

By-laws of University of Calgary Faculty Association

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Amended:	November 6, 1984
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Article 1 – Charter and Purposes

- 1.1 The University of Calgary Faculty Association is an academic staff association continued as a corporation under the Province of Alberta's Post-secondary Learning Act.
- 1.2 The purposes of the Association are as follows:
 - 1.2.1 To do those things required of the Association under the Post-secondary Learning Act.
 - 1.2.2 To undertake all powers, authority, and responsibilities of an official bargaining agent for academic staff.
 - 1.2.3 To represent the collective interests of academic staff within the governance structures of the University of Calgary.
 - 1.2.4 To promote the independence and freedom of teaching, of thought, and of research within the University.
 - 1.2.5 To foster academic community among the members of the Association.
 - 1.2.6 To represent the collective interests of academic staff and raise awareness of issues of concern to academic staff in the broader community.
 - 1.2.7 To promote the joint interests and welfare of academic staff associations through the Canadian Association of University Teachers (CAUT).
 - 1.2.8 To collaborate with other bodies whose interests may be similar, in particular with provincial, national, and international associations of university academic and professional staff.

Article 2 – Membership

- 2.1 The members of the Association are the academic staff members of the university as defined by the Post-secondary Learning Act.
 - 2.1.1 Continuing members are all members of the academic staff as established in the Collective Agreement between the Association and the Board of Governors, except those appointed under Article 23 of the Collective Agreement.
 - 2.1.2 Sessional members are those members of the academic staff appointed in accordance with Article 23 in the Collective Agreement between the Association and the Board of Governors.
- 2.2 Members have the following Rights:
 - 2.2.1 To attend the General Meetings of the Association and to vote on motions and resolutions presented to General Meetings.
 - 2.2.2 To propose or second motions or resolutions presented to General Meetings of the Association.
 - 2.2.3 To nominate for election to the Board of Directors.
 - 2.2.4 To hold elected or appointed office on the Board of Directors.
 - 2.2.5 To receive the regular communications of the Association.
 - 2.2.6 To vote on the ratification of any Collective Agreement concluded between the Association and the Board of Governors of the University and any amendments and schedules thereto. Where a negotiated agreement is applicable only to a specific class or set of members of the Association, only those members covered by the agreement are eligible to vote on its ratification.
 - 2.2.7 To receive such benefits and discounts as may be arranged by the Association on behalf of members.
 - 2.2.8 To enjoy such other rights as may be conferred by these by-laws or by amendments to the by-laws properly enacted.
- 2.3 Waiver of the Rights of Membership:
 - 2.3.1 An academic staff member who does not wish to actively participate in the affairs of the Association, for reasons of conscience or religious belief, may sign a declaration affirming that the member has such objections to participation. Such a declaration shall also include statements that the member voluntarily waives the rights of membership (save for those rights guaranteed by the Post-secondary Learning Act), and that the member agrees to hold the Association, the members of the Board of Directors, and the employees of the Association free from harm with respect to any act of the Association, the members of the Board of Directors, or the employees of the Association taken in accordance with these By-laws. A declaration

under this provision must be made in writing within ninety days of becoming an academic staff member and reconfirmed by the member in writing each year between June 15 and 30 in order to remain in force following June 30.

- 2.3.2 The dues of a member who signs a declaration under 2.3.1 shall be retained by the Association in a trust fund established for the purpose and annually remitted by the Association to the University Scholarship Fund on behalf of the member.
 - 2.3.3 In the event that a declaration is not reconfirmed, as specified in Section 2.3.1, the member shall be deemed to be an active member.
 - 2.3.4 A member who wishes to revoke a declaration made under 2.3.1 may do so by signing a further written declaration to that effect and by returning it to the offices of the Association.
 - 2.3.5 Notwithstanding a member's having waived the rights of membership, the Association shall fairly represent the member in the councils of the University, in negotiations between the Association and the Board of Governors of the University and in any such matters as shall affect the employment or academic freedom of the member.
- 2.4 Membership Status while on Leave
- 2.4.1 A member shall retain all rights and privileges while on paid leave, as negotiated by the Association and the University in the Collective Agreement.
 - 2.4.2 While on unpaid leave, as provided for in the Collective Agreement, a member will be deemed to have waived rights of membership as specified in Section 2.2.
- 2.5 Membership Dues
- 2.5.1 Membership dues may be changed from time to time on a resolution presented by the Board of Directors to the membership. Voting on the resolution shall be by mail ballot in accordance with the procedure established in Articles 4.6 and 4.7.
 - 2.5.2 Members shall pay the dues of the Association by means of deductions from salary, which payments shall begin with the commencement of employment and continue automatically.

