

By-laws of University of Calgary Faculty Association

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Amended:	November 6, 1984
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Amended:	October 11, 2002
Amended:	November 5, 2004
Amended:	March 19, 2008
Amended:	December 3, 2014
Amended:	November 19, 2018

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*. In addition, the Faculty Association is a trade union as established under the *Labour Relations Code*.
- 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 a trade union for academic staff under the *Labour Relations Code*.
 - 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 and protect academic freedom in teaching, research, and academic governance 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 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 All persons designated as academic staff of the University, as defined by the *Post-Secondary Learning Act* and/or *Labour Relations Code*, are members of the Association.
 - 2.1.1 All members of the academic staff as established by 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 appointed in accordance with Article 23 in the Collective Agreement between the Association and the Board of Governors.
 - 2.1.3 Any other academic staff members as designated by the Board of Governors or determined by the Labour Relations Board.
- 2.2 Members have the following Rights:
 - 2.2.1 To attend any 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, the Board of Directors shall determine who shall be eligible to vote on its ratification.
 - 2.2.7 To vote on any job action in accordance with the *Labour Relations Code*.

- 2.2.8 To receive such benefits and discounts as may be arranged by the Association on behalf of members.
 - 2.2.9 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 Membership¹:
- 2.3.1 An academic staff member who does not wish to actively participate in the affairs of the Association, for reasons of religious conviction 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, 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.
 - 2.3.2 The dues of a member who signs a declaration under 2.3.1 shall be remitted by the University to a charitable organization mutually agreed to by the Association and the member. Should the Association and the member be unable to agree on a charitable organization, the matter shall be determined by the Labour Relations Board.
 - 2.3.3 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.
 - 2.3.4 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. Paid leave shall be deemed to include, but is not limited to: sick time, long-term disability, compassionate leave, and parental leaves.
 - 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.

¹ Notwithstanding the provisions above, any member who held conscientious objector status as of June 30, 2018 may continue to hold such status whether or not the member meets the requirements listed above unless the member revokes the status as per 2.3.3. This footnote shall be automatically deleted when there are no members remaining who held conscientious objector status as of June 30, 2018.

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 ballot in accordance with the procedure established in Articles 4.6 and 4.7.
- 2.5.2 Normally 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 – Member Conduct

- 3.1 The Association’s Board of Directors shall establish policy regarding member conduct in accordance with the provisions of the *Labour Relations Code*.

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

- 4.1 The Membership shall be the final authority of the Association, subject to the decisions of the Labour Relations Board.
- 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 any 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 sent to the membership from the Association office. 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 members excluding those who waive the rights of membership under Article 2.3 shall constitute a quorum.

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 ballot for their resolution, or take other appropriate actions. A 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 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) Ratification of Collective Agreements proposed by a mediator under the provisions of the *Labour Relations Code*.
- e) Any decision to take strike action under the provisions of the *Labour Relations Code*.
- f) Resolutions to enact, amend or repeal the by-laws of the Association.
- g) Items which are referred to a ballot by a motion of the Board of Directors.

All questions submitted to the members by means of a ballot shall be decided by a simple majority of those members voting, except for elections which shall be decided by plurality pursuant to Article 7.8, and by-law amendments which shall be decided pursuant to Article 15.2.

4.7 In the conduct of ballots, a minimum of two weeks must be allowed between the distribution of ballots and the deadline for receipt of returned ballots. The process must preclude unauthorized voting and protect the confidentiality of the ballot. The Elections Committee may establish processes which allow for voting in paper form, or electronic form, or both.

4.8 During a period when the Association is on strike or locked out, and/or if access to campus mail is not possible, the Board of Directors may take such other means as reasonably required to conduct votes of the membership in an expedited fashion. Any such votes must include at least 48 hours' notice of the decision to be made and provide for members to vote from a distance and in person.

4.9 In the case of Labour Relations Board supervised votes, the vote shall also be subject to the conditions which may be established by the Labour Relations Board.

4.10 A ballot for purposes other than elections shall be administered by the Elections Committee, in a manner that is consistent with their authority as established in Article 7.6. Rules for ballots for purposes other than elections shall be as prescribed in Article 7.8, *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. Normally, no officer should hold more than one officer position.
- 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 of those present, 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 of the President and Chair of the Board shall, pursuant to Article 7, be conducted by ballot at the same time as the regular elections.
- 5.4 Officers shall take office on July 1, normally for a term of two years. Notwithstanding the foregoing, the term of the Association President and Chair of the Board will be two years in the first instance, except when Article 7.8.6 applies, and one year for each consecutive re-election, 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, recall any officer, except the President and 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 the 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 7.6.4, 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, 7.8.1 or 7.8.2 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 and Chair of the Board, elected by all members of the Association,
- c) the immediate Past-President ex officio, if they are a member of the Association, 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,
- b) Any member of the Association serving as the Confederation of Alberta Faculty Association President, and
- c) The Association's appointee on the UAPP Board of Trustees.
- d) For periods of no greater than one year, renewable, Acting Grievance Advisors can be appointed in accordance with rules established by the Board of Directors.

