



GENERAL BYLAWS

RTAM Bylaws were last amended, sanctioned, and confirmed by the members of the Corporation at the Annual General Meeting of May 8, 2019. There were no Bylaw amendments at the 2020, 2021, or 2022 AGMs.

Proposal for Board March 2024

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PREAMBLE

This document is the general bylaws of the RETIRED TEACHERS' ASSOCIATION OF MANITOBA INC. (RTAM). These Bylaws set out the fundamental structure and function of the Corporation of RTAM, a not-for-profit, mutual benefit corporation without share, initially incorporated under The Corporations Act (Manitoba) on October 24, 1989. In these Bylaws, the terms "RTAM" and the "Corporation", as defined in Article 1, both refer to the RETIRED TEACHERS' ASSOCIATION OF MANITOBA INC. and may be used interchangeably. (The full review and revision of the Corporation's Bylaws was affirmed at [REDACTED].)

ARTICLE 1 - DEFINITIONS

1.01 Definitions

In these Bylaws of the Corporation, unless otherwise specified or the context otherwise requires it:

- a) "**Act**" means ***The Corporations Act (Manitoba)*** and any statute that may be substituted therefore, as from time to time amended;
- b) "**Annual General Meeting**" or "**AGM**" means the Annual General Meeting of members of the Corporation;
- c) "**Articles**" means the Articles attached to the Articles of Incorporation of the Corporation, dated October 24, 1989, as from time to time amended or restated;
- d) "**Board**" means the Board of Directors of the Corporation;
- e) "**Bylaws**" means these bylaws, and all other bylaws of the Corporation from time to time in force and effect
- f) "**Corporation**" means the Corporation incorporated by Articles of Incorporation under the Act and named the Retired Teachers' Association of Manitoba (RTAM);
- g) "**Educator**" means a person who provides instruction or education, a certified teacher;
- h) "**Fiscal Year**" means the fiscal year of the Corporation, which begins on July 1 and ends on June 30;
- i) "**Governing Documents**" means those documents listed in Article 3.01 of the Bylaws;

- j) **“Member”** means someone who qualifies for, and is admitted to, membership under Article 4 of these Bylaws .
- k) **“Officers”** means those directors of the Corporation who are its President, Vice President, Secretary, Treasurer and Past President;
- l) **“RTAM”** means the corporation incorporated by Articles of Incorporation under The Corporations Act (Manitoba) and named the Retired Teachers’ Association of Manitoba Inc.;
- m) **“Special meeting of members”** means a special meeting of all members entitled to vote at an annual general meeting of members that is not the AGM;
- n) **“TRAF”** means the Teachers’ Retirement Allowances Fund.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular include the plural and vice versa and importing gender include the masculine, feminine and non-binary genders; and words importing include individuals, bodies corporate, partnerships, trusts and unincorporated Corporations.

ARTICLE 2 – PURPOSE AND OBJECTS OF RTAM

2.01 Objects

The objects of the Corporation are:

- a) To promote the well-being of its members;
- b) To promote opportunities for social connection with colleagues;
- c) To promote for its members participation in activities designed for whole-person development;
- d) To provide services that enhance the quality of life for its members socially, personally and economically;
- e) To advocate for the development of, or changes to, legislation and/or policies which improve the quality of life of its members;
- f) To provide communication networks for its members; and
- g) To maintain liaison with:
 - i. The Government of Manitoba and MLAs;
 - ii. The Manitoba Teachers' Society;

- iii. The Teachers' Retirement Allowances Fund;
- iv. Association canadienne des enseignantes et des enseignants retraités - The Canadian Association of Retired Teachers; and
- v. Other organizations with like or similar objectives.

2.02 Mission Statement

The mission of the Retired Teachers' Association of Manitoba (RTAM) is to serve and advocate for all retired teachers.

2.03 Vision Statement

The vision of The Retired Teachers' Association of Manitoba (RTAM) is the well-being of retired teachers through appropriate member services and strong partner relationships.

2.04 Values and Principles

The Retired Teachers' Association of Manitoba (RTAM) values belief in mutual respect, diversity of opinion, tolerance of different viewpoints, integrity and transparency while working collaboratively towards a common goal.

