

**BYLAWS OF THE OTTAWA NEWSPAPER GUILD  
LOCAL 30205 OF CWA/SCA CANADA  
of The NewsGuild Sector  
of the Communications Workers of America**

March 9, 2019

**PREAMBLE** The ONG shall be governed by the Constitution and Bylaws of CWA/SCA Canada, the Constitution of the Communications Workers of America, and, if relevant, the Constitution of TNG-CWA.

**BYLAWS** Bylaws relating to the conduct of the affairs of the Ottawa Newspaper Guild.

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**BE IT ENACTED** as a bylaw of the Ottawa Newspaper Guild (ONG) as follows:

**1. INTERPRETATION**

**1.01** In these bylaws and all other bylaws and resolutions of the ONG unless the context otherwise requires:

- .01** the singular includes the plural;
- .02** the masculine gender includes the feminine;
- .03** "Executive" means the Executive Committee of the ONG;

- .04** ONG means the Ottawa Newspaper Guild;
- .05** TNG-CWA (or “the Guild”) means The NewsGuild Sector of the Communications Workers of America;
- .06** CWA/SCA Canada means Communications Workers of America/Syndicat des communications d’Amerique Canada;
- .07** "Constitution" means the Constitution and Bylaws of CWA/SCA Canada as adopted by the National Representative Council, the Constitution of TNG-CWA as adopted by the TNG Sector Conference and the Constitution of the Communications Workers of America as adopted by Convention, and any amendment or substitution therefore duly enacted from time to time;
- .08** "Documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings or computer records;
- .09** "Executive Committee" means a committee as more particularly described in section 4;
- .10** "Local Officers" means the persons who hold the offices enumerated in section 5;
- .11** "Ex-Officio Committee Members" means the ex-officio members described in section 3.13;
- .12** "Charter" means the charter establishing the Ottawa Newspaper Guild as a local of The NewsGuild Sector of the Communications Workers of America, as from time to time amended by due process;
- .13** "Member" means an individual described in Article 4 of the Constitution and Bylaws of CWA/SCA Canada, Article II of the Constitution of TNG-CWA and Article V of the Constitution of the Communications Workers of America, and section 7 of these bylaws.
- .14** "Local Elections Committee" means a committee of members as more particularly described in section 4.02.
- 1.02** Headings used in the bylaws of the local are for convenience of reference only and shall not affect their construction or interpretation.
- 1.03** If any of the provisions contained in these bylaws are inconsistent with those contained in the Constitutions and Bylaws of CWA/SCA Canada or the Constitutions of TNG-CWA and CWA, the provisions contained in the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA shall prevail.

## **2. OFFICE**

The office of the ONG shall be in the City of Ottawa in the Province of Ontario at such a place as the Executive Committee determines.

### **3. EXECUTIVE COMMITTEE**

**3.01** The affairs of the ONG shall be managed by a committee composed of the Local Officers, as described in section 5, each unit leader, at least one member-at-large, one Human Rights & Equity member-at-large, and one Retiree member-at-large. Positions of members-at-large may be filled by department leaders as described in section 4.04. This retiree member-at-large shall be a former member of the ONG.

**3.02** Elected members of the Executive Committee, subject to the provisions of 3.04, shall be elected in the manner set out in section 4. Each shall hold office from the first regular meeting of the Executive Committee in January of the year following the election to office for a three-year term, or until their successor has been elected and qualified, whichever is later.

**3.03** Each member of the Executive Committee shall be at the date of their election and remain throughout their term a member in good standing of the ONG who is qualified by the provisions of the constitution to hold office. If a person ceases to be a member who is qualified to hold office, they shall cease to be a member of the Executive Committee and the vacancy created may be filled in the manner prescribed in section 3.04.

