

Bylaws

Article 1 *Interpretation*

1.1 *Definitions*

1.1.1 *Association*

"Association" shall mean the Athabasca University Faculty Association.

1.1.2 *Bylaws*

"Bylaws" mean the bylaws subscribing regulations for the Association.

1.1.3 *Member Representatives*

"Member representatives" shall mean those members elected pursuant to Article 8.

1.1.4 *Executive*

The "Executive" shall consist of the Officers of the Association, the Member Representatives, the Grievance Officer, all permanent staff members of the Association, the Bargaining Committee Chair and the AUFA nominated member of the Board of Governors of Athabasca University.

1.1.5 *Extraordinary and ordinary resolution*

"Extraordinary resolution" as used in these bylaws, shall mean a motion that requires: seven (7) days notice of motion, and a two-thirds majority of members' votes cast. "Ordinary resolution" shall mean a

motion that requires a simple majority of members' votes cast. Abstentions from voting shall not be considered as votes cast for the purpose of these definitions except as provided in section 5.7.5.

1.1.6 Officers

The "Officers" of the Association shall consist of the President, Vice-President, Treasurer, Secretary and the Past President.

1.1.7 Present

Members shall be considered "present" at meetings either by physical attendance at the meeting location, or by participating through audio link.

1.1.8 President

Unless otherwise specified, "President" shall mean the President of the Athabasca University Faculty Association.

1.1.9 Association Representatives

"Association Representatives" are those members who represent the Association and its interests on committees and boards defined by the collective agreement or otherwise. These positions may be appointed by the Executive or elected by the membership.

1.2 In the Constitution and Bylaws, unless the context otherwise requires, words importing the singular number or masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa and references to persons shall include firms, corporations, associations or societies.

Article 2 Membership

2.1 There shall be one class of membership:

2.1.1 Regular membership

all persons holding appointments to academic positions (as defined by the *Post-Secondary Learning Act* of the Province of Alberta) at Athabasca University shall be members of the Association.

2.2 Members shall be entitled to vote at all general or special meetings of the Association; they shall be entitled to participate equally in any distribution of the property of the Association upon dissolution of the Association; and they shall pay annual membership fees and dues in accordance with the provision of the Bylaws of the Association.

Article 3 Winding-up and Dissolution

3.1 In the event the Association is wound-up or dissolved in the course of its ordinary business, all of its assets, after payment of liabilities, shall be distributed in one of the following ways, or in a combination thereof:

3.1.1 disposition of the assets, or a portion thereof, pro rata to the current members;

3.1.2 assignment of the assets to a successor staff association or to another organization designated by AUFA members;

3.1.3 deed of trust to a person or corporation as designated by AUFA members to be held on terms approved by the members.

3.2 Voluntary winding-up or the dissolution shall follow the same procedural provisions (for example, notice, quorum, voting procedures) as apply to the annual general meeting.

3.3 In the event of the Association's impending involuntary winding-up or dissolution as a result of legislation, regulation, or ministerial policy, all of its assets, after payment of its liabilities, shall be distributed as per Article 3.1 above.

3.4 In the event of impending involuntary winding-up, the Executive of the Association shall be specially empowered to convene an emergency meeting upon 48 hours written notice. The quorum requirement shall be those members present at the meeting. At this meeting, the President, or his/her nominee, shall put forward the evidence prompting the Executive's action in calling an emergency meeting for the purpose of dissolving the Association and distributing

its assets.

Article 4 Suspension of Privileges

4.1 Any member may have Association privileges suspended by an extraordinary resolution at a general or special meeting.

4.2 In case of suspension of privileges, the member shall remain liable for payment of any assessment or other sum payable by him to the Association.

4.3 Any member who has Association privileges suspended shall forthwith, forfeit all right, claim and interest as described in Article 2.2 of the Bylaws of the Association.

Article 5 Meetings and Voting

5.1 The Annual General Meeting of the Association shall be held in the Fall of each year no later than November 30th, at a place in Alberta and on a day fixed by the Executive. The Executive shall, in addition to any other business to be transacted, present the Treasurer's report including the final financial statements for the Association covering the most recent past fiscal year.

