

# **Alberta Bylaws of Confederation of Alberta Faculty Associations**

## **1. Name**

- 1.1 The name of the society shall be CONFEDERATION OF ALBERTA FACULTY ASSOCIATIONS.

## **2. Definitions**

- 2.1 "Academic Staff" shall mean any employee of a university or other post-secondary institution whose duties involve research or teaching or both or employees whose duties are in support of research or teaching, and who are members of a faculty association;

- 2.2 "Faculty Association" shall mean an association recognized by the Confederation as an association established to represent the interests of academic staff at a university or other post-secondary institution;

- 2.3 "Delegate" shall mean a person designated by a faculty association to represent that faculty association at meetings of the Council;

- 2.4 "Confederation" shall mean Confederation of Alberta Faculty Associations.

- 2.5 "Special Resolution" shall mean the resolutions passed by not less than three fourths (3/4) of the persons entitled to vote who are actually present at a meeting of the Council. All bylaw changes must be made by special resolution.

- 2.6 "Member" shall mean Member as defined in 3.1 unless otherwise specified.

- 2.7 "Annual general meeting" shall be the fall Council meeting.

- 2.8 "Council meetings" shall constitute a meeting of the membership.

## **3. Membership** (revised 2004 02 27, 2011 05 11 and 2012 05 17)

- 3.1 Membership in the Confederation is open to faculty associations of Alberta post-secondary institutions that are faculty associations of degree granting provincial universities established from time to time pursuant to Section 3 of the PSLA, and designated as 'Comprehensive Academic Research Institutions' under section 102.2 of the PSLA.

- 3.2 (a) An association meeting the requirements under 3.1 that is not a member of the Confederation may apply for membership in the Confederation.
- (b) Membership in the Confederation may be granted to a non-member Association only if all current Members of the Confederation consent to the Association becoming a Member of the Confederation.

### 3.3 Rights of Members

Each Member may:

- (i) Participate in the general activities of the Confederation;
- (ii) Attend all meetings of the Council;
- (iii) Appoint up to three Council Delegates in addition to their members who are Officers of the Confederation;
- (iv) Have its Delegates to the Council hold office in the Confederation.

### 3.4 Members' Obligations

- (a) Members, by their Delegates, shall attend meetings and fully participate in all activities of the Confederation so as to further its aims and interests.
- (b) Members shall pay promptly such membership and other dues as are established by the Council from time to time.

### 3.5 Membership Dues

- (a) The annual membership fee for Members shall be in such sum as fixed by resolution at the May-June meeting of the Council.
- (b) The Treasurer of the Confederation shall notify the Members of the dues and fees at any time payable by them and if any are not paid within forty-five (45) days of the date of notice, the delinquent Member may be subject to Article 3.6.
- (c) The annual membership fee shall be paid by each Member and be based on the faculty association's active membership.
- (d) The rate shall come into effect for the fiscal year following the Council meeting at which the decision is made.
- (e) For the purposes of these Bylaws the fiscal year shall commence on July 1 of any year.

### 3.6 Withdrawal and Expulsion of Members

- (a) Withdrawal from membership shall require written notice to the Executive Director at least six (6) months prior to the end of the Confederation's fiscal year, which notice shall be supported by a copy

of the resolution authorizing such withdrawal as approved by the governing body or bodies of the association.

- (b) Such withdrawal shall take effect at the beginning of the next fiscal year commencing after the receipt by the Executive director of the above notice.

- 3.7 A Member may be expelled by a special resolution at a general meeting for which the members have received at least thirty (30) days notice, such notice stating that the proposed expulsion will be part of the business of that meeting. Such notice shall be given a double registered letter.

#### **4. The Council (revised 2011 05 11)**

- 4.1 The governing body of the Confederation shall be the Council, which shall be composed as follows:

- (a) Each member may appoint up to three Delegates to the Council (in addition to their members who are Officers of the Confederation).
- (b) Officers of the Confederation.
- (c) The Executive Director of the Confederation shall be a non-voting member of the Council.
- (d) The Confederation does not have Directors.

