

**DRAFT Bylaws of the  
University of Prince Edward Island Faculty Association**

ARTICLE 1	NAME
ARTICLE 2	OBJECTIVES
ARTICLE 3	AFFILIATIONS
ARTICLE 4	MEMBERSHIP
ARTICLE 5	PAYMENT OF DUES
ARTICLE 6	MEMBERSHIP RIGHTS AND RESPONSIBILITIES
ARTICLE 7	SUSPENSION OF MEMBERSHIP
ARTICLE 8	COUNCIL OF REPRESENTATIVES
ARTICLE 9	EXECUTIVE COMMITTEE
ARTICLE 10	DUTIES OF THE EXECUTIVE COMMITTEE
ARTICLE 11	EXECUTIVE OFFICERS
ARTICLE 12	DUTIES OF THE EXECUTIVE OFFICERS
ARTICLE 13	STANDING COMMITTEES
ARTICLE 14	ELECTIONS TO THE EXECUTIVE AND STANDING COMMITTEES
ARTICLE 15	WORKING GROUPS
ARTICLE 16	MEETINGS
ARTICLE 17	SIGNING AUTHORITY
ARTICLE 18	AUTHORITY TO BORROW
ARTICLE 19	COLLECTIVE AGREEMENTS
ARTICLE 20	FISCAL YEAR
ARTICLE 21	GENERAL APPEAL
ARTICLE 22	INDEMNIFICATION
ARTICLE 23	CONFLICT OF INTEREST
ARTICLE 24	REVISION OF THE BYLAWS

**ARTICLE 1 – NAME**

1.1 This organization shall be known as the *University of Prince Edward Island Faculty Association*. Its abbreviated title shall be the *UPEIFA*. Herein, it is referred to as the *UPEIFA* or as the *Association*.

**ARTICLE 2 – OBJECTIVES**

2.1 The objectives of the Association are:

- a) to promote academic freedom and to advance teaching, scholarship, research and service in the University;
- b) to regulate relations between the employer and academic and other staff who are members of any bargaining unit represented by the Association, and to bargain collectively on behalf of such members on all matters pertaining to their terms and conditions of employment;
- c) to provide a common field for mutual exchange of ideas between the Association and the broader University community, as well as the general public;
- d) to promote and support the principles of **equity, diversity, and inclusion**, as well as **Indigenization and Reconciliation** in the broadest sense within the Association and the broader University community; and
- e) to promote the joint interests of the Association and affiliated associations.

**ARTICLE 3 – AFFILIATIONS**

3.1 a) The Association and its Members shall be members of the Canadian Association of University Teachers (CAUT). The Association shall pay membership dues as set by CAUT.

- b) The Association and its Members shall be members of the National Union of the Canadian Association of University Teachers (NUCAUT). The Association shall pay membership dues as set by NUCAUT.
- c) The Association and its Members shall be members of the Prince Edward Island Federation of Labour (PEIFL). The Association shall pay membership dues as set by PEIFL.

3.2 Any changes to affiliations shall be submitted by the Executive to the Membership for a majority vote at a general meeting, in accordance with Article 14.11.

#### **ARTICLE 4 – MEMBERSHIP**

4.1 The term *Member* used herein refers to an individual who is admitted to the Association's membership in accordance with Article 4.3.

4.2 The term *Associate Member* used herein refers to an individual who is admitted to the Association's membership in accordance with Article 4.9.

4.3 Membership in the Association:

- a) shall be granted automatically, subject to Article 4.4 and Article 5, to all members of any bargaining unit represented by the Association, and
- b) shall be granted upon request, subject to Article 4.4 and Article 5, to all individuals listed on a Sessional Roster at the University who otherwise do not qualify for membership under Article 4.3a).

4.4 Membership may continue in the Association until:

- a) the Member's employment with the University is terminated and the individual is no longer a member of any bargaining unit represented by the Association, where membership was in accordance with Article 4.3a); or
- b) the Member is no longer listed on a Sessional Roster at the University, where membership was in accordance with Article 4.3b); or
- c) the Member resigns from the Association in accordance with Article 4.6; or
- d) there is a change in the Member's status which results in her/his ineligibility for membership in the Association; or
- e) such membership is suspended in accordance with Article 5.3; or
- f) such membership is suspended in accordance with Article 7.

4.5 A Member on a recognized unpaid leave of absence from the University is eligible to maintain her/his membership in the Association during the period of leave, subject to Article 4.4, by making a request to the Association that her/his membership continue and by paying the appropriate dues for the period of the leave.

4.6 Any Member may resign from membership in the Association at any time upon written notice to the President of the Association.

4.7 Resignation under Article 4.6 refers strictly to membership in the Association as defined in these Bylaws. In accordance with and subject to the Association's collective agreements and the PEI Labour Act, resignation from the Association does not alter an individual's membership in any bargaining unit to which they may belong or their requirement to pay dues as a result of membership in that bargaining unit.

4.8 Any Member who has voluntarily resigned from the Association in the past may return as a Member of the Association, subject to Article 4.3, Article 4.4 and Article 5, by indicating in writing to the President of the Association her/his wish for reinstatement.