ARTICLE 3 – GOVERNING DOCUMENTS

3.01 Governing Documents of the Corporation

The documents governing RTAM are:

- a) The Act;
- b) The Articles;
- c) The Bylaws;
- d) The Policy Manual; and
- e) Robert's Rules of Order.

The RTAM Board may add new policies to govern aspects of the Corporation, but these shall not be considered Governing Documents.

3.02 Precedence of Documents

In the case of a conflict between the contents of RTAM's governing documents, the document listed higher shall prevail.

3.03 Purview of Bylaws and Policy Manual

- a) The Bylaws shall set out, in general terms, the fundamental structure and function of the Corporation, such as the admission of persons as members, classes of membership, and membership qualifications; membership fees; the suspension and termination of membership by the Corporation and by a member; the composition of the Board of Directors and required qualifications of Directors; the time and manner of elections of Directors; the removal and reinstatement of members of the Corporation; and the time and place of Board and member meetings, and required notice, quorum, and procedure of Board and member meetings.
- b) The Policy Manual shall set out the details of RTAM's day-to-day operations and functions; behavioural and disciplinary processes for staff and members; RTAM policies on specific issues of importance; details on the election of the Board and Officers as well as procedures and protocols; duties of Officers and Directors; RTAM Chapters and Special Interest Groups; Board Committees; supplemental rules of order; and other procedures concerning the procedure and function of the Corporation.

3.04 Amendment Procedures

- a) Amendment of Bylaws
 - i. The Bylaws shall only be amended, repealed or rescinded by a vote of two-thirds (2/3) majority of the voting members present at a general meeting of members of the Corporation duly called for that purpose.
 - ii. All proposed amendments to the Bylaws shall be in the hands of the President of the Corporation not less than forty-five (45) days prior to the meeting at which such amendments are to be considered and shall be published together with the notice of call of such meeting.
 - iii. Should the President determine that the bylaw resolution would be problematic for reasons such as incorrect numbering or potential conflict with existing Bylaws or Policy or contrary to any governing federal or provincial legislation or regulation, he or she will contact the mover to discuss the concern. However, the will of the mover shall prevail.
- b) Amendment of Policy Manual
 - i. The Policy Manual, except as provided for in Article 3.04(b)(iii), may be amended by a vote of two-thirds (2/3) majority of the Board or by a two-thirds (2/3) majority of the membership.
 - ii. Any Full or Life member may submit proposals for changes to the

Policy Manual to be considered by the Board at a Board meeting, or by the membership at an AGM or special meeting of members.

- A. Where proposals are made to the Board, they shall be submitted in writing, to the President, at least ten (10) business days prior to the meeting at which they are to be considered. Where the proposal is submitted less than ten (10) business days before the Board meeting at which they are to be considered, the proposal shall be considered at the Board meeting following.
- B. Where proposals are made for consideration by the membership, the process to be followed is the same as that for Bylaw changes in Article 3.04(a).
- iii. A Policy Statement of RTAM passed five (5) or more years earlier may, on an interim basis, be reaffirmed, added to, amended, or deleted by a majority vote of the Board, but any such changes must be ratified at the next AGM of members.

ARTICLE 4 - MEMBERSHIP

4.01 Membership Classes

4.01 (a) Full Members (2019)

Full membership in RTAM (hereinafter defined as membership, or member) shall be available to:

- i. a certified teacher with five years of teaching experience in Manitoba in receipt of a pension from TRAF; or
- ii. a retired Manitoba-certified teacher with five years of teaching experience in Manitoba who is not eligible to receive a pension from TRAF.

Any person qualified for such membership shall become a Full Member upon payment of the set membership fee.