#### **3.04 Vacancies**

So long as a quorum of the Executive Committee remains in office, a vacancy on the Executive Committee shall be filled temporarily by appointment made by the Executive Committee from among the qualified members of the ONG. Elections to fill the vacancy shall be held at the next membership meeting for which proper 15-day notice of election can be given. In the case of a vacancy in the office of Local President however, the Local Vice-President shall immediately assume all responsibilities of that office until a successor Local President can be duly elected by the membership (per Article XV, Section 3, of the CWA Constitution). In the case of a unit becoming without a leader or Secretary-Treasurer, a meeting of the membership of the unit for the purpose of electing a new leader and Secretary-Treasurer as soon as a meeting can be held for which proper 15-day notice of an election can be given. Nominations for vacancies will take place at that meeting, as will voting, if necessary, unless the membership directs that a referendum be conducted. If no quorum of Executive Committee members exists, the remaining Executive Committee members shall forthwith call a general meeting of the members to fill the vacancies on the Executive Committee. If the number of members of the Executive Committee is increased between terms, a vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner provided above.

#### **3.05 Removal of Executive Committee Members**

Any Executive Committee member who misses three consecutive regular meetings shall cease to be a member of the Executive Committee without further action by the Committee, unit or the ONG. The Secretary-Treasurer will report at all Executive Committee meetings the names of members dropped from the Committee under this section. The Secretary-Treasurer will inform those so dropped within ten days that they have the right to appeal to the Executive Committee at its next regular meeting and will be reinstated if they can show cause for their absences. The decision of the Executive Committee may be appealed to the membership at its next regular meeting.

### **3.06 Quorum**

A quorum at any Executive Committee meeting shall be the smallest whole number that is not less than one half of the members of the Executive Committee, but no fewer than three (3) people.

### **3.07 Meetings**

Meetings of the Executive Committee may be held at the office of the ONG or any place within the City of Ottawa as designated in the notice calling the meeting. Meetings may be called by the President, or Vice-President; or by the Secretary-Treasurer if a request is made in writing by two members of the Executive Committee.

### **3.08 Notice**

Subject to the provisions of 3.09, notice of Executive Committee meetings shall be delivered, faxed, emailed or telephoned to each member of the Executive Committee not less than 24 hours before the meeting is to take place, or shall be mailed to each member of the Executive Committee not less than 10 days before the meeting is to take place. The statutory declaration of the President or Secretary-Treasurer that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is required if all the Executive Committee members are present.

### **3.09 Regular Meetings**

The Executive Committee may appoint one or more days in each year for regular meetings of the Executive Committee at a place and time named, such meetings to be held once in each month except that one meeting may be dropped in July or August; no further notice of the regular meetings need be given. The Executive Committee shall, at the first regular meeting in January of each year establish the dates of regular meetings for the forthcoming year and the date of the first regular meeting in January of the subsequent year. At the same meeting, the Executive Committee shall attend to appointments to committees as described in section 8, and any other business.

**.01** Any meeting of the Executive Committee may be adjourned to any time and from any time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

### **3.10 Voting**

Questions arising at any meeting of the Executive Committee shall be decided by a majority vote. In the case of equality of votes, the chairperson shall have a casting vote. At all meetings of the Executive Committee, every question shall be decided by a show of hands unless a poll on the question is required by the chairperson or requested by any Executive Committee member. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

**.01** An Executive Committee member may hold a unit or department office and a unit officer may hold a department office. But no individual, by virtue of holding more than one office, may cast more than one vote on any one resolution before the Executive Committee.

### **3.11 Remuneration of Executive Committee Members**

The members of the Executive Committee may receive a stipend or honoraria of an amount to be determined by resolution of the membership at each annual general meeting. No member of the Executive Committee shall directly or indirectly receive any profit from their position as such; provided that an Executive Committee member may be paid reasonable expenses incurred in the performance of duties. All claims must be verified by appropriate receipts.

### **3.12 Responsibility for Acts**

The members of the Executive Committee shall not be under any duty or responsibility in respect of any contract, act or transaction except those which have been submitted to and authorized or approved by the Executive Committee.

### **3.13 Ex-Officio Members**

Members of the ONG who are members of the Executive Council of CWA/SCA Canada and the immediate past President of ONG shall be ex-officio members of the Executive Committee. Ex-Officio members shall be non-voting. The members of the Executive Committee may appoint other Ex-Officio members from time to time.

### **3.14 Retiree Member**

The retiree chapter representative shall have the right to speak and vote at executive meetings, but shall not have the right to hold a table officer's position or to be elected as a delegate to CWA Convention, TNG Sector Conference or CWA/SCA Canada Representative Council meetings.