4.9 Upon written request to the President of the Association, former Members of the Association, who are no longer eligible for membership in accordance with Article 4.3, may be granted Associate Member status at the discretion of the Executive Committee, subject to Article 5.

#### **ARTICLE 5 – PAYMENT OF DUES**

5.1 Subject to the Association's collective agreements, membership shall be established by the payment of dues to the Association by those eligible.

5.2 Association dues for Members and Associate Members shall be established by the Members at the Annual General Meeting or at any other duly advertised general meeting of the Association by a majority vote of the membership present at the meeting.

5.3 Failure to pay dues for a period of two months shall result in an automatic suspension of membership.

5.4 Subject to Article 4.3 and Article 4.4, any Member whose membership was suspended for failure to pay dues shall be immediately reinstated upon payment of arrears.

#### **ARTICLE 6 – MEMBERSHIP RIGHTS AND RESPONSIBILITIES**

6.1 All Members of the Association shall have the right to full participation in all governance and other activities of the Association including the right to exercise a vote, the right to seek election and if elected to serve as an Executive Officer of the Association or as a member of the Association's Executive Committee or as a member on any standing committee or in any other elected position of the Association, and the right to receive communications from the Association to its Members.

6.2 Notwithstanding Article 6.1 and as limited by the PEI Labour Act, individuals who are Members of the Association in accordance with Article 4.3b) and who are not members of any bargaining unit represented by the Association shall not have the right to participate in membership discussions in relation to the ratification of a collective agreement or the consideration of strike action or to exercise a vote in regards to these matters. This Article does not restrict the rights of office of such Members elected to the Executive Committee in regards to this body's consideration of these items.

6.3 Associate Members shall have the right to participate in Association events; to attend and be heard at general meetings of the Association; to request to have items placed on the agendas of general meetings of the Association or of meetings of the Executive Committee at the discretion of the **Executive Committee**, and to receive communications from the Association to its Members.

6.4 Associate Members shall not have the right to exercise a vote or to serve as an Executive Officer of the Association, as a member of the Association's Executive Committee, as a member on any other committee of the Association or in any other elected or appointed position of the Association. Additionally, Associate Members shall not have the right to participate in membership discussions in relation to the ratification of a collective agreement or the consideration of strike action or to exercise a vote in regards to these matters.

6.5 Each Member and Associate Member shall carry out their responsibilities, as defined by the applicable collective agreement and these Bylaws, in a manner consistent with the applicable collective agreement; other collective agreements administered by the Association; these Bylaws; and any other policies established by the Association.

#### **ARTICLE 7 – SUSPENSION OF MEMBERSHIP**

7.1 Any Member or Associate Member may have their membership in the Association suspended for cause for failing to carry out their responsibilities as defined in Article 6.5.

7.2 A request for consideration of suspension of membership for cause may be initiated by the Executive Committee or by any fifteen Members of the Association by written notice to the President which identifies the Member in question and provides a detailed explanation of the reason for the suspension request. The President shall appoint an independent Ad hoc Investigatory Committee to consider the request.

7.3 The Ad hoc Investigatory Committee shall follow principles of due process and procedural fairness in carrying out its investigation and shall afford the Member in question an opportunity to be heard prior to determining whether or not a suspension of membership for cause is warranted.

7.4 Should the Ad hoc Investigatory Committee determine that a suspension of membership for cause is warranted, it shall notify the Member in question of its decision and that it will bring a motion for dismissal for cause from membership in the Association to the next general meeting for which notice of motion can be given in accordance with Article 15.1. The Member in question shall be entitled to speak to the issue at the general meeting. Suspension from membership for cause shall be carried out immediately if the motion is supported by two-thirds of the Members present.

7.5 In the case of such suspension, the Member shall forfeit all membership rights described in Article 6.

7.6 In accordance with and subject to the Association's collective agreements and the PEI Labour Act, suspension of Association membership under this Article does not alter an individual's membership in any bargaining unit to which they may belong or their requirement to pay dues as a result of membership in that bargaining unit.

7.7 Upon written request to the President of the Association, an individual who has been suspended under Article 7 may request that they be re-instated as a Member or Associate Member of the Association. The Executive Committee shall consider such a request and may reinstate the Member or Associate Member on such terms as may be considered appropriate pending ratification at the next general meeting of the Association.

## **ARTICLE 8 - COUNCIL OF REPRESENTATIVES**

8.1 The UPEIFA Council of Representatives shall provide policy advice and recommendations to the Executive Committee for the benefit of the Association.

8.2 The Council of Representatives shall meet at least three times per academic year, and shall be comprised of members as follows:

8.2.1 The tenured/probationary and term Members in the UPEIFA Bargaining Unit #1, who are members in good standing of the Faculty Association as defined in Article 4, shall elect members to the Council of Representatives by Faculty in the following ratios:

- Faculties with 1-20 Tenured/probationary and term Faculty Members: One (1)
- Faculties with 21-40 Tenured/probationary and term Faculty Members: Two (2)
- Faculties with 41+ Tenured/probationary and term Faculty Members: Three (3)

For the purposes of this Article, Clinical Nursing Instructors shall be deemed to be Faculty Members.