- 4.2 Members may replace a Delegate for the remainder of the Council's term by giving written notice to the Council.

- 4.3 Members may appoint alternate Delegates to the Council in the absence of the Delegate by giving written notice to the President.

- 4.4 Delegates shall be appointed for a one-year term.

#### **5. Officers**

- 5.1 The Officers shall consist of President, Vice-President, Treasurer, Secretary, Officer-at-Large and Past President. The Past President shall be the most immediate former president willing to serve. Whenever possible, the Vice-President, Treasurer, Secretary and Officer-at-Large will be drawn from among the presidents of member associations.

- 5.2 Each member shall be represented among the Officers.

- 5.3 (a) The President is normally to be elected at the first meeting of the calendar year, but election may be delayed until the May-June meeting of the Council.
- (b) At the May-June meeting of the Council, a Vice-President, Treasurer, Secretary and Officer-at-Large shall be elected. Nominees for the

positions of CAFA Officers other than the nominee for President and the serving Past President, shall have as a condition of nomination that the individual serve on the Executive Council of his or her respective faculty associations during the year of service as an Officer.

- 5.4 The election shall be by show of hands unless a ballot is requested by any Delegate.
- 5.5 Between meetings of the Council, the Officers shall manage the affairs of the Confederation provided that such actions shall be subject to the ratification by Council at the next meeting of Council unless Council empowers otherwise.
- 5.6 If an Officer resigns or is unable to serve, her or his member association may replace her or him.
- 5.7 Any Officer may be expelled by a majority vote at a general meeting of Council for dishonesty, or for gross misconduct or for failing or refusing to carry out his or her duties as an officer, provided that notice of the motion to expel, and the reasons therefore, are provided to the person affected at least fourteen (14) days prior to the meeting at which the motion is to be discussed.

## **6. President**

- 6.1 The President shall:
  - (a) Be the Chief Executive Officer of the Confederation;
  - (b) Be ex-officio member of all committees;
  - (c) When present, preside at all meetings of the Council and of the Officers;
  - (d) Ensure that the policies set by the Council are implemented;
  - (e) Ensure as far as possible that all Officers, committees and employees perform their respective duties;
  - (f) Take such actions of an emergency nature for the benefit of the Confederation as may be necessary only if a meeting of the Council or the Officers cannot be called in time to approve such actions and only after contacting as many Officers as possible to discuss the action. This action shall be placed on the agenda for ratification at the next meeting of Council.
  - (g) Exercise supervisory authority over the staff of the Confederation.

## **7. Vice-President**

- 7.1 The Vice-President shall;

- (a) Carry out the duties assigned by the President or Council;
- (b) Fulfill the duties of the President in the case of the latter's absence or incapacity;
- (c) Serve as the liaison between CAFA and the faculty association of which he or she is a member.

## **8. Past President**

8.1 The Past President shall:

- (a) Carry out the duties assigned by the President or Council;
- (b) Fulfill the duties of the President in the case of the absence or incapacity of the President and Vice-President;
- (c) Act as the chair of the Nominations Committee.

## **9. Treasurer**

9.1 The Treasurer shall:

- (a) Receive all monies paid to the Confederation and deposit the same in which ever financial institution the Council may order;
- (b) Be responsible for the care and custody of the funds, assets and property of the Confederation;
- (c) Keep records of dues paid by members;
- (d) Account for the funds of the Confederation and keep such books of account as may be directed.;
- (e) Present a financial report at each meeting of the Council;
- (f) Make any financial reports required by law;
- (g) Carry out any other duties assigned by the President or Council;
- (h) Serve as the liaison between CAFA and the faculty association of which he or she is a member.

