

The executive is putting forward this bylaw change – gender neutral language.

CANADIAN ORGANIZATION OF FACULTY ASSOCIATION STAFF (COFAS)
(as amended 6 June 2015)

CONSTITUTION

1. The name of the organization is Canadian Organization of Faculty Association Staff (COFAS).
2. The objects of the Organization are:
 - 2.1 To foster high standards of performance by faculty association staff through an annual conference;
 - 2.2 To promote the interests of faculty association staff through training, development and mutual communication;
 - 2.3 To advance the work of faculty associations through information-sharing and professional development of faculty association staff;
 - 2.4 To bring into common faculty association staff to promote bonds of friendship, fellowship and mutual understanding; and,
 - 2.5 To deal with all such things as are necessary to carry out the objects of the Organization.
3. The place of operation of the Organization shall be where the bank account and signing officers are.

BYLAWS

1. Membership

- 1.1 Membership in the Organization is open to any person who is currently employed by any faculty association of a Canadian post-secondary institution, by a provincial or national organization of post-secondary faculty associations, or who is retired from such employment and not otherwise in a conflict of interest regarding COFAS or their previous employer.
- 1.2 The persons shall hold membership in the Organization from the date of initial enrolment until:
 - 1.2.1 The person ceases to be eligible for membership under bylaw 1.1; or,
 - 1.2.2 the person informs the Secretary, in writing, that he/she no longer wishes to be a member of the Organization; or,
 - 1.2.3 the person is expelled from membership under bylaw 1.3.
- 1.3 Any member of the Organization may be expelled from membership for conduct inconsistent with the objects of the Organization by a 2/3rd majority vote of the members present at the annual general meeting.

2. Executive Officers

- 2.1 The Officers of the Organization shall be the President, Vice-President, Secretary, Treasurer, Past President, current year Conference Site Coordinator, current year Conference Agenda Coordinator, and one Member-at-Large representing each of the three regions (East, West, and Central) who together shall constitute the Executive.
- 2.2 The Officers shall be elected by a simple majority vote of members attending the annual general meeting. Only members in attendance may be nominated and run for office unless they have submitted a statement acknowledging their willingness to stand for a position signed by themselves and the nominator. Terms in office begin immediately following the annual conference, excepting for Coordinators who may be elected several years in advance and for whom their formal term on the Executive begins immediately following the annual conference prior to the one that they are coordinating.
- 2.3 Terms of office for all Officers shall be one year, excepting that elected future Coordinators shall serve as non-voting, ex-officio members of the Executive in the period prior to their formal term.
- 2.4 If a member of the executive relinquishes their office (for whatever reason) during their term of office, the Executive may designate a replacement from among the membership.
- 2.5 The Executive shall, subject to the By-Laws and the directions given it by majority vote at the annual general meeting, have full control of policy and management of the business and affairs of the Organization.

3. Duties of Officers

- 3.1 The President shall preside over all meetings of the Organization and the Executive, conduct the business affairs of the Organization as appropriate, and shall be the official representative of the Organization.
- 3.2 The Vice-President shall, in the absence of the President, fulfill the duties of the President and perform such other duties as directed by the membership at its annual general meeting.
- 3.3 The Secretary shall keep the minutes of the annual general meeting and maintain the membership and other official records of the Organization.
- 3.4 The Treasurer shall be responsible for the collection of all monies and the discharge of all financial obligations. The Treasurer, in consultation with the other members of the Executive, shall prepare an annual budget for approval at the annual general meeting and prepare a statement of income and expenses for the year previous. The Treasurer shall also work with the in-year Site Coordinator to prepare a conference budget.
- 3.5 The Past President shall be available for consultation with other officers of the Organization and to carry out such projects or duties as determined by the membership at the annual general meeting.
- 3.6 The in-year Conference Site Coordinator and the Conference Agenda Coordinator shall be responsible for the organization of the annual conference.

- 3.7 The Members-at-Large shall be responsible for representing the members located in their region on the Executive. They shall also be responsible for outreach to expand the membership base of the Organization within their region.

4. Committees

- 4.1 Ad hoc committees may be established at the annual general meeting in order to undertake the activities of the Organization.

5. Funds of the Organization

- 5.1 There shall be no annual dues assessed for membership in the Organization.
- 5.2 Fees for conferences shall be determined by the relevant organizing committee(s) and shall be ratified by the Executive. The conference fee shall include an overhead component to cover the Organization's operating costs for the next fiscal year, as well as a contingency component to build the Organization's reserves when warranted.
- 5.3 The fiscal year of the Organization shall be October 1 to September 30.
- 5.4 There shall be an Audit Committee comprised of no fewer than 2 members elected at the annual general meeting. The Audit Committee shall conduct a review of the books and accounts of the Organization on, at least, an annual basis. On or before October 31, the Committee shall review the fiscal year just completed. If the Audit Committee reports that it was unable to review the financial records or that it does not have confidence in those records, the Executive shall either:
- 5.4.1 have the books checked and audited by a professional accounting firm or some equally qualified party, or
 - 5.4.2 request that the Audit Committee conduct a second review following additional directions from the Executive Committee to the Committee and the Treasurer.
- 5.5 The Treasurer shall be the primary signing officer of the Organization. Up to two other signing officers (located convenient to the Treasurer) shall be designated from among those elected to the Executive by simple majority at the annual general meeting.

6. Meetings

- 6.1 The Organization shall conduct its annual general meeting in conjunction with the annual conference.
- 6.2 Only persons qualified to be members of the Organization under bylaw 1.1 shall attend and be permitted to vote at the annual general meeting. Non-members may be seated as guests by action of the members in attendance at the annual general meeting.
- 6.3 Members who submit salary surveys for data collection will receive copies of the results of the survey.
- 6.4 Registration to the annual conference will be limited to those who are qualified to be members of the Organization. Exception will only be granted by the Executive.

- 6.5 An agenda for the annual general meeting shall be circulated electronically at least three weeks in advance of the annual general meeting. The agenda shall be prepared in consultation with the Executive.
- 6.6 The Officers shall provide a report to the membership at each annual general meeting.
- 6.7 Quorum for the annual general meeting shall be twenty members.

7. Voting

- 7.1 Each member shall have one vote at the annual general meeting.

8. Amendment

- 8.1 The Constitution and By-Laws may be amended at the annual general meeting of the Organization. Notice of motion to amend shall be circulated along with the full text of any proposed amendments, at least, three weeks before the annual general meeting. Any member may propose changes be made to the Constitution and By-Laws by submitting the proposed changes to the Secretary, no later than, six weeks in advance of the annual general meeting.
- 8.2 Changes to the Constitution and By-Laws require a positive vote of two thirds of the members present at the annual general meeting.

9. Policies

- 9.1 Policies may be promulgated by action of the Executive or of the membership voting at the annual general meeting.
- 9.2 In the event of conflict between governing documents, this Constitution and By-Laws shall have precedence over policies or motions approved by the membership (excepting those amending the Constitution and By-Laws), and policies or motions approved by the membership, in turn, shall have precedence over policies or motions approved by the Executive.

10. Dissolution

- 10.1 A proposal to dissolve COFAS shall be made in the same form as an amendment to the By-Laws.
- 10.2 Dissolution shall require a favourable vote of two thirds of the members present and voting at the annual general meeting.
- 10.3 In the event of dissolution, and in accord with the vote of the members, any assets of the Organization remaining after all debts and other obligations have been paid shall be donated to a charitable organization chosen by majority vote at the annual general meeting at the time of dissolution.