Article 3 – Expulsion

- 3.1 No member may be expelled from the Association.

Article 4 – Authority of the Membership: Mail Ballots and General Meetings

- 4.1 The Membership shall be the final authority of the Association.
- 4.2 General Meetings shall be called at the discretion of the Board of Directors, or within two weeks of the receipt, by the President, of the written petition of at least twenty (20) members.
- 4.3 Members shall be given notice of each General Meeting at least one week prior to the meeting, including notice of any motions which will be voted upon, normally by way of an announcement in the Association's newsletter. Any motion considered at a General Meeting which has not been given formal notice will be considered advisory to the Board of Directors.
- 4.4 At any General Meeting 10% of the membership shall constitute a quorum, excluding those who waive the rights of membership under Article 2.3.
- If a meeting fails for lack of quorum, items of business on the agenda will be referred to the Board of Directors who may choose to conduct a mail ballot for their resolution, or take other appropriate actions. A mail ballot to resolve items resulting from a failed General Meeting shall be conducted in accordance with the provisions of Article 4.6 and 4.7 of the By-laws.
- 4.5 At General Meetings, votes will be conducted by a show of hands. A simple majority (50% of those voting plus one) shall carry any motion, except as these By-laws shall otherwise provide.
- 4.6 A mail ballot will be used to conduct votes on:
- a) Elections
 - b) Changes to membership dues
 - c) Ratification of Collective Agreements concluded between the Association and the Board of Governors of the University and any amendments and schedules thereto.
 - d) Resolutions to Enact, Amend or Repeal the By-laws of the Association.
 - e) Items which are referred to a mail ballot by a motion of the Board of Directors.
- All questions submitted to the members by means of a mail ballot shall be decided by a simple majority of those members voting, except for elections which shall be decided by plurality pursuant to Article 7.7, and By-law amendments which shall be decided pursuant to Article 15.2.
- 4.7 In the conduct of mail ballots, a minimum of two weeks must be allowed between the distribution of ballots and the deadline for receipt of returned ballots. Mail ballots must be printed in such a way as to preclude unauthorized reproduction of ballots, and the election process must guarantee the secrecy of the ballot.
- 4.8 A mail ballot for purposes other than elections shall be administered by the

Elections Committee, consistent with their authority as established in Article 7.5. Rules for mail ballots for purposes other than elections shall be as prescribed in Article 7.7, *mutatis mutandis*.