8.2.2 In the event that a School housed within a Faculty has three or more tenured/probationary or term Faculty Members who are not cross-appointed to another academic unit in the same Faculty, the Faculty Members in that School shall be entitled to elect their own representative(s).

8.2.3 The Sessional Instructors in each Faculty shall elect one (1) Sessional Instructor to the Council of Representatives in the following ratios:

- Faculties with 1-30 Sessional Instructors: One (1)
- Faculties with 31-60 Sessional Instructors: Two (2)
- Faculties with 61-90 Sessional Instructors: Three (3)
- Faculties with 91+ Sessional Instructors: Four (4)

8.2.4 In the event that a School housed within a Faculty has five or more Sessional Instructors, the Sessional Instructors in that School shall be entitled to elect their own representative(s) in the ratios defined by article 8.2.3.

8.2.5 The probationary, permanent, and term Librarians, who are members in good standing of the Faculty Association as defined in Article 4, shall elect one (1) member to the Faculty Association Council of Representatives.

8.2.6 The term and continuous members in the UPEIFA Bargaining Unit #2, who are members in good standing of the Faculty Association as defined in Article 4, shall elect one (1) member to the Faculty Association Council of Representatives.

8.2.7 Where no one is nominated from one of the areas in sections 8.2.1 through 8.2.6, the Executive Committee may nominate an Association member(s) from that area to fill the vacant position(s).

8.2.8 The numbers of members of the Council of Representatives assigned to each area shall be reviewed by the Executive Committee every two years, and shall be adjusted as required, according to ratios described in articles 8.2.2. and 8.2.3, ahead of elections. Notwithstanding the ratios provided in these bylaws, the Executive Committee may adjust the number of Representatives allocated to a group or constituency where they deem it to be necessary.

8.2.9 Ex Officio Members

- a) The President of the Association shall be an ex officio non-voting member of and pre-side at meetings of the Council of Representatives.
- b) Members of the Executive Committee shall be ex officio non-voting members of the Council of Representatives.
- c) The Association co-Chairs of all Joint Committees shall be ex officio non-voting members of the Council of Representatives.

8.2.10 Any member of the Association who is a member of the Executive of the Canadian Association of University Teachers or an Executive member of one of the organizations to which the Association is affiliated shall be an ex officio member of the Council of Representatives so long as that person shall hold such position.

8.2.11 Alternate Representation

In the event that an elected representative on the Council of Representatives cannot attend a meeting, they may select a designate from the same area to attend and vote in their place.

8.2.12 Terms

Representatives elected to the Council of Representatives shall serve for a term of one (1) year, from July 1 to June 30, and may be re-elected.

### 8.2.13 Elections and Voting

- a) The Nominating Officer shall send out a call for nominations to all eligible Association members normally no later than May 1 each year.
- b) The nominations process shall proceed in accordance with article 14.10.
- c) Where there are more nominations than available positions, a vote by secret ballot shall be held.

## ARTICLE 9 – EXECUTIVE COMMITTEE

9 There shall be an Executive Committee of the Association consisting of the following:

- a) the President;
- b) the President-Elect, in the second year of the President's term;
- c) the Treasurer;
- d) the immediate Past-President, in the first year of the President's term;
- e) 7 Members at Large;
- f) the Chief Grievance Officer, as an ex officio non-voting member
- g) the Executive Director, as an ex officio non-voting member

9.1 The President-Elect, the Treasurer, and the Members-at-Large must be elected by the membership and hold office in accordance with the terms and conditions contained herein.

9.2 The membership of the Executive Committee must include at least one member from each of the following constituencies, in any position:

- a) UPEIFA Bargaining Unit #2
- b) Academic Librarians
- c) Clinical Nursing Instructors
- d) Contract Academic Staff

In the event that no individual from the above constituencies is willing to be nominated, any other eligible FA member may be nominated instead.

## ARTICLE 10 – DUTIES OF THE EXECUTIVE COMMITTEE

10.1 The Executive Committee shall:

- a) manage the affairs of the Association on behalf of the membership, including, but not limited to, the management of any Association rights provided by its collective agreements or by the PEI Labour Act, the management of the collective bargaining process and the management of the grievance and arbitration processes as defined by its collective agreements;
- b) carry into effect all resolutions of the Association which are consistent with the Association's obligations under provincial and federal statutes, its collective agreements and its bylaws;
- c) at its discretion, appoint individual Members to positions within the Association, positions on joint Employer/Association committees and positions on other University committees as may be established from time to time, including, but not limited to: Chief Grievance Officer; Grievance Officer(s); Lead Negotiator(s); members of the Negotiating Team(s); the Speaker; the CAUT Council Delegate; CAUT Defense Fund Director; the NUCAUT Delegate; the PEI Federation of Labour Representative; the Joint Occupational Health and Safety Committee Representative; the Joint Equity Committee Representatives; the members of the various University Health and Safety Committees; the members of the Employer/Association Joint Committees; the Joint Benefits Management and Advisory Committees; and the Board Pension Advisory Committee;
- d) oversee the Association's financial matters;
- e) oversee the work of all standing and ad hoc committees;
- f) appoint all designates serving in lieu of members of the Executive Committee;
- g) oversee the work of grievance officers and negotiating teams;

- h) create ad hoc committees as required from time to time in furtherance of the objectives of the Association and appoint all members and chairs of such committees;
- i) appoint the chairs/co-chairs of all standing committees;
- j) fill vacancies on standing and ad hoc committees that may arise;
- k) designate spokespersons for the Association;
- l) be responsible for all personnel matters related to Association employees.

