

Centennial College **RETIREES'** **ASSOCIATION**

BY-LAWS

This document covers issues of the Centennial College Retirees' Association (CCRA) By-Laws that have been presented and approved at the Annual General Meetings.

By-Laws Approval- Annual General Meeting on October 18, 2004

Amended at the Annual General Meetings on October 2, 2014, October 2, 2018,

And October 5, 2022

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1. GENERAL

1.1 Purpose x

These By-Laws guide the general conduct of the Centennial College Retirees' Association.

1.2 Head Office

The Head Office and mailing address of the Centennial College Retirees' Association (CCRA) is:

Centennial College Retirees' Association

P.O. Box 631, Stn. A

Toronto, Ontario

M1K 5E9

Telephone: 416-289-5291

Website: <http://centennialcollegeretirees.blogspot.ca/>

2. MEMBERSHIP DEFINITIONS

2.1 Retiree Member

A Retiree is an individual formerly employed by Centennial College of Applied Arts and Technology who is receiving a College of Applied Arts and Technology (CAAT) pension; or who is eligible to receive a deferred CAAT pension based, on the member's time of employment with the College; or who has accepted a lump sum payment in lieu of a CAAT pension or who is receiving a pension from another plan affiliated with Centennial. Retirees wishing to join the CCRA must complete a membership application form and pay an annual membership fee.

2.2 Associate Member

An Associate Centennial Member is an individual who belongs to one of the categories listed below and who has completed a CCRA membership form and paid the annual membership fee.

- a) The spouse/partner of a deceased Centennial College employee or retiree who was eligible to receive CAAT pension according to current rules
- b) A former long term (10 years or more) Centennial College employee.
- c) A retiree of another community college

2.2.1 An Associate Centennial Member cannot be a member of the Board. They can participate in projects and events by invitation from the Board. x

2.3 Honourary Member

An Honourary Member is a member who has rendered outstanding service to the Association or who has contributed significantly to aid the work of the CCRA and has been approved by the Board as an Honourary life-time member of the CCRA.

- 2.3.1** An Honourary member is not required to pay the annual membership fee.
- 2.3.2** Honourary Members cannot be members of the Board; however, at the discretion of the Board, they can be invited to participate in specific projects and events.

3. MEMBERSHIP FEES

There is an annual membership fee covering the calendar year from January 1 to December 31, for members and associate members in an amount to be determined by the Board.

4. OPERATING YEAR

The Centennial College Retirees' Association operating year is January 1 to December 31 for all social and other activities as well as for financial matters.

5. COMPOSITION OF THE BOARD

The CCRA Board is composed of 13 Directors, 11 are elected by the membership at the Annual General Meeting. Two Centennial College employees will be assigned by the College for approval by the Board to serve as part of the Board's complement of 13 Directors. They will serve at the discretion of the Board and do not have voting privileges. They will provide ongoing liaison with the College and assist the Board to promote a successful retiree association.

6. ELECTION OF CCRA DIRECTORS

6.1 Election Date for Directors

The election of Directors will occur every year at the Annual General Meeting.

6.2 Nominations of Directors

Nominations for Directors will be accepted from the floor at the Annual General Meeting, subject to the agreement of the nominee, in writing or in person at the meeting.

6.3 Election Process for Directors

Election shall be by a show of hands unless a poll is demanded; at which time the election shall be by ballot. Only members whose CCRA dues are paid up to the current year are eligible to vote.

7. DIRECTOR'S TERM OF OFFICE

7.1 Term of Office

To ensure continuity of the Board and to make certain there is a turn-over of no more than five Directors each year, the term of office for all Directors elected at the Annual

General Meeting shall be for three years. Directors may continue to serve as long as they stand for election every three years and fulfil the functions of a Director.

7.2 Length of Officer Term

After completion of a maximum of two consecutive three-year terms, an Officer cannot assume the same function until one year later but can assume another Officer position on the CCRA Board of Directors. If an Officer position requires specific and special skills which cannot be filled by a qualified current member, the Board may extend the term of office for one additional term. The Board will endeavour to recruit new Board members who have skills which meet the requirement of the Officer position.

