

## **CHAPTER 3: BRANCHES AND THEIR OFFICERS**

### **9. THE PURPOSE OF BRANCHES**

- A. Foresters mandate of service, as set by the Board of Directors, is delivered primarily through its Branches. Branches identify and organize programs and activities that demonstrate Foresters principles of members helping members, making members' communities better places, personal development, volunteer activities, and social interaction. Branches disseminate information and stimulate interest in the organization and services of Foresters by regular meetings, a personal commitment to assisting other members, involvement in the community, and public relations activities.
- B. Members elect Branch officers to make decisions on local matters. Through Branches, members elect delegates to Regional Assemblies.

### **10. LIMITS ON THE POWERS OF BRANCHES**

- A. Foresters will not be responsible for any liability incurred by any Branch.
- B. Branches may not incorporate, acquire any land, buildings, or vehicles, or leasehold interests in these types of assets, without the written consent of the Board of Directors. No Branch or member may issue any statement, communication, trademark, or publication relating to Foresters without the written consent of the Board of Directors. The Board of Directors will specify how consent is to be obtained for these activities in Foresters Fraternal Network Policies.

### **11. MEETINGS OF THE BRANCH**

- A. Branches will hold regular meetings at least once a month, and the Branch Executive Committee will notify members of the time, date, and location. All meetings will be open to all members of the Branch.
- B. The conduct of meetings will follow Rules of Order, as prescribed by the Board of Directors. For any votes other than elections or where otherwise specified, voting will be by simple majority; that is, 50 percent plus one of the voting members present who participate in the vote.

- C. Invited guests may attend meetings with the approval of the Branch Executive Committee.
- D. To provide for general or standing rules of operation, a Branch must pass bylaws, provided that these bylaws do not conflict with the provisions of this Constitution or with the bylaws of the Regional Assembly within whose region the Branch is located. Branch bylaws are enacted or amended by:
  - i. a two-thirds vote of the members entitled to vote, who are present at the Branch meeting and who participate in a vote; or
  - ii. greater than a two-thirds vote by members who have returned ballots mailed to them by registered or certified mail or recorded delivery, provided that at least 75 percent of the total ballots are returned.

These bylaws do not take effect until they have been approved by the International Fraternal President.

## **12. SPECIAL MEETINGS OF THE BRANCH**

- A. Special meetings of the Branch may be called by the International Fraternal President, the Regional Council President, the Branch President, or any two of the Branch's elected officers. Foresters House will pay the cost of holding any special meeting of any Branch when called by the International Fraternal President.
- B. The Branch Secretary must notify the Branch members of the special meeting at least 14 days in advance. The notice must include a description of the business to be undertaken at the meeting.
- C. The meeting will deal only with the business mentioned in the notice, unless the members with entitlement to vote who are in attendance unanimously decide to do otherwise.

## **13. QUORUM AT BRANCH MEETINGS**

For the Branch to transact business at a regular or special meeting, no fewer than five members with entitlement to vote must be present either in person or remotely by means of such telephonic, electronic, or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other during the meeting.

#### 14. PRESIDING OFFICER

- A. The Branch President presides at Branch meetings.
- B. If the Branch President is not present, the Branch Vice-President will preside.
- C. If both these officers are absent, the members present will choose another officer or a member from among themselves to preside.

#### 15. BRANCH OFFICERS

- A. The Branch officers are its elected officers (see subsections i, ii, iv, v and vi below), the Past Branch President, and appointed chairmen/chairwomen of any Branch committees. The elected officers and the Past Branch President are the Executive Officers. In order of rank, the officers are:
  - i. Branch President;
  - ii. Branch Vice-President;
  - iii. Past Branch President;
  - iv. Branch Secretary;
  - v. Branch Treasurer;
  - vi. Branch Councillor;<sup>4</sup>
  - vii. Committee chairmen or chairwomen.
- B. If specified in its bylaws, a Branch may elect up to five Branch Councillors.
- C. Executive Officers may not hold more than one elected office at a time, except as provided in sections 17 and 39.
- D. The Executive Officers plus committee chairmen and chairwomen are the Branch Executive Committee, transacting routine business as authorized by the bylaws of the Branch. Committee chairmen and chairwomen are non-voting *ex officio* members of the Executive Committee. The Branch Executive Committee will keep minutes of its meetings and report its activities to the Branch at the next regular Branch meeting. Any Branch member may attend meetings of the Branch Executive Committee as an observer or inspect the minutes of these meetings.
- E. Branch officers have responsibility for trusteeship of their Branch. As trustees, they manage the money and any other assets of the Branch in accordance with Foresters Common Bond, Constitution, policies including Foresters Volunteer Code of Ethics, and procedures, and can be held accountable for any misuse of this property.

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<sup>4</sup> Branch Councillor is not a required position. Branch Councillor is a ranking officer if the Bylaws have so specified.