Article 5 – Officers

- 5.1 The Officers of the Association shall be the President and Chair of the Board, the Vice-President and Treasurer, and such other officers as the Board of Directors shall establish.
- 5.2 Officers, other than the President and Chair of the Board, shall be elected by the Board of Directors normally at a Joint Board Meeting. Members of both the outgoing and incoming Board of Directors shall be entitled to vote. Should the Board of Directors be unable to find a suitable candidate from among their membership for any Officer position, the Board may, by a two-thirds vote, designate any member of the Association to such office. This individual shall serve as an additional member of the Board of Directors during their tenure as an Association Officer.
- 5.3 The election or confirmation of the President and Chair of the Board shall be conducted by mail ballot, pursuant to Article 7, at the same time as the regular elections.
- 5.4 Officers shall take office on July 1, normally for a term of two years. The terms of the Officers shall be staggered, so that approximately half of the Officers' terms expire each June 30. Notwithstanding the foregoing, the term of the Association President & Chair of the Board will be two years in the first instance, except when Article 7.7.6 applies, and one year for each consecutive re-election or re-confirmation, commencing July 1.
- 5.5 If a vacancy in the President and Chair of the Board position occurs during the year, the Board of Directors shall appoint any member of the Association as President and Chair of the Board until the June 30 following. Should there be a need in any other officer position during the year, the Board of Directors may elect an individual from among its membership, or from among the Association membership in accordance with Article 5.2, to serve until the June 30 following.
- 5.6 The Board of Directors may, by a majority vote of its full membership, re-call any officer, except the President & Chair of the Board. The Board may elect another member of the Board to the vacant officer position.
- 5.7 The Board of Directors may, by a two-thirds majority vote of its full membership, expel the President and Chair of the Board from his/her position. In the case of such a motion arising at a meeting of the Board, the Vice-President and Treasurer, or other officer as designated by the Board of Directors shall act as interim Chair of the Board for these proceedings. If the President and Chair of the Board is expelled, the Board of Directors shall immediately elect a President and Chair of the Board, *pro tem*, to serve until the following June 30th. An expelled President

who disagrees with the Board's decision may appeal this action by petitioning for a General Meeting, as per Article 4.2.

- 5.8 In the event that election irregularities occur and a new election is called in accordance with article 7.5.6, the terms of the current Board of Directors shall be extended for a period of four weeks after the date of the new election.

Article 6 – Board of Directors

- 6.1 The Board of Directors shall consist of eighteen (18) voting members, except as Article 5.2, 7.7.1 or 7.7.2 shall require the addition of a member to the Board of Directors. In addition, the Board of Directors shall include non-voting members as outlined in these by-laws.
- 6.1.1 The voting membership of the Board of Directors shall include:
- a) fifteen (15) members elected by all members of the Association,
 - b) the President & Chair of the Board, elected by all members of the Association,
 - c) the immediate Past-President ex officio, and
 - d) one (1) member elected by all members of the Association, from among those who have held sessional membership at any time since the previous May 1.
- 6.1.2 If they are not already voting members of the Board of Directors in accordance with 6.1.1 above, the following individuals shall be non-voting members of the Board of Directors:
- a) Any member of the Association elected to the CAUT Executive Committee, and
 - b) The Association's appointee on the UAPP Board of Trustees.
 - c) Acting Grievance Advisors, appointed by the Personnel Committee on the recommendation of the Executive Director, for periods of no greater than one year, renewable.
- 6.1.3 The following individuals shall be non-voting members of the Board of Directors:
- a) The Faculty Association's nominee to the Board of Governors, and
 - b) The Executive Director and Professional Officer(s) of the Association. The membership of these staff members as non-voting members on the Board shall not grant any additional authority or responsibility, save that provided for as professional staff members of the Association.
- 6.1.4 Non-voting members of the Board of Directors shall not be included in the calculation of quorum.

- 6.2 Subject to any by-laws properly enacted or amended or repealed, the Board of Directors shall have the power to manage, operate, and direct the affairs of the Association. The Board of Directors may delegate these powers as they deem appropriate.
- 6.3 The Board of Directors shall have the power to receive such funds as may be voted by the membership in the form of dues or assessments to further the purpose of the Association.
- 6.4 The Board of Directors may, by two-thirds majority vote of the full Board, expel a member of the Board of Directors for inadequate performance of duty. An expelled Board member who disagrees with the Board's decision may appeal this action by petitioning for a general meeting, as per Article 4.2.
- 6.5 Where a member of the Board of Directors is, or will be, absent for two or more consecutive regularly scheduled Board meetings, the Board may appoint a replacement Board member, for a specified period of time, not to exceed the term of office of the Board member being replaced. Notwithstanding the specified period defined by the Board, the replacement's period of appointment expires with the Board member's return to regular attendance.
- 6.6 Service by members on the Board of Directors shall be unpaid, except that approved expenses incurred by the aforesaid in the discharge of their duties as Board of Directors members may be reimbursed at the discretion of the Board of Directors. Notwithstanding the foregoing, sessional members elected or appointed to positions within the Association may be compensated or seconded on a case by case basis, upon decision of the Board of Directors.
- 6.7 Members of the Board of Directors listed in Section 6.1.1a) shall be elected for terms of one, two or three years commencing on July 1. Each year, the terms of office for the upcoming vacancies shall be assigned in such a way as to maintain an orderly rotation of the membership of the Board of Directors, so that approximately one-third of the Board of Directors shall complete their terms of office at the end of each of the subsequent three years.
- 6.8 Sessional members of the Board of Directors elected pursuant to either Section 6.1.1(a) or 6.1.1(d) shall be elected for a one-year term, commencing on July 1.
- 6.9 Should any of the continuing members elected to the Board of Directors cease to be a member of the Association, he or she will be deemed to have resigned their Board position.