10.2 Each member of the Executive Committee shall make every effort to attend all meetings of the Executive Committee.

10.3 All members of the Executive Committee shall represent and promote the objectives and interests of the Association.

#### **ARTICLE 11 – EXECUTIVE OFFICERS**

11.1 There shall be three Executive Officers of the Association consisting of the President, the Past-President or President Elect (in alternating years), and the Treasurer.

#### **ARTICLE 12 – DUTIES OF THE EXECUTIVE OFFICERS**

12.1 The President shall:

- a) oversee the general management of the affairs of the Association;
- b) working in collaboration with the Executive Director, ensure that all policies of the Association and the Executive Committee are implemented;
- c) working in collaboration with the Executive Director, ensure that responsibilities imposed by the Association's collective agreements and the PEI Labour Act and other applicable legislation are followed;
- d) call general meetings of the Association membership;
- e) call and chair meetings of the Executive Committee, subject to Article 15.2.1;
- f) working in collaboration with the Executive Director, set the agendas for meetings of the Association and the Executive Committee;
- g) be a signing officer for all matters of the Association;
- h) perform such other duties as may be assigned from time to time by the Executive Committee;
- i) represent the Association as a member of Senate; and
- j) attend all CAUT council meetings.

12.2 The President-Elect or Past President, in alternating years, shall:

- a) assume the duties of the President when the President is absent or if the position becomes vacant;
- b) be a signing officer for the Association on all cheques and for all other Association matters in the President's absence; and
- c) perform such other duties as may be assigned from time to time by the President or the Executive Committee.

12.3 The Treasurer shall:

- a) be responsible for the care and custody of the funds and assets of the Association according to the usual practice;
- b) keep accurate records of all monies received and disbursed by the Association and maintain financial statements for review by the membership;
- c) in consultation with the Finance Committee develop an annual budget and membership dues schedule for the approval of the Executive Committee and the membership;
- d) present an account of the Association's finances at the Annual General Meeting and to the Executive Committee as requested by the President;
- e) be a signing officer for the Association on all cheques and other financial documents as may be required from time to time in furtherance of the objectives of the Association; and

- f) oversee payroll and benefits of employees of the Association;
- g) perform such other duties as may be assigned from time to time by the President or the Executive Committee.
- h) be chair (or co-chair) of the Finance Committee

#### 12.4 The Executive Director

12.4.1 The Executive Director shall be under the direction of the Executive Committee. The duties, remuneration, and terms of appointment shall be agreed upon by the Executive Committee of the Association and the Executive Director, subject to the budgetary approval of the membership. The roles and responsibilities arrived at through this process can be revised by mutual agreement of the Executive Committee and the Executive Director.

#### 12.4.2 The Executive Director shall be:

- a) an ex-officio member of the Association;
- b) a non-voting member of the Executive Committee, and the Council of Representatives;
- c) a policy adviser to the President and the Executive Committee;
- d) a member of the Negotiating Team;
- e) as Managing Grievance Officer for the Association, the supervisor of grievance and arbitration procedures;
- f) involved in providing advice, support, and expertise in external relations, lobbying activities with government and other agencies.

12.4.3 The Executive Director's duties and responsibilities, once agreed to by the Executive Committee and the Executive Director, shall be written down in the form of a job description.

### ARTICLE 13 – STANDING COMMITTEES

13.1 There shall be **nine** standing committees of the Association consisting of the:

- a) Nominating Committee;
- b) Awards and Scholarships Committee;
- c) **Internal** Communications Committee;
- d) Equity Committee;
- e) Research and Advocacy Committee;
- f) Finance Committee;
- g) Membership Engagement Committee;
- h) Grievance Committee;
- i) Contract Academic Staff Committee

13.2 Standing committees may only be established or abolished by a two-thirds majority vote of the membership at a general meeting of the Association following notice of motion in accordance with Article 16.1.14.

13.3 In addition to the terms and conditions contained herein, each standing committee, with the exception of the Nominating Committee, shall operate under a Terms of Reference approved by the Executive Committee.

13.4 Within their mandates, the standing committees, with the exception of the Nominating Committee, shall work to facilitate the achievement of the Association's objectives as directed by, and in consultation with, **the relevant Executive Committee Chair** and shall provide advice and recommendations to the Executive Committee in respect to their mandate and role.

13.5 The Chair of each standing committee shall report to the membership on activities of the committee at least annually at an appropriate general meeting of the Association and to the Executive Committee as requested by the Executive Committee.

13.6 With the exception of the Nominating Committee, the recommendations and actions of all standing committees shall be subject to the approval of the Executive Committee.