### **3.15 Others Present**

The Executive Committee may invite anyone to attend and to speak at meetings of the Executive Committee. Such persons shall not be entitled to vote. They may be entitled to receive notice of meetings the same as any member of the Executive Committee, and they may be entitled to send a delegate to attend meetings.

### **3.16 Powers**

The Executive Committee of the ONG may administer the affairs of the ONG in all things, and make or cause to be made for the ONG, in its name, any kind of contract which the ONG may lawfully enter into, delegate its administrative powers to officers, employees and committees and may exercise all such powers and do all such other acts and things as the ONG is by its charter and the Constitution and Bylaws of CWA/SCA Canada and the TNG-CWA and CWA Constitutions or otherwise is authorized to exercise and do. The membership of ONG may direct the Executive Committee in all matters.

## **4. ELECTION OF EXECUTIVE COMMITTEE**

**4.01** Subject to the provisions of the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA, members of the Executive Committee, other than Ex-Officio Members, shall be elected as provided in 4.02 and 4.03 as applicable.

### **4.02 Election of Officers and Members-at-Large of the Executive Committee**

**.01** Elections for these posts shall be held, by secret ballot in the event of a contest.

**.02** The election is to be conducted under the direction of the Local Elections Committee, which shall consist of three members elected at a general membership meeting.

**.03** Nominations for these posts shall be received by the Local Elections Committee from the floor at a general membership meeting. Persons employed by the ONG, CWA/SCA Canada, TNG-CWA and CWA, or directly related to employees of the ONG, CWA/SCA Canada, TNG-CWA and CWA, shall not be eligible for nomination, nor may they nominate others.

**.04** In an election year, notification of the annual general membership meeting shall state that the Local Elections Committee will be elected and that nominations for Officers and Members-at-Large will take place.

**.05** The Local Elections Committee shall confirm that the nominees will stand, and in the event of a contest set the rules for campaigning.

**.06** If there is only one person nominated for any post, the Local Elections Committee shall declare the candidate elected without a vote.

**.07** If there are no candidates for a particular post, the Local Elections Committee will, within two weeks of the nominating meeting, call for nominations in writing for the posts in question. The call for nominations in writing shall be given by bulletins or prominently placed signs. Nominations in writing shall include the signatures of the nominator, seconder, and nominee, signifying their willingness to stand for election, and shall be due within two weeks of the call for written nominations. If there are still no nominations, the Local Elections Committee shall inform the membership in the notice of elections or notice of the next general membership meeting, that nominations for the post shall be received from the floor at the next general membership meeting, and if necessary, voting in person by secret ballot will take place at the same meeting, unless the membership directs that a referendum be conducted.

**.08** If there are two or more candidates for any post, the Local Elections Committee shall call for elections to be held prior to the end of the term of office for the current Executive Committee. Notice of the time and place of elections and the candidates for election shall be given by mail to each eligible voter. The voters list shall be the roster of members in good standing at the time of the election. Elections shall be by secret ballot at a designated polling place or places or by mail or by electronic voting or a combination of these processes. The Local Elections Committee may also use mailed ballots to poll the members of units in which polling on election day is impractical, or to accommodate members who are posted or on assignment outside the City of Ottawa on election day and whose posting or assignment is known sufficiently in advance to do so. In no instance will proxy votes be permitted.

#### **4.03 Election of Unit Officers**

**.01** Members of a unit shall elect a unit leader every three years, at a meeting held prior to the end of the term of office of the current Executive Committee and no earlier than the day of the annual membership meeting in that year.

There shall be no need of a Citizen/Sun Unit Leader unless none of the other table officers are from the Citizen/Sun Unit.

**.02** At least 15 days notice of election of unit officers must be given to unit members by mail, email, bulletin, or prominently placed signs.

**.03** The Local Secretary-Treasurer shall be responsible for the conduct of unit elections. However, any appeals shall rest with the Executive Committee as a whole.

**.04** In the event of a vacancy resulting in an election of unit officers between the final general membership meeting of each fiscal year and the annual general membership meeting, the officer elected to fill the vacancy shall be deemed to have been elected to the post for the subsequent term of office of the Executive Committee as well, unless a petition for an election for such term is forthcoming from the members of the unit to the Executive Committee. Such request must be signed by at least a number of members of the unit equal to the next whole number greater than two-fifths of the total membership of the unit and received by the Executive Committee no later than the first regular meeting of the Committee after the annual general membership meeting.