4.01 (b) Associate Members

Associate membership in RTAM shall be available to:

- i. An Educator, resident in Manitoba, who is in receipt of a pension from a teacher's fund in a Canadian jurisdiction outside of Manitoba;

- ii. An Educator in receipt of a Manitoba Civil Service Superannuation Fund (CSSF) pension, or resident in Manitoba and in receipt of an equivalent pension from a Canadian jurisdiction outside of Manitoba;
- iii. A non-Educator in receipt of a TRAF pension;
- iv. A person who holds a teaching certificate, who is not retired, who is contributing to TRAF, the CSSF, or its equivalent in a Canadian jurisdiction, and who is a member of the RTAM Long Term Care-Plan;
- v. A person who is not retired, who is contributing to a Manitoba university or college pension fund, or its equivalent in a Canadian jurisdiction outside of Manitoba, and is a member of the RTAM Long Term Care Plan;
- vi. The spouse/partner of a full or associate member, or
- vii. The surviving spouse/partner of a full or associate member;
- viii. An individual registered in an RTAM sponsored insurance plan before May 13, 2009 who is:
 - A. An Educator, non-resident in Manitoba, who is in receipt of a pension from a teacher's fund in a Canadian jurisdiction outside of Manitoba;
 - B. An Educator, non-resident in Manitoba, who is in receipt of a pension, equivalent to a Manitoba CSSF pension, from a Canadian jurisdiction outside of Manitoba;
 - C. An Educator who is in receipt of a pension from a university or college in Canada;
 - D. An Educator in receipt of a pension from a teacher college or university plan outside of Canada;
 - E. A retired teacher whose qualifications are from a country other than Canada; or
 - F. An individual who does not meet these criteria but who is deemed eligible by the RTAM Board.

Associate members may serve on RTAM Committees.

Associate members are not voting members of RTAM and as such may not vote on formal matters of RTAM business or take a position with the RTAM Board of Directors.

Any person qualified for such membership shall become an Associate Member upon payment of the set membership fee.

4.01 (c) Life Member and Honourary Member (2019)

- i. A current RTAM member in good standing who reaches the age of ninety (90) shall automatically be granted Life Membership in RTAM.
- ii. The Board may, from time to time, confer Honourary Membership on a person who is not an RTAM member.
- iii. Annual fees shall be waived for Life and Honourary members.

4.01 (d) Community Member (2024)

- i. Community Membership in RTAM shall be available to any member of the education community in Manitoba who has a minimum of five (5) years of service. Proof of service will be satisfied by submission of T4 slips from five (5) years of service, or through formal employment records from the School Division or Campus for which they worked.
- ii. Community members may serve on RTAM Committees.
- iii. Community members are not voting members of RTAM and as such may not vote on formal matters of RTAM business or take a position with the RTAM Board of Directors.

Any person qualified for such membership shall become a Community Member upon payment of the set membership fee.

4.02 Annual Membership Fees

- a) The annual membership fees for Full, Associate, and Community members shall be approved by a resolution passed by the Board of Directors. The fees for each membership class are not required to be the same.
- b) The membership fees referred to in Article 4.02(a) shall be presented to the Membership for information and discussion at the AGM of members.

- c) Membership fees shall be approved in compliance with the terms of agreement with TRAF, which states that all changes must give TRAF defined notice as per the letter of understanding.

4.03 Membership Standing

To be considered in good standing, a member must:

- a) pay membership fees when due; and
- b) must not be subject to discipline, membership conditions or suspension as a result of a disciplinary action of the Corporation.

4.04 Automatic Termination of Membership

A membership in the Corporation shall automatically terminate when:

- a) the member dies;
- b) the member fails to maintain any qualifications for membership described in Article 4.01 of these Bylaws;
- c) the member has been delinquent in paying any outstanding fees for six (6) consecutive months;
- d) the member resigns by delivering a written resignation to the President of the Corporation in which case such resignation shall be effective on the date specified in the resignation; or
- e) the Corporation is liquidated or dissolved under the Act.

Upon any automatic termination of membership, the rights of the member, except for enrolment in Johnson Insurance, automatically cease to exist. Johnson Insurance will continue for a period of thirty (30) days following the date of termination to allow the former member to transfer their insurance plan(s)/policy(ies).