13.7 Each member of a standing committee shall make every effort to attend all meetings of the standing committee.

13.8 The Nominating Committee shall:

- a) be comprised of one (1) member elected by the membership at the Annual General Meeting, who shall be the Nominating Officer; and the Executive Director (ex officio). The Nominating Officer shall not be a member of the Executive Committee, or be a nominee for any position in the election(s) for which they are serving;
- b) solicit nominations from the membership for positions on the Executive Committee and standing committees and for other positions as required;
- c) make every effort to ensure that there are at least sufficient nominees to fill all vacancies for all positions up for election;
- d) prepare a slate of nominees for positions on the Executive Committee and standing committees and for other positions as required for election at the Association's Annual General Meeting;
- e) conduct all elections for positions on the Executive Committee and standing committees and for other positions as required in accordance with the provisions contained herein;
- f) when necessary, provide recommendations of Members to the Executive Committee to fill any vacancies that may arise on standing committees;
- g) at the request of the Executive Committee, provide recommendations of Members to serve on ad hoc committees;
- h) make every effort to ensure that the Executive Committee and all standing committees of the Association reflect the diversity of the Association's membership in so far as possible in respect to employment category, discipline and recognized equity groups;

13.9 The Awards and Scholarships Committee shall:

- a) Working with the Association's staff, oversee student scholarships and awards for Association Members, and organize or oversee related activities and events;
- b) regularly provide reports to the Executive Committee;
- c) be chaired by a Member, or co-chaired by two Members, elected annually by the members.

13.10 The Internal Communications Committee shall:

- a) develop, coordinate and implement a communication plan for the Association's various constituent groups; be responsible for maintaining the Association's website and be responsible for publishing the Association's Bulletin; and
- b) be chaired by a member of the Executive Committee appointed annually by the Executive Committee.

13.11 The Equity Committee shall:

- a) promote and advocate for equity in its broadest sense through research and education, and work to advance equity issues in University and Association policies, practices and activities;
- b) regularly provide reports to the Executive Committee; and
- c) be chaired by a member of the Executive Committee, or be co-chaired by a member of the Executive Committee and a Member, appointed annually by the Executive Committee. The Executive Committee Chair of the Equity Committee shall be the Association's co-Chair of the Joint Equity Committee.

13.12 The Research and Advocacy Committee shall:

- a) collect and maintain a database of information relevant to issues of interest to the Association; prepare commentary on such issues for the information of Association Members or for advocacy efforts undertaken by the Association; and provide background information on issues as required from time to time by the Executive Committee or other Association committees, and
- b) be chaired by a member of the Executive Committee, or be co-chaired by a member of the Executive Committee and a Member, appointed annually by the Executive Committee.

13.13 The Member Engagement Committee shall:

- a) organize and promote a calendar of campaigns and social events with the objective of encouraging member engagement and a sense of community among Association Members, and
- b) be chaired by a member of the Executive Committee, or be co-chaired by a member of the Executive Committee and a Member, appointed annually by the Executive Committee.

13.14 The Finance Committee shall:

- a) oversee the financial affairs of the Association including the development of a budget, review the financial transactions of the Association at least quarterly, advise the Treasurer on investments, and review the performance of the investment portfolio at least twice a year.
- b) be chaired by the Treasurer, or be co-chaired by the Treasurer and a Member, appointed annually by the Executive Committee.

13.15 the Grievance Committee shall:

- a) make recommendations to the Association relating to grievances and grievance handling, including but not limited to the appointment of additional grievance officers, and trends in grievances and Employer handling of grievances.
- b) be comprised of all Grievance Officers appointed by the Executive Committee; and
- c) be co-chaired by the Chief Grievance Officer and the Executive Director.

13.16 The Contract Academic Staff Committee shall:

- a) make recommendations to the Association with respect to issues affecting contract academic staff; and
- b) be chaired by a member of the Executive Committee, or be co-chaired by a member of the Executive Committee and a Member, appointed annually by the Executive Committee.

## **ARTICLE 14 – ELECTIONS TO THE EXECUTIVE AND STANDING COMMITTEES**

14.1 All positions on the Executive Committee, with the exception of the Past President and President, shall be elected by the Members present at the Annual General Meeting from a slate of nominees presented by the Nominating Officer.

14.2 Excluding the Nominating Officer, all positions on standing committees, with the exception of their Chairs/Co-chairs, shall be elected by the Members present at the Annual General Meeting from a slate of nominees presented by the Nominating Officer.

14.3 The term for each elected position shall commence on June 1.

14.4 All members of the Executive Committee and standing committees and individuals in other positions as required must be Members of the Association in accordance with Article 4 for the entire term of their offices.

14.5 Executive Officers shall serve for the following terms:

Past President: one year (in alternation with the President-Elect)

President-Elect: one year (in alternation with the Past President)

President: two years

Treasurer: two years

The Treasurer is eligible for re-election.

14.6 The **President-Elect** must have previously served at least one year on the Executive Committee within the previous **seven (7)** years.

14.7 Members-at-Large shall be elected for two-year terms and are eligible for re-election. Their elections shall be staggered so that only half are elected each year.

14.8 Members of standing committees shall be elected for two-year terms and are eligible for re-election. Their elections shall be staggered so that normally no more than one-half of the committee membership is replaced each year.