#### **4.04 Election of Department Officers**

Any member of a department not otherwise represented on the Executive Committee may petition the Secretary-Treasurer to conduct elections for department leader. The department leader will be deemed a member of the Executive Committee.

**.01** At least 15 days notice of election of department officers must be given to department members by mail, email, bulletin, or prominently placed signs.

**.02** The Local Secretary-Treasurer shall be responsible for the conduct of department elections. However, any appeals shall rest with the Executive Committee as a whole.

**.03** In the event of a vacancy resulting in an election of department officers between the final general membership meeting of each fiscal year and the annual general membership meeting, the officer elected to fill the vacancy shall be deemed to have been elected to the post for the subsequent term of office of the Executive Committee as well, unless a petition for an election for such term is forthcoming from the members of the unit to the Executive Committee. Such request must be signed by at least a number of members of the unit equal to the next whole number greater than two-fifths of the total membership of the unit and received by the Executive Committee no later than the first regular meeting of the Committee after the annual general membership meeting.

#### **4.05 Election of Delegates**

The Executive Committee shall determine the delegates and alternates to all bodies which ONG is affiliated with, except that the delegates and alternates to the CWA/SCA Canada National Representative Council, the TNG Sector Conference and the CWA Convention shall be elected by the membership. The number of delegates, alternates and observers to the TNG Sector Conference and the CWA Convention shall be determined by the Executive Committee in accordance with Articles VI, VII and VIII of the TNG-CWA Constitution, and necessary expenses to attend these conferences/ conventions shall be paid by ONG.

**.01** Delegates and alternates to the CWA/SCA Canada National Representative Council, TNG Sector Conference and the CWA Convention shall be elected at a regular general membership meeting. The

election shall be conducted by the Secretary-Treasurer, or another member appointed by the membership, who shall receive nominations from the floor. In the event of a contest, a vote by secret ballot shall be held. Each member present at the meeting shall cast a ballot indicating a single choice by such method as the Secretary-Treasurer, or appointed member, shall determine. The number of candidates to be elected and receiving the highest number of votes shall be declared elected.

**.02** Delegates and alternates to all other bodies ONG is affiliated with shall be elected by the Executive Committee at a regular meeting. The election shall be conducted by the Secretary-Treasurer, who shall receive nominations from the floor. In the event of a contest a vote by secret ballot shall be held. Each member present at the meeting shall cast a ballot indicating a single choice by such method as the Secretary-Treasurer shall determine. The number of candidates to be elected and receiving the highest number of votes shall be declared elected.

## **5. OFFICERS**

### **5.01 Local Officers**

There shall be a President, Vice-President and Secretary-Treasurer and other such officers as the general membership may determine by bylaw from time to time. One person may hold more than one office except the office of President and Vice-President.

### **5.02 President**

The President shall, when present, preside at all meetings of the Executive Committee and members. The President shall supervise the affairs and operations of the ONG and with the Secretary-Treasurer or other officer appointed by the Executive Committee for the purpose sign all bylaws and membership cards and have other powers and duties from time to time prescribed by the Executive Committee incident to this office. The President shall be appointed ex-officio to all ONG committees and bargaining committees.

### **5.03 Vice-President**

During the absence or inability to act of the President, the President's duties or powers to act may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall appoint such shop stewards in addition to unit leaders as they see fit, and shall give general direction to shop stewards in the exercise of their duties and perform the other duties from time to time prescribed by the Executive Committee or incident to this office. As per Article XV, Section 3 of the CWA Constitution, in the case of a vacancy in the office of Local President, the Local Vice-President shall immediately assume all responsibilities of that office until a successor Local President can be duly elected.

### **5.04 Secretary-Treasurer**

The Secretary-Treasurer shall be clerk of the ONG, and shall attend all meetings of the Executive Committee and all general membership meetings to record all facts as minutes of those proceedings in the books kept for that purpose. The Secretary-Treasurer shall give, or cause to be given, all notices required to be given to members and Executive Committee members. The Secretary-Treasurer shall be the custodian of all books, papers, records, correspondence and documents belonging to the ONG which shall be kept at the office of the ONG or other suitable storage premises, and shall perform the other duties from time to time prescribed by the Executive Committee or incident to this office.



