7.12 Emergency Funding Spending

Any spending from the Emergency Fund for any reason other than a work stoppage requires Membership approval.

Schedule 1 – MEMBERS & COMMUNITY SUPPORT COMMITTEE

1. Name

The name of this Committee shall be “Members & Community Support Committee” (hereinafter to be referred as the “Committee”).

2. Responsibilities

The responsibilities of the Committee are to:

- (a) provide short-term emergency financial assistance to Members in Good Standing;
- (b) provide educational bursaries to Members in Good Standing in support of their eligible dependents;
- (c) provide course reimbursement to Members in Good Standing for continuing education related to union, labour or career development (effective January 2017);
- (d) make recommendations to the Board of Directors regarding the Guidelines for the distribution of funds;
- (e) provide donations to registered charities, non-profit organizations, and other organizations as determined by the Committee guidelines and in compliance with all legislation in force in the Province of Alberta.

The Committee shall follow the Union 52 Benevolent Bylaws, Committee Terms of Reference and the Policy & Procedures of the Union.

3. Appealing a Committee Decision

Should a request be denied by the Committee, the Member can appeal to the Board of Directors.

4. Members & Terms of Office

The Members & Community Support Committee shall consist of the CSU 52 Treasurer and six (6) members elected by the Union membership at the January General Meeting. Elected terms are three (3) years in length, with the Committee year starting February 1 and ending on January 31. Two (2) members shall be elected every year. Vacancies shall be filled at the request of the Committee by election at a General Meeting.

5. Contributions to the Committee

The Union will ensure that all its Collective Agreements contain an article establishing the collection of contributions by way of payroll deductions, and the Union hereby authorizes the Payroll section for each

contractual bargaining unit to forward such funds to the Union. The Union dues collected for this purpose shall be one quarter (1/4) of one percent (1%) of each member's salary, excluding overtime.

6. Finances

6.1 Undistributed Funds

Any funds not allocated by the Committee at the end of the calendar year will be transferred to the Members Emergency Fund.

6.2 Termination of this Committee

In the event of the termination of this Committee, all assets of the Committee remaining after provision for all expenses in terminating, administering and providing for a final audit of the Committee will be allocated to the Members Emergency Fund.