Article 7 – Nomination and Election of Members of the Board of Directors and President & Chair of the Board

- 7.1 Annually, the members of the Association shall nominate candidates from their ranks to fill the oncoming vacancies on the Board of Directors. When the President's term of office has been completed, nominations shall also be made for the office of President & Chair of the Board. Nomination to a vacancy on the

Board of Directors is open to any individual who is currently a continuing member of the Association, or has held sessional membership at any time since the previous May 1.

If a candidate for President & Chair of the Board who holds an ongoing term on the Board of Directors is elected, the President & Chair of the Board will then be deemed to have resigned their term of office on the Board and the Board of Directors shall fill the vacancy in accordance with Article 7.6.

- 7.2 The call for nominations shall be made through an announcement in the Association newsletter.
- 7.3 Nominations shall be made in writing, and require the signatures of at least three members of the Association and the consent of the candidate on the nomination slip. No member shall nominate more than two candidates. The deadline for nominations is February 8.
- 7.4 Voting in Elections of the Board of Directors will be by mail ballot as referred to in Article 4.6 and 4.7. A mail ballot will be distributed to each member of the Association by March 4. The deadline for receipt of returned ballots will be March 18. Any deadline falling on a weekend or a statutory holiday will automatically be extended to the next working day.
- 7.5 The Board of Directors shall appoint an Elections Committee with the following responsibilities:
 - 7.5.1 To inform members of the Association, by way of a call for nominations, of the number of upcoming vacancies, and the election procedure.
 - 7.5.2 To receive all nominations and to ensure that proper procedure outlined in 7.3 has been followed.
 - 7.5.3 To distribute a list of candidates and nominators for vacant positions with the mail ballot.
 - 7.5.4 To conduct the election, to count ballots, maintain records of the balloting, and certify the results of the election in a report to the Board of Directors.
 - 7.5.5 To report to the Board of Directors any election irregularities in order that the validity of the election results may be verified.
 - 7.5.6 Should it be determined that such irregularities substantially affect the results of the election, the Board of Directors is empowered to call a new election. Such election shall be held as soon as possible but in any event no later than September 15 of the same year.
 - 7.5.7 The chair of the elections committee shall not be running for office. The elections committee shall include two members who are not members of the Board of Directors and who are not running for office.
- 7.6 If a vacancy occurs on the Board of Directors, or if there are insufficient candidates for the positions available in a general election, the Board of Directors

may appoint a member of the Association to the Board of Directors. An appointed Board member may serve until the June 30th following the next Board of Directors elections. Such appointment to the Board shall not affect the subsequent duration of the term of office of the member should the member be nominated for and elected to the Board of Directors according to procedures in Article 7.