## **10. Secretary**

10.1 The Secretary shall:

- (a) Maintain minutes of meetings of Officers and of the Council;
- (b) Be custodian of the seal of the Confederation. The seal shall be used to authenticate any signature when required.
- (c) Maintain other books and records of the organization;
- (d) Carry out any other duties assigned by the President or Council;
- (e) Serve as the liaison between CAFA and the faculty association of which he or she is a member.

## **11. Officer-at-Large**

11. The Officer-at-Large shall:

- (a) Carry out any duties assigned by the President or Council.
- (b) Serve as the liaison between CAFA and the faculty association of which he or she is a member

**12. Executive Director**

12.1 There shall be an Executive Director employed by Council who shall be chief administrative officer of the Confederation.

12.2 The Executive Director shall be subject to the supervision of the President.

12.3 The Executive Director's duties, remuneration and terms of service shall be reduced to a written contract between the Executive Director and the Confederation.

12.4 The Executive Director shall be an ex-officio non-voting member of meetings of Officers and of Council.

12.5 In addition to any of the duties as provided above, the Executive Director shall:

- (a) attend all meetings of the Confederation;
- (b) conduct correspondence on behalf of the Confederation;
- (c) subject to the authority of the President, represent the Confederation;
- (d) be responsible for the operation of the CAFA office;
- (e) carry out all duties assigned by the President or Council.

**13. Council Meetings**

13.1 There shall be at least two general meetings of the Council in each year.

13.2 The President shall give at least twenty one (21) days notice of the place and time of a council meeting. Such notice shall be emailed to each Delegate. An agenda shall be provided to Delegates at least eight (8) days prior to such meetings.

13.3 Each Delegate in attendance at general and special meetings shall have one vote, including all Officers other than the Past President. All voting shall be by show of hands. The presiding officer may cast a vote only in the event of a tie.

13.4 The President shall call a special Council meeting upon receiving a petition for such a meeting which notice shall contain a statement of its purpose and which shall be signed by at least four Delegates representing at least two

Members. Such notice may be made by letter to the Executive Director. Delegates will be advised of the place and time of the special meeting at least two (2) weeks prior to the meeting. Such notice shall be emailed to each Delegate.

- 13.5 A quorum for any meeting of the Council shall be fifty (50%) percent of the Delegates who have registered as attending the meeting and representing at least three (3) members and must include at least two (2) Officers.

**14. Meetings of Officers**

- 14.1 Meetings of the Officers shall be at the call of the President provided always at least two weeks notice is given of such a meeting.

- 14.2 A quorum of any meeting of the Officers shall be at least three (3) of its Offices.

- 14.3 Other than the Past President, each Officer in attendance shall have one vote;

- 14.4 Any motion that does not pass is defeated.

**15. Finance and other Management Matters** (revised 2009 05 21)

15.1 Remuneration

15.1.1 No Officer or Delegate shall receive any remuneration for services except as authorized by a resolution of the Council.

15.1.2 Expenses incurred in furthering the business of the Confederation may be paid out of the funds of the Confederation provided that such expenditures are first authorized by the Officers.

15.2 Signing Authority

The President, the Treasurer and the Executive Director shall be the signing authorities of the Confederation. The signatures of any two of the three signing authorities are required.

15.3 Auditing

15.3.1 Books, accounts and records of the Confederation shall be audited at least once each year by a qualified accountant. The audited statement shall be submitted to the annual general meeting (the fall meeting of Council).