5.2 A General Meeting of the Association shall be held in the Spring of each year no later than May 30th, at a place in Alberta and on a day fixed by the Executive. The Executive shall, in addition to any other business to be transacted, conduct the Association elections and present, for approval by the membership, the proposed Association budget for the up-coming fiscal year.

5.3 A Special General Meeting of the Association shall be held whenever a Collective Agreement, or changes to it, is subject to ratification by the Association and ratification shall be decided by vote of the members. Other meetings of the members, whether special or general, may be convened by order of the Executive at any time and in any place in Alberta.

5.4 Notice of the time and place of all general meetings and the nature

of the business to be transacted shall be given in writing to all members at least seven days before the holding of the meetings. Notwithstanding the above, Special Meetings may be called by the President at any time and in any place in Alberta with a minimum of forty-eight (48) hours notice:

5.4.1 upon receipt of a petition signed by ten members in good standing, setting forth reasons for calling such a meeting; or

5.4.2 after approval of the Executive of the Association.

5.5 The quorum for all general, or special meetings, including the Annual General Meeting shall be forty (40) members of the Association who are present as defined in these Bylaws. In a case where a duly advertised meeting does not achieve a quorum, the quorum for the next general or special meeting shall be the number of members present.

5.6 At any meeting of the Association, each member present is entitled to vote. Voting may be orally or by show of hands. Any member present may call for a secret-ballot vote on a motion, and the vote in question shall then be conducted by secure website voting as set out below.

Except as provided in Article 13 (Amendments) all votes shall be decided as ordinary resolutions.

5.7 Secure website voting shall be used to conduct any vote on an extraordinary resolution, any ratification vote for a Collective Agreement or changes to it, and the election of Officers, Executive, Standing Committees, and Association Representative positions and may be used to conduct any other vote of the members of the Association as directed by the Executive or as called for in a meeting.

5.7.1 The executive will establish procedures to ensure website security for the purposes of voting.

5.7.2 The Executive will ensure that in all cases members will be provided adequate information on all issues on which they are to vote.

5.7.3 The Executive may establish online forums for the membership to use to discuss any issue that will be voted on electronically.

5.7.4 Electronic ballots shall be confidential. The results of any electronic poll will be published on the AUFA website and the members informed by electronic mail.

5.7.5 A vote conducted by secure website voting shall not be valid and binding unless at least 40 votes are cast. In this section only, abstentions, if recorded, shall be included as votes cast but they shall not be counted as votes for or against a resolution.

5.8 Voting by proxy is not permitted.

Article 6 *The Executive*

6.1 The non-voting members of the Executive shall consist of the permanent members of the Athabasca University Faculty Association staff and the AUFA nominated member of the Board of Governors of Athabasca University.

6.1.1 The officers of the Association, other than the past president shall be elected as specified in Article 8 of these by-laws.

6.1.2 Up to nine (9) Member representatives shall be elected as specified in Article 8 of these by-laws.

6.1.3 The Past-President shall be the most recent past-president willing to serve. If no eligible past-president wishes to serve, the position shall remain vacant.

6.1.4 The Executive shall, subject to any bylaw or directions given to it by a majority vote at any general or special meeting properly called and constituted, have full control and management of the affairs of the Association.

6.1.5 The quorum for any meeting of the Executive shall be a majority of the voting members and votes may be conducted orally or

by show of hands.

Article 7 Duties of the Executive

7.1 President:

7.1.1 shall be an *ex officio* member of all committees of the Association.

7.1.2 shall be chairperson of meetings of the Association and its Executive.

7.1.3 shall supervise the Association's senior staff person.

7.2 Vice-President:

7.2.1 shall act for the President when the President is absent.

7.2.2 shall perform any other duties as shall be designated from time to time by the Executive.

7.3 Secretary:

7.3.1 shall attend all meetings of the Association and the Executive and shall ensure that accurate minutes are kept.