7.7 Elections shall be conducted in the following manner:

- 7.7.1 Except as noted in Article 6.8, candidates for the 15 Board members listed in Article 6.1.1a) receiving the most votes will be elected to the longest terms. Except as noted in Article 6.8, in the case of a tie vote between two successful candidates, the candidates will be elected to terms of equal length, the terms established under 6.7 will be automatically extended as necessary, and the Board of Directors may be expanded by the addition of one (1) member, if necessary to accommodate both tied candidates. In the case of a tie between three or more candidates, and when the preceding procedure is inadequate to accommodate the election of tied candidates, the Board of Directors shall hold a run-off election between the tied candidates by a mail ballot of the membership.
- 7.7.2 Candidates for the positions listed in Article 6.1.1a) and 6.1.1d) shall be listed on the same ballot. Should no sessional candidate be elected for a position under Article 6.1.1a), the sessional candidate with the highest number of votes will be declared elected under Article 6.1.1d). Should one or more sessional candidates be elected for a position under Article 6.1.1a), the sessional with the largest number of votes shall be declared elected under Article 6.1.1d) and any further elected sessional members shall be declared elected under Article 6.1.1a). In the case of a tie vote for the position listed in the Article 6.1.1d) where the members would not be elected under Article 6.1.1a), the Board of Directors will be expanded by the addition of one (1) member to accommodate both tied candidates. In the case of a tie vote where one of the members would be declared elected in accordance with 6.1.1a), the provisions of Article 7.7.1 apply. In the case of a tie between three or more candidates, and when preceding procedure is inadequate to accommodate the election of tied candidates, the Board of Directors shall hold a run-off election between the tied candidates by a mail ballot of the membership.
- 7.7.3 If the number of candidates for the positions under 6.1.1a) and 6.1.1d) is the same as or fewer than the total vacancies available, the nominated candidates shall be declared elected by acclamation. Should there be terms of various lengths to be served, the Chair of the Election Committee shall randomly draw lots to select the terms of office for the acclaimed candidates.
- 7.7.4 The election of President and Chair of the Board shall be by plurality. In the event of a tie vote between two or more candidates for President, the

Joint Board shall select a President and Chair of the Board from among the tied candidates by secret ballot. In the event of a single candidate for President and Chair of the Board, the candidate shall be declared elected by acclamation.

- 7.7.5 Members shall vote by placing an “X” beside the name(s) of the candidate(s) of their choice and may vote for as many candidates as there are vacancies declared. Ballots are spoiled when they are marked in any way that does not clearly indicate the choice of the voter, or when the member votes for more candidates than there are vacancies declared.
- 7.7.6 If there is no candidate for President and Chair of the Board by the deadline for nominations, the Board of Directors shall appoint any member of the Association as President and Chair of the Board for a one-year term of office.
- 7.7.7 Ballots, and any other elections records as shall be employed by the Elections Committee, shall be sealed and securely stored for a period of five weeks, after which they may be destroyed on a motion of the Board of Directors.
- 7.7.8 Members shall be informed of the results of the election by means of a notice in the next Association newsletter following the certification of the election results pursuant to Article 7.5.4.

Article 8 – Meetings of the Board of Directors

- 8.1 The Board shall meet regularly according to the annual schedule of meeting dates established in the Spring.
- 8.2 The President and Chair of the Board has the authority to call additional meetings, as required, and to cancel any meeting by reason of lack of business.
- 8.3 The President shall call a meeting of the Board of Directors to be held at least one week prior to the date of any General Meeting.
- 8.4 Other meetings of the Board of Directors shall be called upon the request of any three Board members, given in writing to the President and Chair of the Board. The request shall contain the proposed agenda for such a meeting.
- 8.5 Upon the incapacitation of the President and Chair of the Board, the Vice-President and Treasurer shall be authorised to call a meeting of the Board of Directors for the purpose of appointing an Acting President and Chair of the Board to serve for the duration of the President’s incapacitation or until the end of the current term of office, whichever occurs first.
- 8.6 At any meeting of the Board of Directors, seven members present shall constitute a quorum.
- 8.7 Members of the Board of Directors may exercise a right to vote by proxy at meetings of the Board of Directors by signing a letter naming a member of the

Board of Directors to whom the proxy is granted, specifying the matter on which the proxy is to be voted and including the member's instructions (if any) with respect to the manner in which the proxy be voted.