4.05 Member Discipline

- a) Following an appropriate investigation conducted in accordance with the policies established by the Corporation, a member may be disciplined, suspended, or expelled from the Corporation if:
 - i. the member has failed to comply with the Governing Documents of the Corporation;
 - ii. the member has violated the Corporation's Code of Conduct or any other standards or duties of care as may be established by the Corporation from time to time;

- iii. the member has violated the Corporation's Respectful Environment Policy;
 - iv. the member has engaged in actions which are deemed detrimental to the purposes, aims, or objectives of the Corporation; or
 - v. the member has been convicted of a criminal offence.
- b) The Policy Manual shall establish procedures and protocols that will govern the initiation, investigation and adjudication of complaints, and the imposing of discipline on a member.

4.06 Expulsion and Reinstatement of Members

- a) A member may be expelled, following the conclusion of the investigation process set out in Section 4.05(b) of the RTAM Policy Manual, by a two-thirds (2/3) majority vote of the Board of Directors.
- b) The Board may reinstate a person who has ceased to be a member if:
- i. the person pays any outstanding fees; and
 - ii. the matter that resulted in the termination of their membership has been resolved to the satisfaction of the Board and in accordance with all applicable Governing Documents of the Corporation.
- c) Where a membership has been terminated as a result of a disciplinary process, reinstatement shall be subject to any restrictions placed on reinstatement by the disciplinary process.
- d) Reinstated memberships may include special terms and conditions as set out in policy or at the discretion of the Board.
- e) The Board may by policy establish further requirements and provisions for the reinstatement of terminated memberships.

ARTICLE 5 - AUTHORITY

5.01 Authority of the Corporation

The ultimate authority of the Corporation shall be the membership at the Annual General Meeting except as provided in Article 5.02.

5.02 Motion to Overrule

Notwithstanding Article 4.01, and subject to the Act, the Board may overrule any resolutions passed at the Annual General Meeting provided that the motion to overrule passes by a two-thirds (2/3) majority of those present. This Article is to be used with discretion, and is intended for use where the resolution passed creates

conflict with RTAM's Governing Documents, would be contrary to legislation, is illegal, or would create a serious risk of harm to the continuation and stability of the Corporation.

ARTICLE 6 - MEETINGS OF MEMBERS

6.01 Annual General Meetings

The Annual General Meeting (AGM) of members shall be held each year in person, virtually, or both, ~~in~~ within the six (6) months following the Fiscal Year-end. All business at the AGM must be in compliance with these Bylaws and Articles of Incorporation.

6.02 Duties of the Membership at an Annual General Meeting

The duties of the membership at an AGM shall include but not be limited to:

- a) Approving the audited financial statements for the past Fiscal Year;
- b) Approving the budget for the upcoming Fiscal Year;
- c) Electing the Board of Directors;
- d) Approving any changes to the Corporation's bylaws;
- e) Approving new Chapters and Special Interest Groups of the Corporation;
- f) Approving the membership fees for the next Fiscal Year; and
- g) Approving the rates of reimbursement of expenses.

6.03 Special Meetings

- a) Special meetings of members may be held, at any time provided the notice requirement in Article 6.06 is met, at the call of:
 - i. the President,
 - ii. any five (5) members of the Board; or
 - iii. any fifty (50) voting members of the Corporation..
- b) Where a special meeting is called under Article 6.03(a)(iii), the following applies:
 - i. The fifty (50) members calling a special meeting must provide, in writing:

- A. each member's first and last name;
 - B. either a phone number or email address for each member;
 - C. the signature of each member;
 - D. a main point of contact for the group of members; and
 - E. the purpose for calling the special meeting.
- ii. The list of information outlined in Article 6.03(b)(i) must be submitted to the RTAM office for verification of members.
 - iii. Following verification of members, if at least fifty (50) members have in fact signed the call for a special meeting, the request will be shared with the Board of Directors through the President.
 - iv. The Board will review the reason stated for calling a special meeting of members and ensure the meeting is within the parameters permitted for meetings of members.
 - v. Where the reason stated for calling a special meeting of members is within the parameters of such meetings, the Board will respond to the main point of contact for the group of members to confirm the calling of a special meeting of members. The Board shall request any documentation from the group of members and will not provide notice of the special meeting until confirmation from the main point of contact that all necessary documentation has been received.
 - vi. The special meeting of members shall conform with the Act and Bylaws, and at least 21 days' notice of the meeting shall be given to members within five (5) business days of receipt of all supporting documentation from the main point of contact for the group of members. Such documentation shall be sent out with the notice to members.