- 15.3.2 The books and records of the Confederation may be inspected at the Confederation offices by a representative of a Member authorized by the Member's executive, upon giving two (2) weeks written notice at a time satisfactory to the representative and to the person having charge of the financial records of the Confederation.
- 15.3.3 Each Officer shall have access to all books and records of the Confederation given reasonable notice.
- 15.3.4 The auditors shall be appointed annually by the Council at the annual general meeting.
- 15.4 Borrowing and Fiscal Powers
- 15.4.1 For the purpose of carrying out its aims and objects, the Confederation may raise or borrow or secure the payment of money in any manner it deems necessary but in no case shall debentures be issued without the authority of a Special Resolution of the Council.
- 15.4.2 The Confederation may acquire real and personal property and apply such property to the realization of the objects of the Confederation.
- 15.4.3 The Confederation may buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable for the carrying out of the objects of the Confederation, provided that any surplus or accretion will be used solely for the purpose of advancing the aims and objects of the Confederation and further provided that on termination of the operation of the Confederation, after satisfaction of all of its debts and liabilities, that the remaining assets be divided on a pro rata basis among the Member association.
- 15.5 Protection and Indemnity of Officers (revised 2008 05 21)
- 15.5.1 Each Officer holds office with protection from the Confederation. The Confederation indemnifies each Officer against all costs or charges that result from any act done in his or her role for the Confederation. The Confederation does not protect any Officer for acts of fraud, dishonesty, or bad faith.
- 15.5.2 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 Confederation. No Officer is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Confederation, unless the act is fraud, dishonesty or bad faith.

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

## **16. Committees**

### 16.1 Standing Committees

#### (a) Personnel Committee

- (i) The Personnel Committee shall consist of the Officers of the Association, chaired by the President.
- (ii) Council shall hold final authority for the establishment of new staff positions created on a continuing, (full-time or part-time) basis, and for approving the initial terms of employment.
- (iii) The Personnel Committee, in consultation with the Executive Director, shall approve the hiring of other continuing staff.
- (iv) Casual staff may be employed for term specific projects on the authority of the Executive Director.
- (v) The President shall negotiate any changes to the conditions of employment of the Executive Director, and recommend changes to the Personnel Committee for approval.
- (vi) The Executive Director shall negotiate any changes to the conditions of employment of other continuing staff, and recommend changes to the Personnel Committee for approval.

#### (b) Nominations Committee

- (i) The Nominations Committee shall be chaired by the Past President, who shall consult with the presidents of member associations.
- (ii) The Nominations Committee shall be responsible for nominations to the various Officers' positions.
- (iii) The names of nominees for President shall be brought forward as soon as possible after January 1 and circulated to the Council. The list of nominees for the other Officer positions shall be brought forward as soon as it is completed, whereupon it shall be circulated to the Council.
- (iv) The Past President, on behalf of the Nominations Committee, shall bring forward to the Council for election a list of nominees for Officer positions other than President, at its meeting in May or June of each year.

### 16.2 Ad Hoc Committees

- (a) Council may establish such ad hoc committees, as it deems necessary.
- (b) Council shall establish the terms of reference, budget, and termination date for each ad hoc committee.

- (c) Members of ad hoc committees may be drawn from the membership of any of the associations.

## **17. Resolutions**

- 17.1 A resolution in writing signed by all the members of the Council personally shall be valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.
- 17.2 If, in the opinion of the President, it shall be necessary to hold a meeting of the Officers or Council, such meeting may be held by means of electronic communication, provided always that all Officers or Delegates to Council agree, and provided that such actions or resolutions that are agreed upon shall be ratified at the next meeting of the Officers or Council if ratification would otherwise be required by these Bylaws.
- 17.3 Signatures may be submitted by facsimile, with hard copy to follow.

## **18. Amendments**

- 18. This application and Bylaw may be amended, repealed or added to by a Special Resolution provided that notice of the proposed amendment is given to each Member at least four (4) weeks prior to holding the Council meeting.

## **19. Miscellaneous**

- 19.1 The property and assets of the Confederation shall belong to the Confederation as a corporate entity, shall not constitute the property of any individual Member, and no Member shall have any claim upon the property and assets of the Confederation on ceasing to be a Member or at any time thereafter.
- 19.2 All members shall have a duty to notify the Confederation of any change of address and any notice sent to the last known address shall be deemed to be good and sufficient.