

Alberta Bylaws of the Confederation of Alberta Faculty Associations (2025)

Table of Contents

1. Name
2. Definitions
3. Membership
4. Council
5. Executive Board
6. Officers
7. Council Meetings
8. Executive Board Meetings
9. Finance and other Management Matters
10. Committees
11. Resolutions
12. Amendments
13. Miscellaneous
14. Dissolution

CAFA respectfully acknowledges that our members are located variously on the territories covered by Treaties 6, 7, and 8, and the homelands of the Métis and other Indigenous Peoples, whose histories, stories, languages, cultures and traditions continue today. We are grateful for the traditional Knowledge Keepers and Elders whose knowledge has maintained the air, water and land for untold millennia. We acknowledge those who are with us today and those who have gone before us. We recognize the land as an act of reconciliation and gratitude to those on whose territory we reside or are visiting. We acknowledge that we are all Treaty people.

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 who has been designated as academic staff under the *PSLA* and the *Alberta Labour Relations Code* 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 (“CAFA”).
- 2.5 “CAFA Council” shall mean the body as defined in Article 4.
- 2.6 “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.
- 2.7 “Member” shall mean Member as defined in 3.1 unless otherwise specified.
- 2.8 “Active member” shall be a Member in good standing with respect to dues.
- 2.9 “Annual general meeting” shall be the May Council meeting.
- 2.10 “Council meetings” shall constitute a meeting of the membership.

3. Membership

- 3.1 The members of the Confederation shall be those Alberta university faculty and academic staff associations which are aligned with, and supporters of the objectives and bylaws of the Confederation.
 - 3.1.1 University faculty and academic staff associations seeking membership shall ensure that CAFA's mission, objectives and bylaws have been reviewed by, and are supported by, their governing bodies. A letter of application indicating this shall be submitted to the president of CAFA for consideration by the Council. The letter of application should also indicate how the faculty association envisions contributing to CAFA's ongoing work.
 - 3.1.2 University faculty and academic staff associations in Alberta may be admitted to membership of CAFA by a two-thirds (2/3rd) supporting vote of a duly constituted meeting of the Council, subject to a request for membership having been made thirty (30) days prior to the meeting.
- 3.2 Rights of Members

Each Member may:

 - 3.2.1 Participate in the general activities of the Confederation;
 - 3.2.2 Attend all meetings of the Council;
 - 3.2.3 Appoint up to three (3) Council Delegates in addition to their members who are Officers of the Confederation;

3.2.4 Have its Delegates to the Council hold office in the Confederation.

3.3 Members' Obligations

3.3.1 Members, by their Delegates, shall attend meetings and fully participate in all activities of the Confederation so as to further its aims and interests.

3.3.2 Members shall pay promptly such membership and other dues as are established by the Council from time to time.

3.4 Membership Dues

3.4.1 The annual membership fee for Members shall be in such sum as fixed by resolution at the Annual General Meeting of the Council.

3.4.2 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 3.5.3.

3.4.3 The annual membership fee shall be paid by each Member and be based on the Faculty Association's active membership, which shall be reported annually to the CAFA Administrator.

3.4.4 The rate shall come into effect for the fiscal year following the Council meeting at which the decision is made.

3.4.5 For the purposes of these Bylaws the fiscal year shall commence on July 1 of any year.

3.5 Withdrawal and Expulsion of Members

3.5.1 Withdrawal from membership shall require written notice to the CAFA Executive Board with a copy to the CAFA Administrator 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.

3.5.2 Such withdrawal shall take effect at the beginning of the next fiscal year commencing after the receipt by the Administrator of the above notice.

3.5.3 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 by a double registered letter.

4. The Council

- 4.1 The governing body of the Confederation shall be the Council, which shall be composed as follows:
 - 4.1.1 Each Member may appoint up to three (3) Delegates to the Council (in addition to their President(or designate) who are Officers of the Confederation).
 - 4.1.2 Officers of the Confederation.
 - 4.1.3 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 with a copy to the President and to the CAFA Administrator.
- 4.3 Members may appoint alternate Delegates to the Council in the absence of the Delegate by giving written notice to the President with a copy to CAFA Administrator.
- 4.4 Delegates shall be appointed for a one-year term.

5. Executive Board

- 5.1 The Executive Board shall consist of the Officers including the President, Vice-President, Treasurer, Secretary, Officer-at-Large (note: there may be more than one Officer-at-Large), and Past President. The Past President shall be the most immediate former president willing to serve.
 - 5.1.1 Whenever possible, the Vice-President, Treasurer, Secretary, and any Officers-at-Large shall be drawn from among the presidents of member associations. Not counting the President and Past President, the number of Officers shall equal the number of CAFA member associations and each member association shall provide one such Officer.
- 5.2 Each Member shall be represented on the Executive Board and whose representative shall be appointed as an Officer of the Confederation.
- 5.3 The President is normally to be elected at the first meeting of the calendar year, but election may be delayed until the Annual General Meeting of the Council.
- 5.4 At the Annual General 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 Board of his or her respective faculty associations during the year of service as an Officer.