6.04 Place of Meetings

All meetings of members may be held using a hybrid model, meaning members can attend in person or virtually.

Meetings of members shall be held at the following locations:

- a) for members attending in person, at the registered office of the Corporation, or, elsewhere in the municipality in which the registered office is situated, or, if the Board shall so determine, at some other place in Manitoba; and

- b) for members attending virtually, they may attend from any physical location, whether or not the member is physically present in Manitoba..

6.05 Notice of Annual General Meeting

- a) Notice of time and place of each AGM shall be given in the manner provided in Article 13.01, not less than 21 nor more than 50 days before the date of the AGM, to each director, to the auditor and to each member entitled to vote at the AGM.
- b) Notice of a meeting of members called for the purpose other than:
 - i. consideration of the financial statements and auditor's or accountant's report;
 - ii. election of directors and officers; and
 - iii. reappointment of the incumbent auditor or accountant,

shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon, and shall state the text of any special resolution to be submitted to the meeting.

- c) A member may, in any manner, waive notice of or otherwise consent to a meeting of members.

6.06 Notice of Special Meetings

Where a Special meeting of members is called, notice shall be given at least twenty-one (21) days in advance of the date of the Special meeting of members, to each Director and to each member entitled to vote thereat. The purpose of the meeting shall be provided in sufficient detail to permit the member to form a reasoned judgment thereon, and shall state the text of any special resolution to be submitted to the meeting.

6.07 Meeting Chairperson

A meeting of members shall be chaired by any of the following officers, in the following order:

- a) the President;
- b) the Vice President;
- c) the Past President;
- d) the Treasurer; or

e) the Secretary.

If no such officer is present within 15 minutes from the time of the start of the meeting, the members present shall choose one of their members to be the Chairperson.

The Chairperson may, at their discretion, appoint an alternative person other than the officers listed to chair one or more sections, or all, of the Annual General Meeting.

6.08 Meeting Secretary

The Secretary of the Corporation shall act as secretary at all meetings of members. In the event the Secretary of the Corporation is absent, or is acting as Chairperson of the meeting, the Chairperson shall appoint any member of the Corporation to act as secretary of the meeting.

6.09 Voting Rights

Meetings of members shall be open to the public, but only Full Members and Life Members of the Corporation shall be entitled to vote at meetings of members.

6.10 Quorum

A quorum for the transaction of business at any meeting of members shall **be fifty** (50) members present, in person or online, and entitled to vote thereat.

6.11 Election of the Board of Directors

- a) All vacant Board positions, including the offices of President, Vice President, Treasurer and Secretary, shall be filled through elections held at the AGMs of members.
- b) The Election procedures to be followed shall be outlined in the RTAM Policy Manual.

6.12 Votes to Govern Matters other than Elections

At any meeting of members, every question, unless otherwise required by the Articles or Bylaws, shall be determined by the majority of votes cast on the question by those in attendance. The Chairperson of the meeting shall be the deciding vote in the event of a tie . In the event the Chairperson of the meeting is not an RTAM member, the President shall be the deciding vote in the event of a tie.

6.13 Show of Hands on Matters other than Elections

Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands, unless a secret ballot thereon is required or demanded as herein after provided. Upon a show of hands, every person who is present and entitled to vote shall have only one vote. Whenever a show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried, or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the question.

6.14 Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member entitled to vote at the meeting may require or demand a secret ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for such a ballot may be withdrawn at any time prior to the taking of the ballot.

6.15 Adjournment

If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

ARTICLE 7 – BOARD OF DIRECTORS

7.01 Number of Directors and Quorum (2019)

The Board shall consist of not fewer than eight (8) and not more than ten(10) Directors. The quorum for the transaction of business, at any meeting of the Board of Directors, shall consist of a majority of the Directors.

7.02 Qualification

Only Full Members in good standing shall be eligible for election as Directors of the Corporation.