The Secretary-Treasurer shall keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of the ONG in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the ONG in the bank or banks from time to time designated by the Executive Committee. The Secretary-Treasurer shall disburse the funds of the ONG under the direction of the Executive Committee, except that no authorization shall be required for routine office expenses and routine transmission of funds to CWA/SCA Canada, TNG-CWA and CWA under terms of the Constitution and Bylaws of CWA/SCA Canada, the Constitutions of TNG-CWA and CWA and the charter of the local, taking proper vouchers for all transactions. The Secretary-Treasurer shall render to the Executive Committee, whenever required, and to the membership at each general membership meeting, an account of all their transactions as Secretary-Treasurer and of the financial position of the ONG. The Secretary-Treasurer shall keep accurate records of the dues standing of all members. The Secretary-Treasurer shall co-operate with the auditors of the ONG during any audit of the accounts of the ONG and perform other duties from time to time prescribed by the Executive Committee.

**5.05** All the Local Officers (President, Vice-President and Secretary-Treasurer) shall be signing officers on Local accounts. The Executive Committee may designate one staff person to also hold signing authority. The Local Officers and any designated staff person shall meet within two weeks of any change in the officers or designated staff person to sign the requisite papers. All persons with signing authority shall be bonded in a sum to be set annually by the Executive Committee. All persons with signing authority shall be bonded in accordance with provisions established by CWA/SCA Canada, TNG-CWA and/or CWA.

## **6. OTHER OFFICERS**

### **6.01 Unit Officers**

**.01** Unit officers shall be responsible for such functions of their unit as do not infringe on the authority of the ONG, CWA/SCA Canada, TNG-CWA or CWA.

**.02** Unit Leaders shall act as chief steward in their unit and shall perform the other duties from time to time prescribed by the Executive Committee or incident to this office.

**.03** Unit Secretary-Treasurers shall keep accurate minutes of all unit meetings and shall perform the other duties from time to time prescribed by the Executive Committee or incident to this office. The Unit Secretary-Treasurer shall be the alternate unit leader.

### **6.02 Department Officers**

**.01** Any member of a department not otherwise represented on the Executive Committee may petition the Secretary-Treasurer to conduct elections for department leader and secretary-treasurer. The Secretary-Treasurer shall set the rules for the election, which shall correspond to those for unit officers, including the right to appeal to the Executive Committee.

**.02** The duties of department officers shall correspond to the duties of unit officers set out in 6.01.

**.03** In the event no department election is held, the department member with the most seniority in the workplace on the Executive Committee shall be deemed to be the department leader.

### **6.03 Shop Stewards**

All shop stewards shall, under the general direction of the Vice-President, receive and investigate grievances, sign up new members, collect dues where no checkoff is in effect, see that the contract is complied with, keep members informed on Guild matters, and shall perform the other duties from time to time prescribed by the Executive Committee or incident to this office.

## **7. MEMBERSHIP**

**7.01** An applicant for membership shall submit their application to the Executive Committee, which shall be responsible for final action on any application, subject to appeal as provided in the Constitutions of the Guild and CWA.

**7.02** Good standing requirements of the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA in respect to dues shall apply equally to initiation fees, reinstatement fees and any local assessments.

**7.03** Each member shall be responsible for informing the ONG Secretary-Treasurer of any change in information supplied to the ONG at the time of application for membership. If a member fails to inform the ONG Secretary-Treasurer, in writing, of any such change, the ONG shall not be in default of any provisions of these bylaws dependent upon such information.

### **7.04 Dues and Assessments**

**.01** Dues for regular members will be paid weekly or monthly in accordance with the checkoff clause in the governing contract and the following formula:

- **1.45 per cent** of one week's regular gross pay weekly.

**.02** Dues for members-at-large shall be one dollar per year for local administration plus the minimums required by the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA, and per capita paid to affiliated labour organizations.

**.03** Dues for all other members shall be the minimums required by the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA.

**.04** Each new member in the ONG shall pay the minimum initiation fee or reinstatement fee required by the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA, or the law, whichever is the greater. The initiation or reinstatement fee is to be taken by the Local from the first dues remitted on behalf of the member by the employer.