7.3.2 shall be responsible for the maintenance and safekeeping of all minutes, correspondence and other records of the Association, excluding financial records.

7.4 Treasurer:

7.4.1 shall receive all monies paid to the Association and be responsible for the Association's funds.

7.4.2 shall keep a detailed account of receipts and prepare a financial statement for the Annual General Meeting.

7.4.3 shall keep records of membership dues.

7.4.4 shall prepare a budget for the next fiscal year.

7.5 Past-President:

7.5.1 The Past-President shall chair the Nominating Committee. In addition, the Past-President shall act as an adviser to Executive and perform such other duties as may from time to time be assigned by the executive.

7.6 Grievance Officer:

7.6.1 The Grievance Officer shall chair the Grievance Committee and shall be that member of Executive charged with all communications related to potential or current grievances.

7.7 Member Representatives:

7.7.1 Member representatives shall be part of the Executive, with particular responsibility to represent their constituents. Member representatives may chair or be members of Standing Committees.

7.8 Non-voting members:

7.8.1 The Staff Officers shall keep the records of the Association including accurate minutes.

7.8.2 The nominated member of the Board of Governors shall keep the executive informed of the activities of the Board.

7.8.3 The Bargaining Committee Chair shall be responsible for leading the bargaining committee, and for all related communications to the executive, and to the membership.

Article 8 Election of Officers, Executive, Standing Committee, and Association Representative Positions

8.1 The election of Officers, Executive, Standing Committee, and Association Representative positions from the membership shall take place following the spring general meeting of each year.

8.2 A nominating committee of three (3), appointed by the Executive, consisting of the Past President, or designate, and two (2) other members of the Association, will encourage and solicit nominations to all executive positions on the Executive and Standing Committees, and Association Representative positions and circulate nominations received with the agenda for the spring general meeting.

8.3 Further nominations may be made by two (2) or more members with the consent of the nominee, either from the floor of a general meeting; or in writing to the Staff Officer prior to the spring general meeting.

8.4 Voting for elected positions shall be as set out in Article 5 of the Bylaws by secure website voting.

8.5 The terms of office for executive members shall be for one year, commencing July 1st to June 30th of the following year.

8.6 Member representatives shall be elected by Association members to represent members in the major locations and centres. Both academic and professional members must be represented.

8.6.1 A maximum of nine (9) Member representatives may be elected.

8.6.2 Voting for Member representatives shall be conducted as set out in Article 5.

8.7 The membership of the Association shall nominate one member to serve on the Board of Governors of Athabasca University.

8.7.1 The term of office shall be three years, in accordance with the rules and regulations of the Board of Governors.

8.8 The terms of office for Standing Committees shall be for one year, commencing July 1st to June 30th of the following year.

8.9 Non-voting members of the Executive shall consist of the permanent staff members of the Association and the nominated Association representative on the Board of Governors.

8.9.1 Non-voting staff members of the Executive shall not be included in any vote of the Executive nor the Association and shall not be included in the calculation of quorum. The membership of these non-voting members of the Executive shall not grant any additional authority or responsibility, save that provided for as staff members of the Association.

Article 9 Vacancies in the Executive

9.1 If, at any time, the office of President of the Association shall be vacant, the Vice-President shall become president of the Association.

9.2 If any office on the Executive, other than President, shall become vacant, the Executive may appoint a member of the Association to this office to serve until the next Annual General Meeting of the Association.

9.3 If members of the Executive are absent from three consecutive meetings of the Executive without due cause they may be required to resign by a two thirds majority vote of the rest of the Executive.

Article 10 Committees

10.1 The following Standing Committees are established to assist the Executive with the work of the Association. These Committees shall provide advice and recommendations to the Executive.

10.1.1 *The Grievance Committee:* the Grievance Officer shall chair this Committee. The Committee's overall responsibility is ensuring that the provisions of the collective agreement are maintained. Its specific duties include the review or investigation of complaints by members concerning their employment, continuing appointment, salaries, and other conditions of employment. Members of the Committee will also act as 'case officers' for individual members' complaints and grievances. Normally, the Committee shall, in addition to the Chair,

consist of 4 members appointed by Executive.