7.3 Filling Board Vacancy

In the event of a vacancy occurring on the Board, however caused, such vacancy may be filled by the Board from among the qualified members of the CCRA if they shall see fit to do so; otherwise the vacancy will be filled at the next Annual General Meeting. A member appointed or elected to fill such vacancy will hold office for the unexpired term of the Director who caused the vacancy.

8. DUTIES OF DIRECTORS

Directors will work with and assist the Officers to promote a successful Association. Directors of the Board have the following responsibilities:

- Attend board meetings and designated committee meetings on a regular and consistent basis
- Be informed about and follow CCRA's mission, vision, and values, policies, and the Board By-Laws
- Be an advocate for the quality of the CCRA programs and services, and to always act in the best interest of the members
- Review the agenda and supporting materials prior to Board and Committee meetings
- Come forward for committees or Officer positions as per individual qualifications and Board need
- Draft, finalize and prepare communications and information of interest to members and other relevant parties
- Review and edit communications before publishing
- Demonstrate strict adherence to Centennial College's conflicts of interest policy
- Follow the Board's Code of Conduct
- Adhere to the Board's Code of Ethics
- Respect diverse stakeholder groups

9. OFFICERS OF THE CCRA

9.1 Officer Positions

Officers of the Board are individuals who hold the positions of President, Vice-President, Secretary, Treasurer, Membership Co-ordinator, Webmaster, Communications Co-ordinator and Social Coordinator.

9.2 Election of CCRA Officers

The Officers of the CCRA are chosen by a simple majority vote from amongst the Directors at a meeting of the CCRA Board.

9.3 Executive

The Executive of the Board is made up of the Officers of the Board.

10. DUTIES OF CCRA OFFICERS

10.1 President

The President shall be responsible for the overall supervision and management of the affairs of the CCRA, shall chair, where possible, all meetings of the Board, the Executive, and annual general meetings of the CCRA; prepare the agenda for the Board meetings in consultation with other members of the Board, and ensure that all policies and actions approved by the Board are properly implemented.

10.2 Vice-President

The Vice President shall fulfill the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of that office. The Vice President shall work with the President and the Board to perform all specific duties as needed.

10.3 Secretary

The Secretary shall arrange all meetings, record all facts and minutes of all proceedings, and be responsible for circulating notices, agendas and minutes of Board meetings. The Secretary position may be filled by a non-voting Director from Centennial College.

10.4 Treasurer

The Treasurer shall be responsible for the management and supervision of the funds and other CCRA assets, keep records of all fees paid by CCRA members, deposit all monies received in a financial institution and make payments for all approved expenses incurred by the CCRA.

The Treasurer shall maintain full and accurate books of all accounts and the CCRA financial transactions, report to the Board on the accounts as required and present a financial report at the annual general meetings of the CCRA. This report shall include a statement of the CCRA's accounts for the preceding fiscal year, and a proposed plan for the next financial year.

10.5 Membership Coordinator

The Membership Coordinator shall be responsible for maintaining a register of members of the CCRA, recording membership fee payment and together with other officers, be responsible for membership correspondence of the CCRA.

10.6 Webmaster

The Webmaster/Communications Coordinator shall work with the Directors and is responsible for producing, maintaining and updating the CCRA website and preparing communications to the CCRA members.

10.7 Social Coordinator

The Social Co-ordinator shall be responsible for organizing CCRA social functions including the Spring and Christmas lunches, the AGM and other social events as required.

10.8 Communications Coordinator

The Communications Coordinator and Directors shall work with the Webmaster and be responsible for the drafting, finalizing and production of all information of interest to members and other relevant parties.

10.9 Immediate Past President

The Immediate Past President will be an ex-officio member of the Board for a maximum of one year unless they resign or vacate the office.

11. BOARD MEETINGS

11.1 Governance

The CCRA is governed by the policies approved by the membership at the Annual General Meeting (AGM).

11.2 Management of Board Activities

The activities of the CCRA shall be managed by the Board. The Board shall be empowered to appoint social activity committees, standing committees, ad hoc committees or task forces as required to accomplish the objectives of the CCRA.

11.3 Declaration of Conflicts of Interest

All conflicts of interest must be declared at the beginning of each Board meeting.