14.9 The **Nominating Officer** cannot be nominated for any elected positions of the Association.

14.10 Nominations

14.10.1 At least six weeks prior to the Annual General Meeting, the **Nominating Officer** shall issue an initial call for nominations to the Association's membership which identifies the vacant positions to be filled on the Executive Committee and the standing committees and other vacant positions to be filled as required.

14.10.2 Nominations for the identified positions must be received by the **Nominating Officer** at least four weeks prior to the Annual General Meeting.

14.10.3 All nominations must be made in writing by a Member and must be accompanied by confirmation from the Nominee that they are willing to serve in the position. A Member may self-nominate for a position.

14.10.4 At least three weeks prior to the Annual General Meeting, the Nominating Officer shall send a notice to all Members indicating all nominations received for each vacant position. The following information for each Nominee shall be included: full name, department/faculty, bargaining unit number, and appointment type (Faculty Member, Librarian, Sessional Instructor, Clinical Nursing Instructor, Clinical Veterinary Professional).

14.10.5 If after the initial call for nominations there remain positions for which no nominations have been received, a second call for nominations for only these positions shall be issued by the Nominating Committee with the notice, referred to in Article 14.10.4, to all Members. Nominations in response to this second call must be received by the Chair of the Nominating Committee at least two weeks prior to the Annual General Meeting.

14.10.6 At least one week prior to the Annual General Meeting, the Nominating Committee shall send notice to all Members indicating the final slate of Nominees for all vacant positions. The following information for each Nominee shall be included: full name, department/faculty, bargaining unit number, and appointment type (Faculty Member, Librarian, Sessional Instructor, Clinical Nursing Instructor, Clinical Veterinary Professional).

14.10.7 No further nominations will be accepted once this final slate is distributed.

14.10.8 All nominations will be communicated to the membership before ballots are distributed to the membership.

#### 14.11 Voting

14.11.1 The Nominating Officer, working with the Association's staff, shall present the slate of nominees for election at the Annual General Meeting and shall oversee all elections.

14.11.2 Where more nominees are listed for a position than the number of vacancies available for that particular position, secret ballot voting to fill those vacancies will take place at the Annual General Meeting by the Members present. Otherwise, the listed nominee(s) shall be declared elected by acclamation.

14.11.3 For each election for a position, Members may vote on a single ballot for as many nominees as there are vacancies to be filled for that particular position.

14.11.4 Ballots with fewer votes than the number of vacancies to be filled for a particular position are valid.

14.11.5 The Nominee(s) who receive(s) the most votes shall be declared the winner(s).

14.11.6 The election of positions shall be carried out in the following order: President; President-Elect, Treasurer; Committee Chairs; Members-at-Large; members of standing committees; and other positions as required. Any unsuccessful nominees for any positions may allow their names to stand for election for any of the next positions being elected.

14.11.7 In the event of a tie, a ballot involving only those nominees who are tied shall be held at the same meeting.

#### 14.12 Vacancies

14.12.1 If the offices of the President or President-Elect of the Association become vacant at any time, a by-election shall be held by secret ballot to fill the office of the President or President-Elect for the remainder of the term. Any candidate for the position of President must have previously served on the Executive Committee for at least one year within the last seven (7) years.

14.12.2 If any other elected position of the Executive Committee becomes vacant at any time, a by-election by secret ballot will be held. Where necessary, the Nominating Officer may make reasonable adjustments to the time-lines established under Article 14.10 to facilitate this election.

14.12.3 If the office of the Past-President becomes vacant at any time, the Executive Committee shall appoint a member of the Executive Committee to the position for the remainder of the term. In the event that the Past-President position is known to be vacant before the Annual General Meeting, an additional Member-at-Large shall be elected to a one-year term at the Annual General Meeting in accordance with Article 14.10. That Member-at-Large shall fulfil the responsibilities of the Past President.

14.12.4 If any elected position on a standing committee becomes vacant at any time, the Executive Committee shall make every effort to appoint Members to the standing committee, with recommendation from the Nominating Officer, as required to ensure that its minimum membership is met.

14.12.5 If any other elected position of the Association becomes vacant at any time, the Executive Committee shall make every effort to appoint a Member to fill the position for the remainder of the term, with recommendation from the Nominating Officer.

#### 14.13 Removal from Office

14.13.1 Any Member elected to the Executive Committee, to a standing committee or to any other Association position may be removed from office for cause for failing to carry out their responsibilities as defined in these Bylaws.

14.13.2 A request for consideration of removal from elected office for cause may be initiated by the Executive Committee or by any fifteen Members of the Association by written notice to the President (or to the **Executive Director** where the request for consideration of removal from elected office for cause pertains to the President), which identifies the elected Member in question and provides a detailed explanation of the reason for the removal request. The President, or **Nominating Officer** as appropriate, **working with the Executive Director**, shall appoint an independent Ad hoc Investigatory Committee to consider the request.

14.13.3 The Ad hoc Investigatory Committee shall follow principles of **due process and procedural fairness** in carrying out its investigation and shall afford the elected Member in question an opportunity to be heard prior to determining whether or not removal from elected office for cause is warranted.