10.1.2 *The Communications Committee*: a member of Executive may chair this Committee. Its primary responsibility shall be to insure appropriate communications are maintained and enhanced between the Association, Executive and the members. The Committee shall, inter alia, be responsible for the Association newsletter, web site, and new faculty orientation. Normally, the Committee shall consist of up to 5 members appointed by Executive.

10.1.3 *The Personnel Committee*: This Committee shall be chaired by the President and composed of the officers of the Association. This Committee shall deal with personnel matters relating to the association staff. The Committee shall communicate its decisions to Executive for ratification.

10.1.4 *The Nominating Committee*: shall be chaired by the Past President and composed of three (3) members of the Association appointed by the Executive. The Committee shall encourage and solicit nominations for all elected positions on the Executive and Standing Committees, and Association Representative positions, and any such nominations received shall be circulated with the agenda for the Spring General Meeting.

10.1.5 *The Equity Committee*: a member of Executive may chair this Committee. The primary responsibility of this committee shall be those matters relating to employment equity, including, but not restricted to, inequities associated with gender, minority status, or disability. The Committee shall also promote awareness of these issues within the university community. Normally, the Committee shall consist of up to 5 members elected by the membership.

10.1.6 *The Social Committee*: a member of the Executive may chair this Committee. The primary responsibility of this committee shall be organizing social events that foster fraternity among the members of the Association. Normally, the Committee shall consist of 5 members elected by the membership.

10.1.7 *The Bargaining Committee*: This committee is chaired by the Bargaining Committee Chair. They are tasked with all of the duties associated with negotiating the AUFA contract, including but not limited to: leading the negotiating team at the bargaining table, communications, and drafting of proposals. The membership of the Bargaining Committee is by invitation of the Bargaining Committee Chair, subject to ratification by the AUFA Executive.

10.1.8 *AUFA Health and Safety Committee Members*

Per the Occupational Health and Safety Act, every worksite that has 20 workers or more must have a Joint Health and Safety Committee, while every worksite that has 5 to 19 workers must have a health and safety representative. At each AU worksite that employs at least 20 workers, the AUFA Executive will appoint two AUFA members, one or both of whom can be teleworkers, to serve on the Joint Health and Safety Committee and to represent AUFA members in meetings with management and OHS representatives from other unions. In addition, at the AU workplace that has fewer than 20 workers and AUFA members work at that workplace, the Executive will appoint an AUFA member to serve as a health and safety representative. All appointments will be for a two-year term.

10.2 Standing Committees shall meet upon the call of their chair or the President. The quorum of a standing committee shall be one-half (½) of the members of the committee.

10.3 The terms of office for Standing Committee members shall be for one year, commencing July 1st to June 30th of the following year, with the exception of the position of Bargaining Committee Chair, which will not expire during a period of active contract negotiations, but is otherwise subject to standard expiry, election, and replacement if vacant.

10.4 The Executive may at any time appoint ad hoc committees, and provide for their terms of reference, membership, and duration. Ad hoc committees shall be automatically dissolved upon completion of their

work, or one year after their formation, whichever comes sooner, unless their duration is extended by the Executive.

Article 11 *Books and Records*

11.1 The Executive shall ensure that all necessary books and records of the Association required by the Bylaws of the Association or by any applicable statute or law are regularly and properly kept.

11.2 All non-current books and records of the Association shall, on a regular basis, be deposited in the University Archives under such restrictions as may be determined by the Executive.

11.3 The books, records and minutes of the Association, of the Executive, and of any committees of the Association may be inspected by any Members, except for those items which the President or the Chair of a standing committee or the senior Staff Officer of the Association shall determine that

(i) such examination would be likely to violate the right to privacy of an individual; or

(ii) premature examination might put at risk the success of current negotiations or other business of the Association.

Dispute regarding applicability of (i) or (ii) shall be resolved by the Executive.