11.4 Frequency of Meetings

The Board will meet no less than quarterly. Additional meetings shall be held at the discretion of the President. Board meeting dates and approved agendas/minutes will be posted on the website no less than quarterly.

11.5 Meetings by Telecommunication Technology

Meetings by telecommunication technology shall be available. Board members who participate in a meeting by telecommunication technology are considered to have attended the meeting.

11.6 Who Can Attend a Meeting

Meetings of the Board will be open to CCRA Members. Members must notify a Director of their intent to attend, at least two (2) days prior to the scheduled meeting.

11.7 Responsibility for Chairing Meetings

The President will chair all meetings. In the absence of the President, the Vice-President will act as Chair. In the event of the Vice-President is not able to chair, the Board members present will choose one of the members present assumes the position of Chair.

11.8 Robert's Rules of Order

Robert's Rules of Order will be the guide for the conduct of meetings not covered under the By-Laws.

12. VOTING AT BOARD MEETINGS

12.1 Motions

Motions will be carried by a simply majority of the voting members present. The Chair will vote only in the case of a tie vote.

12.2 Voting Eligibility

Associate members and Honourary members cannot vote at Board meetings.

12.3 Quorum (Article 4.04 CCRA Constitution)

A quorum for a Board meeting will be a minimum of six (6) voting Directors.

12.4 Voting Process

Voting shall be by show of hands unless a poll is demanded; at which time the vote shall be by ballot. Only voting Directors may vote. The Chair will vote only in the case of a tie vote.

12.5 Proxy Votes

No Proxy Votes shall be allowed.

13. ATTENDANCE AT EVENTS

All members of the CCRA including Associate and Honourary Members and their guests are invited to attend CCRA activities, subject to space limitations, at a rate specified by the Board.

14. ANNUAL GENERAL MEETINGS (AGM)

14.1 Frequency of Annual General Meeting

The Annual General Meetings will be normally held a minimum of every nine (9) months and shall not normally exceed more than eighteen (18) months since the previous meeting.

14.2 Meeting Notice, Agenda and Minutes

Members shall receive, one month in advance, a notice and the agenda of the Annual General Meeting. Minutes will be taken and a draft of the minutes will be published on the website pending approval at the next AGM.

14.3 Conflicts of Interest

All conflicts of interest must be declared at the beginning of the Annual General Meeting.

14.4 Voting at Annual General Meetings

Only members whose dues are paid up to the current year, also known as “Members in good standing” are eligible to vote at the Annual General Meeting (AGM) and be members of the CCRA Board. Associate members and Honourary members cannot vote at the AGM or be elected to the Board.

14.5 Motions and Chair’s Right to Vote

Motions at the AGM will be carried by a simple majority of the members present. The Chair will vote only in the case of a tie vote.

14.6 Quorum for the Annual General Meeting

The quorum for an Annual General Meeting will be a minimum of twenty-three (23) members in good standing plus four (4) Officers.

14.7 Process for Voting

Voting shall be by show of hands unless a poll is demanded; at which time the vote shall be by ballot. Only members in good standing may vote.

14.8 Proxy Votes for AGM

No Proxy Votes shall be allowed.

15. FINANCIAL

15.1 Accountability

All financial transactions are under the supervision of the Treasurer. Electronic transfers, cheques, drafts or orders for payment of money and all notes and acceptances and bills

of exchange for funds will be signed and /or approved by two members of the Executive; if possible the Treasurer, President or Vice President.

Other than basic administrative costs, all other payments must be duly approved by the Board.

15.2 Financial Statement and Fiscal Plan

The Treasurer will prepare the financial statement and fiscal plan for the upcoming year, for review by the Board prior to submission and approval at the AGM.

15.3 Financial Review

There will be an annual review of the records and financial statements by a person approved by the Board prior to the submission to the AGM.

16. REMUNERATION/EXPENSES OF BOARD & MEMBERS

16.1 Remuneration to Board and Members

Members shall serve without remuneration and shall not directly or indirectly receive any financial profit from serving as a member of the Association.