- F. No member will place himself or herself in a position in which there is a conflict between his or her duties as a member of Foresters in any capacity and his or her personal or business interests. Every member who is in any way directly or indirectly interested or involved in an existing or proposed contract, transaction, or arrangement with Foresters, or who otherwise has a conflict of interest, will declare that interest fully at the appropriate meeting. After declaring the conflict, the member will not be counted in the quorum with respect to that matter and will refrain from discussion and voting on the matter. Every disclosure of interest will be recorded in the minutes of the appropriate meeting.
- G. If the Branch, the Regional Council, the International Fraternal President, or the Board of Directors has reasonable grounds to believe that an officer has a conflict of interest that is causing harm to Foresters and its members, the International Fraternal President may suspend the officer from his or her office. Such a suspension must be accompanied by action under section 8 of this Constitution.

#### **16. TERMS OF OFFICE OF BRANCH OFFICERS**

- A. Elected officers of a Branch will be elected every two years. Elections will take place at a Branch meeting between October 1 and March 31. (For more information on elections, see Chapter 4.)
- B. A member cannot be elected as Branch President at more than two consecutive Branch elections. Partial terms served by a Branch President filling a mid-term vacancy will not count as a term for the purposes of this provision.

#### **17. ABSENCES FROM AND VACANCIES IN THE BRANCH**

- A. If an officer other than the Branch President is absent from a meeting of the Branch, or is temporarily unable to fulfill his or her duties, the Branch Executive Committee may, by resolution, appoint another member to take on his or her responsibilities until the absent officer returns. (For absences of the Branch President, see section 14B.)
- B. If an officer is absent for three consecutive regular meetings, or for more than half of the regular meetings in a year, without a satisfactory reason provided in writing to the Branch Executive Committee, the Branch Executive Committee may, by resolution, declare his or her office vacant and fill that office by election or appointment.

- C. If the immediate Past Branch President is unable to fulfill his or her position, the Branch may appoint a previous Branch President to the position. If no Past Branch President is available, the Branch may elect a Branch Councillor to fill its full complement of Branch Officers.
- D. If an officer resigns, dies, transfers his or her membership to another Branch, or is otherwise unable to continue in office for any reason, the Branch Executive Committee may, by resolution, appoint or elect a substitute from the Branch to complete the balance of the term of office.

## **18. BRANCH PRESIDENT**

The Branch President leads the activities of the Branch by:

- A. presiding at Branch and Executive Committee meetings, ensuring that all meetings are conducted in accordance with this Constitution and with the Rules of Order prescribed by the Board of Directors, ensuring that decisions are implemented, and ensuring that all financial and non-financial reporting is properly completed as required.;
- B. participating as a non-voting *ex officio* member on all Branch committees (*ex officio* members attend meetings by virtue of holding a specific office);
- C. acting as a liaison to Branch committees, the Regional Council, and membership department staff.

## **19. BRANCH VICE-PRESIDENT**

The Branch Vice-President assists the Branch President in carrying out his or her duties and assumes those responsibilities in his or her temporary absence.

## **20. BRANCH SECRETARY**

The Branch Secretary circulates meeting agendas and minutes to Branch officers, maintains all Branch records and correspondence, other than financial records, and completes all non-financial reporting requirements to the Regional Council, Regional Assembly, International Assembly, Board of Directors, International Fraternal President, and Foresters House.

## **21. BRANCH TREASURER**

The Branch Treasurer manages and reports on the Branch budget and funds, ensures that expenses are approved by the Branch and paid in a timely fashion by cheque, ensures that cheques and other financial documents are signed by the designated signing officers as set out in section 63, ensures that the Branch maintains accurate and up-to-date financial record and makes these records available for review or audit, as required. The Branch Treasurer also completes all financial reporting requirements to the Regional Council, Regional Assembly, the International Assembly, Board of Directors, International Fraternal President and Foresters House.

## **22. PAST BRANCH PRESIDENT**

The Past Branch President provides guidance to the Branch officers, committees, and members on matters of procedure, and, provided that he or she is not seeking election at the Branch level, chairs the nominating committee to identify and encourage potential candidates for positions as elected officers of the Branch, and as delegates to the Regional Assembly.

### **22.1 BRANCH COUNCILLOR**

The Branch Councillor assists the Branch Executive in carrying out the duties of the Branch. Such duties may include chairing committees, organizing member or community involvement events, communicating with the members, and publicizing Branch activities and events.

## **23. COMMITTEES OF THE BRANCH**

- A. A Branch may form committees to carry out its mandate as established by the Board of Directors.
- B. A majority of any committee will constitute a quorum.
- C. The chairman or chairwoman of each committee will be appointed by resolution of the Branch Executive Committee. Chairmen and chairwomen so appointed will be non-voting *ex officio* members of the Branch Executive Committee.

## **24. BRANCHES-AT-LARGE**

- A. Members are normally affiliated with a local Branch. Members who are not affiliated with a local Branch become members of a Branch-at-Large in Canada, the United States, or the United Kingdom.
- B. The officers and trustees of the Branches-at-Large are the members of the Board of Directors.
- C. All members of Branches-at-Large are entitled to the rights and privileges of membership described in this Constitution, and have the right to attend meetings and functions of other Branches, unless their membership has been suspended.
- D. Branches-at-Large have no obligation to meet.
- E. The members of Branches-at-Large are represented by the International Fraternal President at the International Assembly.

## **25. TRANSFER OF A MEMBER FROM ONE BRANCH TO ANOTHER**

A member may apply to Foresters House to transfer to another Branch.