- 8.8 At its discretion, the Board of Directors may provide for urgent votes between Board meetings using telephone, electronic mail or other means. In the case of such votes, the quorum shall be a simple majority of the full voting Board membership in office at the time of the vote.

Article 9 – Departmental Representatives

- 9.1 The members of the Association in each Department (or, in the case of non-departmentalized Faculties, each Faculty) shall annually elect one member of the Department as Departmental Representative. The Departmental Representative is responsible for maintaining liaison between the Board of Directors and the Department, and for advising the Board of Directors on behalf of the members of the Department. In the case of units composed of non-teaching Board appointees, representatives shall be elected from units administratively similar to Departments and Faculties, as those members shall decide.
- 9.2 The sessional member elected pursuant to Article 6.1.4, or her/his delegate, shall also be a member of the Department Representatives group and may, at her/his discretion, appoint a second sessional member as a Department Representative.

Article 10 – Borrowing

- 10.1 The Board of Directors shall have the discretion to borrow, or raise, or secure the payment of money in such manner as it deems fit for the purpose of carrying out the objectives of the Association, except that the total amount of such borrowing shall not exceed the value of membership dues received during the immediately preceding twelve months.

Article 11 – Standing Committees

- 11.1 There shall be the following Standing Committees:
- 11.1.1 The Executive Committee
 - 11.1.2 The Joint Liaison Committee
 - 11.1.3 The Elections Committee
 - 11.1.4 The Personnel Committee
- 11.2 The membership of each of these Committees shall be determined by the Board of Directors after the Annual Elections each year, with each Committee assuming office for a period of one (1) year on July 1.
- 11.3 The President of the Association shall be a member of all Standing Committees *ex*

officio, except the Elections Committee.

- 11.4 The Officers of the Association shall be members of the Executive Committee.
- 11.5 The terms of reference, duties, responsibilities and authority of each committee shall be as established by the Board of Directors.

Article 12 – Audit of Accounts

- 12.1 The accounting records of the Association shall be audited annually, by an accountant appointed by the Board of Directors. This accountant shall be a Chartered Accountant (CA), a Certified General Accountant (CGA), or a Certified Management Accountant (CMA). The audited statements shall be presented to the Board of Directors by the Treasurer. After receipt by the Board, these statements shall be made available for review by the membership in the Association Offices.

Article 13 – Preparation and Custody of Minutes

- 13.1 The Executive Director shall be responsible for the preparation and custody of minutes of meetings of the Association and the Board of Directors, and other books, records and archives of the Association.

Article 14 – Inspection of Records

- 14.1 The books and records of the Association shall be open to inspection by members of the Association in the Association office by appointment with the Executive Director provided that no book or record which is deemed to be confidential by the Board of Directors shall be subject to inspection by members.

Article 15 – By-law Amendments

- 15.1 A Resolution to Enact, Amend, or Repeal By-laws shall be endorsed by the Board of Directors or by a majority vote at a duly called General Meeting before being sent to the membership in a mail ballot.
- 15.2 The vote on a Resolution to Enact, Amend or Repeal By-laws shall require a two-thirds majority of those voting, and shall be conducted by mail ballot of the membership conducted in accordance with the provisions of Article 4.6 and 4.7 of the By-laws.

Article 16 – Rules of Procedure

- 16.1 In matters not determined by these by-laws, and where they are relevant, Bourinot's Rules of Order (latest edition) are the Rules of Procedure of the Association.

Article 17 – Wind-up of the Association

- 17.1 In the event of the dissolution or wind-up of the Association, all assets shall be assigned to a successor organization of academic staff at the University of Calgary. In the event that a successor organization is not in existence at the time of dissolution or wind-up, the assets shall be transferred to a person or corporation designated by the Board of Directors as trustee. The trustee shall pay all liabilities and hold all remaining assets on terms and conditions established by the Board of Directors pending the establishment of a successor organization. Should no successor organization be established within two years of wind-up of the Association, assets of the Association shall be returned to the membership, as at the date of wind-up, on a pro-rata basis.