7.03 Composition of the Board

The Board of Directors shall consist of:

- a) the President;
- b) the Vice President
- c) the Treasurer;
- d) the Secretary; and
- e) no less than three (4) and no more than (6) Directors-at-Large.

7.04 Election and Term of Office

- At each Annual General Meeting, so long as there are vacant positions, the members shall elect members to the Board of Directors.
- Any Full Member of RTAM in good standing may stand as a candidate for a Board position, either Director-at-Large, or for one (1) Officer position.
- RTAM will endeavor to stagger the terms of Officers and Directors-at-Large to ensure institutional memory is retained.
- Directors shall hold office for a term of two (2) years, following which they will have to stand for re-election. An incumbent Director, if qualified, is eligible for re-election to the Board so long as they have not reached their total term limit..
- The total term limit for Board Members shall be three (3) terms, or a total of six (6) years, whether or not served consecutively, commencing with members who were on the Board since 2017.
- The term of office for a Board shall begin one (1) month following the AGM at which the Board was elected to the end of the next AGM.

7.05 Duties of the Board of Directors

With due consideration to all motions passed at an Annual General Meeting, the Board of Directors shall:

- a) Review annually the objects, Bylaws and policies of the Corporation;
- b) Review the affairs, activities and/or projects of the Corporation;
- c) Keep in touch with members of the Corporation;
- d) Plan the Annual General Meeting of the Corporation;
- e) Approve the establishment of Chapters and Special Interest Groups within the Corporation;

- f) Prepare an audited Financial Statement to be presented for approval at the Annual General Meeting of the Corporation;
- g) Prepare the Corporation's budget for the upcoming Fiscal Year to be presented for approval for the Annual General Meeting;
- h) Appoint an Auditor for the Corporation for the upcoming Fiscal Year;
- i) Determine the Corporation's membership fees for the upcoming Fiscal Year to be presented for approval at the Annual General Meeting;
- j) Fill any Board vacancy until the next Annual General Meeting of the Corporation, if deemed necessary by the Board;
- k) Maintain an active liaison with The Manitoba Teachers' Society
- l) Engage, monitor and supervise the Executive Director, and regularly assess their performance;
- m) Be aware of the laws affecting the Corporation and obtain necessary professional advice;
- n) Oversee the expulsion and reinstatement of members of the Corporation;
- o) Approve the remuneration of the auditor or accountant;
- p) Name committee chairs and approve committee membership; and
- q) Such other duties as the membership may determine at meetings of members.

7.06 Removal of Directors and Officers

The Board may remove an Officer/Director, who has:

- a) violated the Code of Conduct;
- b) violated the Respectful Environment Policy;
- c) failed to fulfil the duties of the position;
- d) missed, without adequate cause, three (3) meetings of the Board; or
- e) requested to be removed.

Subject to the provisions of the Act, the Board may, by resolution passed at a special meeting, remove any Director from office and may fill the vacancy. The

said resolution must be adopted by a vote of two-thirds (2/3) majority of the Directors in attendance.

The following due process is to be followed in the event the Board seeks to remove a Director/Officer:

- a) The Officer/Director must be informed of the pending resolution for removal at least one (1) month before the Board meeting at which the resolution will be tabled;
- b) The Officer/Director must be informed of the reasons for which the resolution will be tabled; and
- c) The Officer/Director must be informed that they are entitled to respond to the resolution at that meeting, by written submission beforehand or by appearing in person.

7.07 Board Vacancies

A Director ceases to hold office:

- a) automatically upon death;
- b) automatically when removed from office by a Board Resolution as outlined in Article 7.06 of these Bylaws;
- c) automatically upon loss of qualification for election as a Director; or
- d) at the time a written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later.

Where there is a vacancy in the Board, the process set out in Section 6.03 of the Policy Manual shall be followed.

7.08 Virtual Meetings

If a majority of Directors consent, a Director may participate in a meeting of the Board, or of a committee of the Board, by means of telephone or such other communications facilities as to permit all persons participating in the meeting to hear each other. Consent shall not be unreasonably withheld.

A Director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates, and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office.

7.09 Number of Meetings

The Board shall meet a minimum of six (6) times per year.