14.13.4 Should the Ad hoc Investigatory Committee determine that removal from elected office for cause is warranted, it shall notify the elected Member in question of its decision and that it will bring a motion for removal from elected office for cause to the next general meeting for which notice of motion can be given in accordance with Article 16.1. The elected Member in question shall be entitled to speak to the issue at the general meeting. Removal from elected office for cause shall be carried out immediately if the motion is supported by two-thirds of the Members present.

#### **ARTICLE 15 – WORKING GROUPS**

15.1 The Executive Committee may create **working groups** of limited duration as required from time to time in furtherance of the objectives of the Association, and shall appoint all members and chairs of such committees.

#### **ARTICLE 16 – MEETINGS**

##### 16.1 Membership Meetings

16.1.1 General meetings of the Association's membership, which include the Annual General Meeting, shall be held at the call of the **Executive Committee**.

16.1. At minimum, a general meeting shall be held in the Fall semester and the Annual General Meeting shall **normally** be held in April.

16.1.3 With the exception of general meetings called pursuant to Articles 14.12.2 and 16.1.5, the date of any general meeting, including the Annual General Meeting, shall be announced to the membership at least six weeks prior to the meeting date.

16.1.4 In exceptional circumstances, as determined by the **Executive Committee**, the time lines for general meetings defined in Article 15.1 may be shortened as necessary.

16.1.5 Within one week of the receipt of a written request for a general meeting signed by at least fifteen Members, the **Executive Committee** shall set the date for such a meeting to address the issue identified by the Members.

16.1.6 General meetings must be chaired by a Speaker appointed by the Executive Committee. The Speaker must be a Member of the Association in accordance with Article 4 and must not be a member of the Executive Committee.

16.1.7 In all matters, except for elections, the Speaker shall not have a vote except in the case of a tie and then the Speaker shall cast the deciding vote. In the case of elections, the Speaker shall have a vote.

16.1.8 In all matters, except for elections, votes shall be cast by a show of hands unless a secret ballot is requested by a majority of the Members present.

16.1.9 A quorum at all general meetings of the Association shall be 50 Members.

16.1.10 If at a duly advertised meeting there is no quorum present, no business shall be carried out at that meeting and the Executive Committee shall call a new meeting for the next available date to carry out the intended business.

16.1.11 If the Speaker confirms that a quorum is present for a general meeting, it is presumed to exist for the remainder of the meeting. At any time during the meeting, if the presence of the quorum is challenged by a Member, the Speaker shall confirm whether or not a quorum is still present. If it is not present, no further business shall be carried out.

16.1.12 General meetings shall be run in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*.

16.1.13 Any motions, which are not motions to revise the Bylaws, submitted to the President or the Executive Committee in writing with full description and details no later than fifteen working days prior to a general meeting, shall be distributed to the Members of the Association, in accordance with Article 16.1.14, for consideration at that meeting.

16.1.14 The agenda, including all motions for consideration, for general meetings shall be distributed to the membership at least five working days prior to the meeting date.

16.1.15 Articles 16.1.14 and 16.1.15 are not intended to restrict the Speaker's discretion to consider motions at a general meeting which might arise from the business of that meeting's agenda. Such motions shall not arise from items added to the agenda at the meeting.

## 16.2 Executive Committee Meetings

16.2.2 Executive Committee meetings shall be held at the call of the President at least twelve times per year.

16.2.3 A quorum at an Executive Committee meeting is six voting members.

16.2.4 Executive Committee meetings shall be chaired by the President or their designate.

16.2.5 In the case of a tie vote, a motion shall be held to fail and the status quo shall prevail.

## ARTICLE 17 – SIGNING AUTHORITY

17.1 The President shall have signing authority over all matters of the Association. In the President's absence the Executive Committee shall designate an alternate.

17.2 The President-Elect shall have signing authority over all matters of the Association.

17.3 The Treasurer shall have signing authority over all financial matters of the Association.

17.4 The signing authority for any cheques issued by the Association shall be any two of the President, President-Elect, Past President, Treasurer, and Executive Director.

#### **ARTICLE 18 - AUTHORITY TO BORROW**

18.1 The Association is authorized to borrow money, incur indebtedness, or obtain credit in order to fulfill its purposes, support its activities, and advance its mission as described in its governing documents.

##### **18.2 Borrowing Limits**

18.2.1 The maximum amount the Association may borrow, including all lines of credit, loans, credit cards and other forms of indebtedness, shall not exceed \$10,000 (ten thousand dollars) without the approval of the Executive Committee.

18.2.2. The Executive Committee shall ensure that any borrowing complies with the Association's financial capacity and long-term sustainability, ensuring that repayment terms are reasonable and in line with the Association's revenue projections.

##### **18.3. Approval Requirements**

18.3.1 All borrowings, loans, or credit agreements must be approved by the Executive Committee before the Association may enter into any borrowing arrangement.

18.3.2 For any borrowing over \$10,000 the approval must be obtained through a formal resolution passed at a duly called meeting of the Executive Committee.

18.3.3 The Executive Committee shall be provided with a detailed report outlining the terms of the borrowing, including the amount, interest rate, repayment schedule, and any collateral offered.