11.4 Such examination may be made in the Association Office during normal office hours during the week immediately prior to the Annual General Meeting, or at any other time and place which may be reasonably arranged following notice to the President.

Article 12 *Financial Affairs*

12.1 Signing officers for the Association shall be any two Officers, or one Officer and a permanent staff member of the Association.

12.2 The Treasurer shall report regularly to the Executive and to the

members of the Association the current financial status of the Association and at the Fall Annual General Meeting shall present the financial statement of the previous fiscal year.

12.3 The fiscal year of the Association shall be from April 1 to March 31.

12.4 The books, accounts and records of the Association shall be reviewed annually by a qualified, external auditor, as approved by the membership at the Fall Annual General Meeting. A complete, proper, externally prepared statement of the standing of the books for the previous year shall be submitted to the subsequent Fall general meeting of the Association.

12.5 As soon as possible after the end of each fiscal year a copy of the externally prepared financial report shall be made available to interested members of the Association.

12.6 For the purpose of carrying out its objectives, the Association may borrow, raise or secure the payment of money in such manner as it deems advisable, and in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of an extraordinary resolution of the Association at a general or special meeting called for that purpose.

12.7 Fees shall be established by the Executive and ratified at the Spring Annual General Meeting of the Association.

12.8 An expenditure of more than five thousand dollars (\$5,000), not previously approved in the budget, must be approved by the membership.

Article 13 *Amendments*

13.1 These Bylaws may be rescinded, altered, or added to by extraordinary resolution of such members of the Association entitled to vote at a meeting of which written notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

13.2 Notice of such extraordinary resolution to alter the Bylaws shall be given in writing to the President and communicated to the membership in accordance with Article 13.1 of these Bylaws.

13.3 A general or special meeting of the Association may, by majority vote, enact, amend, or repeal ordinary resolutions for its own governance, provided that such resolutions are not inconsistent with the provisions of these Bylaws.

Article 14 *Management of Affairs*

14.1 The Executive shall, subject to any bylaw or directions given to it by a majority vote at any general or special meeting properly called and constituted, have full control and management of the affairs of the Association.

14.2 The Executive may appoint, from the membership, persons to represent the Association on any and all standing or other committees that may be from time to time created, or to fill vacancies between elections.

14.3 The Executive may establish policies or procedures for managing the affairs of the Association including, but not so as to restrict the generality of this power, for the following matters: reimbursement of members of the Executive; and methods for conducting secure website voting. Such policies or procedures shall be published to the members when established.

14.4 The Executive members, and their heirs, executors and administrators, respectively, shall be indemnified and saved harmless out of the Association funds only from and against:

(i) all costs, charges, and expenses whatsoever such member sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against the member or in respect of any act, deed, matter or thing whatsoever, made, done or permitted in or about the execution of one's official duties;

(ii) all other costs, charges and expenses the member sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges and expenses as are occasioned by the member's own negligence or default, or failure to act honestly and in good faith in the management of the Association's affairs.

14.5 Protection and Indemnity of Directors and Officers

14.5.1 Each Officer holds office with protection from the Association. The Association indemnifies each Officer against all costs or charges that result from any act done in her/his role for the Association. The Association does not protect any Officers for acts of fraud, dishonesty, or bad faith.

14.5.2 No Officer is liable for the acts of any other Officer or employee. No Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association. No Officer is liable for any loss due to an oversight or error in judgment, or by an act in her/his role for the Association, unless the act is fraud, dishonesty, or bad faith.

14.5.3 Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 15 *Association Seal*

15.1 Documents issued by the Association shall be certified with the seal of the Association at the discretion of the Executive. The seal shall be in such form as may be determined by the Executive. The Secretary shall have charge of the seal of the Association. The seal, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability to act of either or both, by the Vice-President and/or Treasurer.

Article 16 *Collective Agreements*

16.1 The Association shall be the negotiating agent for its members

regarding salaries, benefits, and terms and conditions of employment.

16.2 Each member shall be bound by any collective agreement entered into by the Association on behalf of the member.

MEMBERS ONLY

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