**.05** The membership of the ONG may, by a secret ballot at a membership meeting or a referendum vote, increase the rates of dues and initiation fees or levy an assessment. No such vote may be held at a membership meeting unless intent of taking such a vote is included in the notice of the meeting.

### **7.05 Membership Meetings**

The membership may make decisions about any matter and give direction to the Executive Committee about any matter.

**.01** Regular general membership meetings of the ONG shall be held at least three times a year. The annual general membership meeting shall be the first membership meeting of each fiscal year. The specific time and place of each meeting is to be set by the Executive Committee for the purpose of:

- hearing and receiving reports and statements of the Executive Committee, through the President, on its activities since the last general membership meeting,
- and each officer and unit leader shall have available a report on their activities.
- the transaction of any other business properly brought before the meeting without any notice thereof.

**.02** The Secretary-Treasurer shall give no fewer than fifteen days notice of every general membership meeting by mail, email, bulletin or prominent announcement on notice boards likely to come to the attention of all members in advance of every meeting; except that in an emergency the Executive Committee may call a special general membership meeting on 24 hours notice. No motion to reverse or review previous decisions of the Executive Committee shall be acted upon unless it shall have been contained in the notice of the meeting. The Secretary-Treasurer shall include in the meeting notice any such motion presented in writing and signed by five or more members in good standing of the ONG.

**.03** A special general membership meeting shall be called by the Secretary-Treasurer on the instructions of the Executive Committee, or on receipt of a written petition signed by at least 10 per cent of the membership in good standing at the time of the filing of the petition, or on request from a unit or department properly voted at a quorum meeting of the unit or department. The Secretary-Treasurer shall include in the notice of any such meeting the general nature of the business to be transacted, such notice to be given no fewer than fifteen days in advance of the membership meeting by mail, email, bulletin or prominent announcement on notice boards likely to come to the attention of all members in advance of every meeting.

**.04** At any membership meeting, the presence of five per cent of the members in good standing shall constitute a quorum.

**.05** Unless otherwise required by the bylaws of the ONG or the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA, all questions proposed for consideration at a meeting for the members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes the chairperson presiding at the meeting has a casting vote.

**.06** No member shall be entitled to vote at meetings of members by means of a proxy.

**.07** At all meetings, unless otherwise required by the bylaws of the ONG or the Constitution and Bylaws of CWA/SCA Canada or the Constitutions of TNG-CWA and CWA, every question shall be decided by a show of hands unless a poll is required by the chairperson or requested by any member entitled to vote. Upon a show of hands every member entitled to vote present in person shall have one vote. Whenever a vote by a show of hands is taken upon a question, unless a poll is requested, a declaration by the chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the ONG is conclusive evidence of the fact without proof of number or proportion of votes recorded in favour of or against the motion.

**.08** In the absence of the President, or the Vice-President, the members entitled to vote present at any meeting shall choose another member of the Executive Committee as chairperson, and if no member of

the Executive Committee is present or if all the members of the Executive Committee present decline to act as chairperson, the members present shall choose one of their number to be chairperson.

**.09** If at any meeting a poll is requested on the election of a chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

**.10** Any meeting of members may be adjourned to any time and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

**.11** In the event of an emergency, a general membership meeting may be called on the instructions of a majority of the Executive Committee. The meeting shall be held as soon as possible and the customary notice provision shall be waived. Every attempt is to be made to notify members of the meeting including email, signage, telephone calls, and personal contact. The presence of twenty per cent of the members in good standing shall constitute a quorum.

#### **7.06 Membership Referendum**

**.01** By resolution of either the Executive Committee or of a general membership meeting a referendum vote may be held on any matter.

**.02** The Executive Committee shall resolve to hold a referendum upon receipt of a petition signed by a minimum of one-third of the members in good standing at the time the petition is filed.

**.03** The Executive Committee shall determine the method and procedures for voting. The vote will be either by mail, electronic voting, or at a designated polling place. Any member on assignment outside the City of Ottawa during the poll will be afforded an opportunity to cast a ballot. There shall be a minimum of fifteen days notice of any referendum, such notice to include the question. No ballot shall be given or mailed or emailed to a member not in good standing at the time the resolution to hold the referendum is passed.