7.10 Calling of Meetings

Meetings of the Board shall be held at such time and place as the Board, the President, any two Officers, or any four Directors-at-Large may determine.

7.11 Notice of Meeting

Notice of the time and place of each meeting of the Board shall be given to each Director in the manner provided in Article 13.01 not less than 48 hours before the time when the meeting is to be held. A notice of meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- a) Submit to the members any question or matter requiring approval of the members;
- b) Fill a vacancy among the Directors or in the office of auditor;
- c) Approve any annual financial statements; or
- d) Adopt, amend or repeal the Policy Manual.

A director may waive, in any manner, the notice of, or the consent to, a meeting of the Board.

7.12 Regular Meeting

The Board may appoint a day or days, in any month or months, for regular meetings of the Board, a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings except when the Act requires the purpose, or the business to be transacted thereat, to be specified.

7.13 Chairperson of Board Meetings

A meeting of the Board shall be chaired by any of the following officers, in the following order:

- a) the President;
- b) the Vice President;
- c) the Treasurer; or

d) the Secretary.

If no such officer is present, the Directors present, if they have quorum, shall choose one of their number to be the Chairperson.

7.14 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. The Chairperson of the meeting shall be to the deciding vote in the event of a tie.

7.15 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.16 Conflict of Interest

Whenever a Board Director, whether an Officer or a Director-at-Large, has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:

- a) The interest of such Director is fully disclosed to the Board;
- b) No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon;
- c) Any transaction in which a Director has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the Corporation;
- d) Payments to the interested Director shall be reasonable and shall not exceed fair market value; and
- e) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

7.17 Remuneration and Compensation

The Directors shall receive no remuneration or compensation for their services as Directors and no Director shall directly or indirectly receive any profit from the position.

ARTICLE 8 – OFFICERS OF THE CORPORATION

8.01 Officers

The Corporation shall consist of the following Officers:

- a) President;
- b) Vice President;
- c) Past President
- d) Treasurer; and
- e) Secretary.

8.02 Past President

The Past President shall be an ex-officio position, and the most recent President of RTAM, upon ending their term of President, shall automatically assume the position of Past President, and shall hold that position for a period of two (2) years until the successor President's term ends.

8.03 Duties of Officers

Each Officer, except for the Past President, shall be a member of the Board. The duties of each officer shall be set out in the Policy Manual of the Corporation.

ARTICLE 9 – COMMITTEES

9.01 Committees

The Board of Directors shall establish the Standing Committees of the Board and associated Terms of Reference and may, from time to time, establish Ad-hoc Committees with defined Terms of Reference.

Standing Committees and associated Terms of Reference shall be outlined in the Policy Manual of the Corporation.

ARTICLE 10 – CHAPTERS AND SPECIAL INTEREST GROUPS

10.01 Organization

Any group of members of the Corporation may submit a resolution at an AGM or special meeting of members duly called for that purpose to organize and establish a Chapter or Special Interest Group for the advancement of the objectives of the Corporation.

Formation of a Chapter or Special Interest Group must be voted on by the membership at an AGM or special meeting of members duly called for that purpose, and requires a two-thirds (2/3) majority to pass. Each voting member shall hold one (1) vote on the issue of whether to approve a particular Chapter or Special Interest Group, and no proxy votes shall be permitted.

Additional rules regarding Chapter and Special Interest Group formation may be

provided for in the Policy Manual of the Corporation.

ARTICLE 11 – BUSINESS OF THE CORPORATION

11.01 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba, and at such location therein as the Board may from time to time determine.

10.02 Corporate Seal

Until changed by the Board, the corporate seal of the Corporation shall be in the form impressed.

11.03 Signing Authority

The offices of President, Vice President, Secretary and Treasurer are all signing authorities of the Corporation. Two (2) signing authorities are required to sign deeds, transfers, assignments, contracts, obligations, certificates and other instruments on behalf of the Corporation. In addition, the Board may, from time to time, direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.

11.04 Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business, or any part thereof, shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

11.05 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time:

- a) Borrow money upon the credit of the Corporation;
- b) Issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
- c) Mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of

the Corporation owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

11.06 Reserve Fund

The Board may maintain a reserve fund.