16.2 Payment of Expenses

Members may be paid for reasonable expenses incurred in the performance of their duties as determined by the Board. Such expenses should be approved prior to the spending.

17. AMENDMENT TO THE BY-LAWS

17.1 Amendments, Repeals of By-Laws

These By-Laws may be amended, repealed or varied by a two-thirds majority vote of those members in good standing present and voting at an Annual General Meeting of the CCRA.

17.2 Process for Proposed Revisions to By-Laws

Any proposed revision by a member in good standing to the By-Laws must be submitted in writing to the Board at least four (4) weeks in advance of the Annual General Meeting notice.

18. INDEMNIFICATION

18.1 Eligibility for Indemnification

Every past and present member of the Board, or person who acts or acted on behalf of the CCRA at the request of the Board, and their heirs and legal representatives shall be indemnified and saved harmless by CCRA from and against all cost, charges and expenses, including any amount paid to settle or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding

to which they have been made a party by reason of being or having been a member of the Board, Officer or Director.

18.2 Acts of Wilful Neglect

The CCRA will not indemnify a Director, Board Member or any other person for acts of wilful neglect, default, fraud, dishonesty or bad faith.

18.3 Director's Liability Insurance

The CCRA will maintain in force such Director's Liability insurance as may be approved by the Board.

APPENDIX 1- CCRA DIRECTORS CODE of ETHICS (2018)

Rewritten from Centennial Governance Framework and Board By-Law 2014

1. Legislative Compliance
 - We will abide by the law at all times and respect its intent, and we will comply with any and all rules, regulations, requirements, directives and expectations that guide our activities.
2. Confidentiality
 - We will maintain the confidentiality of the Board and all confidential information shared with us
 - We will share information without sacrificing confidentiality
3. Objectivity
 - We will base our decisions on the facts of each situation and vote with honest conviction
 - We will make judgements independent of personal interests and prejudice
4. Integrity
 - We will place CCRA's interests first and avoid personal interests that conflict with those of the association
 - We will not benefit at the expense of the CCRA, directly or indirectly
 - We will never accept favours or gifts from (or to) anyone who does business with the organization
5. Honesty

We will always be honest and act in good faith

 - We will tell the truth in our communications and not mislead by commission or omission
 - We will disclose in a timely fashion all issues that pose, have the potential to pose, or appear to be a conflict of interest
6. Accountability
 - We are accountable to our members and to one another
 - We are committed to excellence
 - We accept the consequences for any of our actions which violate the Code of Ethics, the Code of Conduct

APPENDIX 2- CCRA CODE of CONDUCT (2018)

Rewritten from Centennial Governance Framework and Board By-Law 2014

1. Create a Respectful Environment
 - Develop working relationships based on candour, openness, collaboration and a commitment to support fellow Directors and members
 - Disagree respectfully with others
 - Address conflicts effectively and in a timely fashion
 - Make equitable decisions and be mindful of their impact on all stakeholders
 - Value and embrace diversity, equity and inclusion
 - Demonstrate care for others and the community as a whole
 - Comply with the College's Harassment and Discrimination Prevention Policy
2. Be Knowledgeable and Prepared
 - Know and understand the CCRA's goals, policies, programs, services, strengths, needs and challenges
 - Understand fully the duties and responsibilities of the Board
 - Use the CCRA's mission, vision and values as the first frame of reference when making decisions
 - Set aside time to read and reflect on all materials sent prior to meetings
 - Ask for more information in order to better understand and be fully briefed on an issue
3. Practice Due Regard
 - Make every effort to attend all board and designated committee meetings and organizational activities
 - Participate conscientiously through active listening and by asking timely and substantive questions
 - Act within the scope of board member authority
 - Exercise the due care and diligence of a reasonable person in performing the duties of a governor
 - Speak for the Board or for CCRA only when authorized to do so
4. Be Independently Minded
 - Always exercise authority in the best interest of the CCRA
 - Express points of view when different from the other governors and members
 - Speak freely, welcome all viewpoints and encourage debate
 - Refuse to allow one's vote to be unduly influenced by others
5. Act as Team Players
 - Understand when to lead and when to follow
 - Vote from a place of conscience and conviction while supporting the majority decision on issues decided by the Board