- 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 staff 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 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.
- 6.3 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.
- 6.4 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.
- 6.5 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.
- 6.6 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.
- 6.7 Should any of the non-sessional members elected to the Board of Directors cease to be a member of the Association, they will be deemed to have resigned their Board position.

Article 7 – Nomination and Election of Members of the Board of Directors and President and 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 and Chair of the Board. Nomination to a vacancy on the Board of Directors is open to any individual who is currently a member of the Association, or has held sessional membership at any time since the previous

May 1. Any member nominated for President and Chair of the Board shall have been a member who has served on the Board of Directors for at least one year during the previous five years, or be a current member of the Board of Directors.

If a candidate for President and Chair of the Board who holds an ongoing position on the Board of Directors is elected, the President and 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 vacant office in accordance with Article 7.7.

- 7.2 The call for nominations shall be made through an announcement in the Association newsletter or through such other medium that is sent to the Association membership.
- 7.3 Nominations shall be made in writing, and shall 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 ballot as referred to in Article 4.6 and 4.7. A ballot will be provided 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 Executive Director, in consultation with the Chair of the Elections Committee, shall have 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 ballot.
- 7.6 The Board of Directors shall appoint an Elections Committee with the following responsibilities:
 - 7.6.1 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.
 - 7.6.2 To invite Presidential candidate(s) to participate in a forum for Association members. The forum shall be facilitated by the Election Committee.
 - 7.6.3 To report to the Board of Directors any election irregularities in order that the validity of the election results may be verified.

- 7.6.4 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.
- 7.6.5 The Chair of the Elections Committee shall not be running for office in the Faculty Association. The elections committee shall include two members who are not members of the Board of Directors and who are not running for office.
- 7.7 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.
- 7.8 Elections shall be conducted in the following manner:
- 7.8.1 Except as noted in Article 6.6, 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 6.6, 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 6.5 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 ballot of the membership.
- 7.8.2 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 7.8.1 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 ballot of the membership.

- 7.8.3 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.
- 7.8.4 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 there being a single candidate for President and Chair of the Board, the candidate shall be declared elected by acclamation.
- 7.8.5 Members shall vote by clearly indicating 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.
- 7.8.6 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.
- 7.8.7 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.
- 7.8.8 Members shall be informed of the results of the election by means of a notice in the next Association newsletter or any other medium sent to the membership following the certification of the election results pursuant to Article 7.6.1.

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 In the event of the incapacitation of the President and Chair of the Board, the Vice-President and Treasurer shall be authorized 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 voting 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 – Authority of the Board of Directors

- 9.1 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.
- 9.2 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.
- 9.3 The Board of Directors shall have the authority to negotiate agreements in relation to individual members or groups of members even when such Agreements involve modification of the provisions of the Collective Agreement.
- 9.4 The Board of Directors shall have the authority to create policies, and manage and direct the activities of the Association in relation to strikes, lockouts, or other job action. In particular, the Board of Directors shall have the authority to establish, maintain, and approve expenditures related to the Association's Strike Fund.
- 9.5 The Board of Directors shall have the authority to establish policies and make any decisions consistent with being a member of the CAUT Defense Fund. Such policies and decisions shall include, but not be limited to, appointing Trustees, receiving funds, and deciding on the allocation of funds received.
- 9.6 The Board of Directors may delegate any of their powers as they deem appropriate.

Article 10 – Departmental Representatives

- 10.1 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.
- 10.2 The Department Representatives meetings shall be chaired by the Association President or designate.

Article 11 – Borrowing

- 11.1 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.

Article 12 – Standing Committees

- 12.1 There shall be the following Standing Committees:
- 12.1.1 The Executive Committee
 - 12.1.2 The Joint Liaison Committee
 - 12.1.3 The Elections Committee
 - 12.1.4 The Personnel Committee
- 12.2 The membership of each of these Committees shall be determined by the Board of Directors in accordance with Board policy.
- 12.3 The President of the Association shall be a member of all Standing Committees *ex officio*, except the Elections Committee.
- 12.4 The Officers of the Association shall be members of the Executive Committee.
- 12.5 The terms of reference, duties, responsibilities and authority of each committee shall be as established by the Board of Directors.

Article 13 – Audit of Accounts

- 13.1 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.

Article 14 – Preparation and Custody of Minutes

- 14.1 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 15 – Inspection of Board of Directors Minutes

- 15.1 The minutes of the Board of Directors 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 minutes which are deemed to be confidential by the Board of Directors shall be subject to inspection by members.

Article 16 – By-law Amendments

- 16.1 A resolution to enact, amend or repeal the 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 ballot.
- 16.2 The vote on a resolution to enact, amend or repeal the by-laws shall require a majority of those voting, and shall be conducted by ballot of the membership conducted in accordance with the provisions of Article 4.6 and 4.7 of the by-laws.

Article 17 – Rules of Procedure

- 17.1 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 18 – Wind-up of the Association

- 18.1 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.