### **8. COMMITTEES**

**8.01** There may be such Ad Hoc Committees and for such purposes as the membership or the Executive Committee may determine from time to time by resolution. The existence of such an Ad Hoc Committee shall be terminated automatically upon:

**.01** the delivery of its report;

**.02** the completion of its assigned task; or

**.03** a resolution to that effect of the membership or the Executive Committee by which it was constituted;

whichever first occurs.

**8.02** Except as otherwise provided in the bylaws of the ONG, all committees other than the Executive Committee are subject to the following:

**.01** The chairperson and the members shall be appointed by the Executive Committee from among the members of the ONG for a term of three years, and may be re-appointed for one or more additional terms of up to three years. These appointments may be reviewed annually at the discretion of the Executive Committee.

**.02** The Committee shall meet at least annually, and more frequently at the will of its chairperson or as required by its terms of reference, and as requested by the Executive Committee.

**.03** The Committee shall be responsible to, and report after each meeting to the Executive Committee.

**.04** The Committee may establish its own rules of procedure and may appoint sub-committees.

### **8.03 Standing Committees**

The standing committees shall be Finance, Personnel, Trial Board, Grievance and Communications. The members of the Trial Board shall be appointed as determined by the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA. The Executive Committee shall appoint only Executive Committee members to chair the Finance, Personnel, Grievance and Communications committees. The Executive Committee shall appoint other members of the Finance, Personnel, Grievance, and Communications committees in accordance with Terms of Reference for each of those committees. Terms of Reference for each standing committee shall be reviewed and ratified at least once during each term of office by the Executive Committee.

## **9. UNITS AND DEPARTMENTS**

**9.01** For the purposes of these bylaws a department shall be deemed to be a group within a unit with at least five percent of the unit's membership. Smaller groups of members shall be deemed to be part of the department with whom they share the most interests.

**9.02** Unit and department membership meetings shall be called as often as the unit or department leader deems necessary, or upon receipt of a written petition signed by at least ten per cent of the unit or department membership, or upon order of the Executive Committee. At any unit/department meeting, the presence of five per cent of the members in good standing shall constitute a quorum.

**.01** Unit or department members shall be given at least five days notice of a meeting, except that the ONG President or Secretary-Treasurer, or unit/department leader may call an emergency meeting on 24 hours notice on orders of the Executive Committee.

**.02** At any unit/department meeting the presence of five per cent of the members in good standing shall constitute a quorum.

**.03** Each unit/department shall file promptly after each meeting a copy of the minutes of the meeting with the Local Secretary-Treasurer.

## **10. BARGAINING**

### **10.01 Composition of a Collective Bargaining Committee**

**.01** Negotiators in collective bargaining on behalf of the ONG or any of its units shall be elected by members of the unit concerned.

**.02** Each department shall be entitled to a representative on the bargaining committee. Nominations for the committee should be made by and from the department concerned, but, in the event that no such nomination is made, nominations may be made by any member of the unit for representation of that department.

**.03** A unit meeting to select bargaining committee representatives shall be scheduled. A minimum of five days notice shall be given of such meeting. Voting shall be by secret ballots cast by the members present at the meeting.

**.04** In the event that a unit consists of one department only, that unit shall elect a minimum of two and a maximum of four negotiators, except where joint bargaining with another Guild unit takes place. In the event of such joint bargaining, the single-department unit shall elect the same number of negotiators as each department in the other unit or units involved in the joint bargaining, unless the Executive Committee deems it wise to permit two negotiators to be elected from the single-department unit.

**.05** In the event that no member of a department is willing to accept nomination or a quorum is not available at the unit nominating meeting time and place, the Executive Committee may appoint any member to represent that department.

**.06** The Executive Committee shall appoint a primary spokesperson for the bargaining committee.

**10.02** Any proposal arrived at in negotiations shall be submitted to CWA/SCA Canada for approval and shall be ratified by the Executive Committee of the ONG and the membership concerned before signing.

**10.03** In the event of joint bargaining that includes units of the Guild and/or other unions, the units concerned may enlarge their bargaining committees to include the bargaining committees of all other units or unions involved in the joint bargaining.