##### **18.4. Collateral and Guarantees**

18.4.1 The Executive Committee may, at its discretion, approve the use of the Association's assets as collateral or a guarantee for any borrowing, provided that such collateral or guarantee is in the best interest of the Association.

18.4.2 The Executive Committee must ensure that any collateral arrangement does not jeopardize the primary mission or assets of the Association.

##### **18.5. Repayment of Borrowings**

18.5.1 Any borrowing entered into by the Association shall have clearly defined repayment terms, including interest rates, repayment schedules, and any other applicable fees.

18.5.2 The Association's fiscal year shall guide the repayment schedules, and all borrowing arrangements shall be structured to ensure repayment does not interfere with the Association's operations or financial obligations.

##### **18.6. Reporting and Disclosure**

18.6.1 The Executive Committee shall be required to report all borrowing activities in the Association's annual financial statements and in any reports presented to members.

#### **ARTICLE 19 – COLLECTIVE AGREEMENTS**

19.1 The Association shall be the bargaining agent for each of its bargaining units regarding salaries, benefits and all terms and conditions of employment.

#### **ARTICLE 20 – FISCAL YEAR**

20.1 The fiscal year of the Association shall be from the first day of March of each calendar year to the last day of February of the following calendar year.

#### **ARTICLE 21 – GENERAL APPEAL**

21.1 Subject to the terms and conditions of these Bylaws, the Association's collective agreements and any other Association policies or resolutions in effect, each Member has the right to appeal to the Executive Committee any decision taken by the Association, or its agents, which directly involves the Member.

21.2 A request for such an appeal shall be made in writing directly to the President or the **Executive Director** within five working days of the Member being advised of the decision.

21.3 The President or the **Executive Director** shall take such a request to the Executive Committee for its consideration and shall provide a response to the Member regarding the Executive Committee's decision on the appeal within twenty working days from the receipt of the request for appeal.

21.4 In the case of appeals related to decisions on member grievance matters, the timeline in Article 19.3 shall be five working days.

21.5 At its discretion, the Executive Committee may invite the Member to speak to the Executive Committee regarding the matter.

21.6 The decision of the Executive Committee is final.

#### **ARTICLE 22 – INDEMNIFICATION**

22.1 All Members working for the Association, whether in elected or appointed positions, shall be indemnified by the Association for all legal costs and claims for damages incurred as a consequence of their actions carried out on behalf of the Association as long as such actions were taken pursuant to the terms and conditions of these Bylaws, the Association's collective agreements and any other Association policies.

#### **ARTICLE 23 – CONFLICT OF INTEREST**

23.1 The Executive Committee, every standing committee, every other committee and every non-committee position constituted by the Association shall operate under the provisions set out in this Article.

23.2 Each committee, all members of each committee and any individual in a non-committee position shall be conscious of and sensitive to the obligation to avoid actual and perceived conflicts of interest and matters that may create a reasonable apprehension of bias.

23.3 No committee member or any individual in a non-committee position shall knowingly participate in any matter affecting their personal position or that of an individual with whom they have or had a marital, spousal, familial, sexual or ongoing significant financial relationship or where a situation of inherent bias or apprehension of bias exists.

23.4 Any committee member who perceives an issue of actual or perceived conflict of interest or a reasonable apprehension of bias, on their own part or on the part of another committee member, shall immediately raise the issue for consideration by the committee. The matter shall be fully discussed and

resolved by the remaining members of the committee who shall direct any committee member considered to be in an actual or perceived conflict of interest, or whose involvement may create a reasonable apprehension of bias, to withdraw from any involvement in the work of the committee related to the subject matter in question.

23.5 Any individual in a non-committee position who perceives an issue of actual or perceived conflict of interest or a reasonable apprehension of bias, on their own part, shall immediately raise the issue with the President or the **Executive Director** for consideration by the Executive Committee. The matter shall be fully discussed and resolved by the Executive Committee who shall direct the individual considered to be in an actual or perceived conflict of interest, or whose involvement may create a reasonable apprehension of bias, to withdraw from any involvement in the work of the non-committee position related to the subject matter in question.

23.6 Any member of the Association who perceives an issue of actual or perceived conflict of interest or a reasonable apprehension of bias on the part of any committee member or any individual in a non-committee position shall immediately raise the issue with the President or the **Executive Director** who shall direct the matter to the **Executive Committee** for determination.

#### **ARTICLE 24 – REVISION OF THE BYLAWS**

24.1 The Association's Bylaws can be revised by a vote of the membership provided that two-thirds of the membership concurs with the proposed revisions.

24.2 Prior to a vote, proposed Bylaw revisions shall be considered at a general meeting of the Association provided that written notice of the revisions and the meeting has been given at least twenty working days prior to the meeting date.

24.3 The vote on proposed Bylaw revisions shall be held by a **secret ballot** within ten working days following the meeting.

24.4 Unless provided otherwise, a revision to these Bylaws shall take effect immediately upon its adoption.

24.5 Consideration for revisions to the Bylaws can be initiated by the Executive Committee or by fifteen Members by submitting their proposed revisions with signatures to the President.

24.6 Upon receipt of such proposed revisions, the President shall ensure that they are placed on the agenda for the next general meeting of the Association for which proper notice can reasonably be given.