11.07 Delegation

The Board may, from time to time, delegate to such one or more of the Directors and Officers of the Corporation as may be designated by the Board, all or any of the powers conferred on the Board by Article 7 or by the Act to such extent and in such manner as the Board shall determine at the time of each such delegation.

11.08 Financial Reports

The auditor or accountant shall be supplied with a copy of the financial reports and it shall be the duty of that person to examine it with the accounts and vouchers relating thereto. The auditor or accountant, at all reasonable times, shall have access to all the books and accounts of the Corporation.

ARTICLE 12 – RULES OF ORDER

12.01 Rules of Order

Where specific procedures are not already denoted in policy, the rules of procedure governing all meetings of the Corporation shall be the most recent edition of Robert's Rules of Order. Where these rules are silent, the Chairperson of the meeting shall decide.

12.02 Meetings using Distance Technology

- a) When meetings are held using distance technology, all available members entitled to attend and vote shall have the opportunity to participate in discussions and be aware of the viewpoints of other members before voting occurs.
- b) When such a meeting occurs, voting shall be made in a manner in which all members entitled to vote are informed of the votes of the other members before the result is valid.

12.03 In Camera Meetings

- a) The use of in camera meetings should be sparing and limited to those occasions outlined in Article 12.03(c).
- b) Minutes of an in camera meeting will be placed in a sealed file. Motions passed in camera may be, by motion passed while in camera, published in the subsequent minutes of a regular meeting.
- c) In camera meetings should be considered where the following subject matter is to be discussed:
 - i. The security of the assets, personnel or property of RTAM;
 - ii. Personal matters about any identifiable individual, including any Director, employee or member of RTAM;
 - iii. A proposed or pending financial transaction of RTAM or related entities;
 - iv. Commercially sensitive business matters, including subject to confidentiality agreements with third parties;
 - v. Labour relations, personnel matters and employee compensation;
 - vi. Litigation or potential litigation including, without limitation to, matters before administrative tribunals affecting RTAM;
 - vii. The receiving of advice that is subject to privilege, including communications necessary for that purpose;
 - viii. Matters that are in the developmental stage and not ready for broader discussion throughout the Corporation; and

Any matter that, if in the public domain, could be detrimental to RTAM or its members.

ARTICLE 13 – NOTICES

13.01 Method of Giving Notices

Any notice (which includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the Bylaws or otherwise, to Members, Directors, Officers, the auditor or members of committees of the Board, shall be sufficiently deemed given:

- a) immediately when delivered personally to the person to whom it is to be given;

- b) immediately when delivered personally to the mailing address most recently provided to RTAM by the member;
- c) at the time it would have been delivered in the ordinary course of mail when mailed, by prepaid post or airmail, to the mailing address most recently provided to RTAM by the member ; or
- d) immediately upon receipt when sent to the email address most recently provided to RTAM by the member.

The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor, or member of a committee of the Board in accordance with any information believed to be reliable.

13.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the meeting or other event shall be included.

Where "non-business day(s)" are referred to, it shall mean Saturday, Sunday and any other day that is a holiday as defined in ***The Interpretation Act (Manitoba)***.

13.03 Undelivered Notices

If any notice given to members pursuant to Article 13.01 is returned on three consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until the Corporation has been informed in writing of the new address.

13.04 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

13.05 Waiver of Notice

Any member, director, officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given under the provisions of the Act, the regulations hereunder, the Articles, the bylaws or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver of notice of a meeting of members or of the Board may be given in any manner.

ARTICLE 14 – INSURANCE PLANS

14.01 Authorization to Operate Insurance Program

The Corporation shall have the express authority to undertake and operate a scheme or schemes, or program or programs of insurance for its members or their dependents or both, on such terms and conditions, as it deems proper, and to enter into contracts with third parties to provide insurance to members or their dependents or both.

ARTICLE 15 - EFFECTIVE DATE

15.01 Effective Date

Subject to the Act, the Bylaws shall come into force when approved by the members at a meeting of members.