## **11. EXECUTION OF DOCUMENTS**

### **11.01 Cheques, Drafts, Notes, Etc.**

All cheques, drafts, notes or orders for payment of money and all notes and acceptances of bills of exchange shall be signed by two of the Officers of the Executive Committee holding valid signing authority, or one Officer of the Executive Committee and an employee of ONG holding valid signing authority.

**11.02** Documents requiring execution by the ONG may be signed by the Local Officers of the Executive Committee and all documents so signed are binding upon the ONG without any further authorization or formality. The Executive Committee may from time to time appoint any officer or any person or persons on behalf of the ONG, either to sign documents generally or to sign specific documents.

### **11.03 Books and Records**

The Executive Committee shall see that all necessary books and records of the ONG required by the bylaws of the ONG or any applicable statute or any article of the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA are regularly and properly kept.

#### **11.04 Publications**

The ONG Executive shall publish news updates after each executive meeting and each general membership meeting and distribute them to members free of charge.

### **12. DEPOSIT OF SECURITIES**

The securities of the ONG shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Executive Committee. Any and all securities so deposited may be withdrawn only upon the written order of the ONG signed by such officer or officers, agent or agents of the ONG, and in such manner, as shall from time to time be determined by resolution of the Executive Committee and such authority may be general or confined to specific instances. The institutions which may be selected as custodians of the ONG shall be fully protected in acting in accordance with the directions of the Executive Committee and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **13. BORROWING BY THE ONG**

**13.01** Subject to the limitations set out in the bylaws or in the charter of the ONG or in the Constitutions of TNG-CWA and CWA, the Executive Committee may,

**.01** borrow money on the credit of the ONG;

**.02** charge, mortgage, hypothecate or pledge all or any of the real or personal property of the ONG, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or any other debt, or any other obligation or liability of the ONG.

Except where the ONG borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

**13.02** From time to time the Executive Committee may authorize any officer or member of the committee or employee of the ONG or any other person to make arrangements with reference to the money so borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Executive Committee may authorize, and generally to manage, transact and settle the borrowing of money by the ONG.

### **14. FINANCIAL YEAR**

The financial year of the ONG shall run from October first to September thirtieth.

### **15. ANNUAL FINANCIAL REVIEW**

At the final general membership meeting of each fiscal year the members shall appoint for a one-year period either an accredited accountant/bookkeeper to conduct an annual financial review or an auditor to audit the accounts of the ONG for the fiscal year.

### **16. NOTICE**

#### **16.01 Computation of Time**

In computing the date when notice must be given under any provision of the bylaws requiring either a specified number of days notice of any meeting or other event, the date of giving notice is, unless otherwise provided, included.

### **16.02 Omissions and Errors**

The accidental omission to give notice of any meeting or any adjourned meeting of the membership, or Executive Committee, or the non-receipt of any notice by any officer, or member, or by the auditor of the ONG or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any officer, member, or auditor of the ONG may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

**16.03** Whenever notice is required, publication in the regular news updates or special meeting notice shall constitute compliance. In determining whether specified time requirements have been met, the date of receipt of copies by members will be used, not the date of publication.

## **17. BYLAWS AND AMENDMENTS, ETC.**

Bylaws of the ONG may be enacted, repealed, amended, altered, added to or re-enacted by a vote at a membership meeting. A minimum of fifteen days notice must be given of such meeting, and such notice must include the proposed bylaw or amendment. Such a meeting may be called by the Executive Committee, and shall be called by the Executive Committee upon direction from a regular membership meeting or upon receipt of a petition signed by a minimum of ten per cent of the members in good standing at the time the petition is presented.

## **18. RULES OF ORDER**

Matters of procedure shall be governed by Bourinot's Rules of Order (Revised Edition) except where these bylaws and the Constitution and Bylaws of CWA/SCA Canada and the Constitutions of TNG-CWA and CWA are specific.

## **19. EFFECTIVE DATE**

**19.01** These bylaws shall come into force without further formality upon their enactment.

**19.02** Upon enactment of these bylaws, all bylaws of ONG previously enacted are hereby rescinded, nullified, and voided.

Enacted, ratified, sanctioned, confirmed and approved by the members of the ONG at a meeting duly called and regularly held in the City of Ottawa and at which a quorum was present on the 9<sup>th</sup> day of March 2019.