- 5.5 The election shall be by show of hands unless a ballot is requested by anyone entitled to vote.
- 5.6 Between meetings of the Council, the Executive Board 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.
- 5.7 If an Officer resigns or is unable to serve, their member association may replace them.
- 5.8 Any Officer serving on the Executive Board 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 their 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. Officers

6.1 President

The President shall:

- 6.1.1 Be the Chief Executive Officer of the Confederation;
- 6.1.2 Be ex-officio member of all committees;
- 6.1.3 When present, preside at all meetings of the Council and of the Officers;
- 6.1.4 Ensure that the policies set by the Council are implemented;
- 6.1.5 Ensure as far as possible that all Officers, committees and employees perform their respective duties;
- 6.1.6 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 Executive Board 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 the Executive Board and where appropriate, of Council;
- 6.1.7 Exercise supervisory authority over the staff of the Confederation;
- 6.1.8 The President shall be compensated for performing the duties of the Office. Such compensation shall be in line with the amount specified in the release/compensation budget line. The individual shall first negotiate any workload/compensation arrangements with their institution and communicate those arrangements to the CAFA

Administrator along with the process to reimburse the appropriate parties for the agreed-upon compensation.

6.2 Vice-President

The Vice-President shall:

- 6.2.1 Carry out the duties assigned by the President or Council;
- 6.2.2 Fulfill the duties of the President in the case of the latter's absence or incapacity;
- 6.2.3 Serve as the liaison between CAFA and the faculty association of which they are a member of.

6.3 Past President

The Past President shall:

- 6.3.1 Carry out the duties assigned by the President or Council;
- 6.3.2 Fulfill the duties of the President in the case of the absence or incapacity of the President and Vice-President;
- 6.3.3 Act as the chair of the Nominations Committee;
- 6.3.4 Be ex-officio non-voting on the Executive Board and Council.

6.4 Treasurer

The Treasurer shall:

- 6.4.1 Receive all monies paid to the Confederation and deposit the same in whichever financial institution the Council may order;
- 6.4.2 Be responsible for the care and custody of the funds, assets and property of the Confederation;
- 6.4.3 Keep records of dues paid by members;
- 6.4.4 Account for the funds of the Confederation and keep such books of account as may be directed;
- 6.4.5 Present a financial report quarterly to the Executive Board for review;
- 6.4.6 Present a financial report at each meeting of the Council;
- 6.4.7 Make any financial reports required by law;
- 6.4.8 Carry out any other duties assigned by the President or Council;
- 6.4.9 Serve as the liaison between CAFA and the faculty association of which they are a member of.

6.5 Secretary

The Secretary shall:

- 6.5.1 Maintain minutes of meetings of Officers and of the Council;
- 6.5.2 Be custodian of the seal of the Confederation—the seal shall be used to authenticate any signature when required;
- 6.5.3 Maintain other books and records of the organization;

- 6.5.4 Carry out any other duties assigned by the President or Council;
- 6.5.5 Serve as the liaison between CAFA and the faculty association of which they are a member of.

6.6 Officer-at-Large

The Officer-at-Large shall:

- 6.6.1 Carry out any duties assigned by the President or Council;
- 6.6.2 Serve as the liaison between CAFA and the faculty association of which they are a member of.

7. Council Meetings

- 7.1 There shall be at least two (2) meetings of the Council in each year including the Annual General Meeting which shall be held in May or June of each year.
- 7.2 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.
- 7.3 Each Association in attendance at general and special meetings shall have one vote. All voting shall be by show of hands. Normally the Association President or their designate who has been identified by the Association President in writing prior to the meeting shall cast the vote.
- 7.4 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 the Presidents of at least two member associations. Such notice may be made by letter to the President with a copy to the CAFA Administrator. Delegates shall 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.
- 7.5 A quorum for any meeting of the Council shall be that the number of Faculty Associations' Presidents (or their voting designates) is larger than fifty (50) percent plus one of the number of CAFA Members.

8. Executive Board Meetings

- 8.1 Meetings of the Executive Board shall be at the call of the President provided always at least two weeks' notice is given of such a meeting.
- 8.2 A quorum of any meeting of the Executive Board shall be at least fifty (50) percent plus one of its Officers.
- 8.3 Business shall be conducted by consensus unless a vote is called. Other than the Past President, each Officer in attendance shall have one vote;

- 8.4 Any motion that does not pass is defeated.

9. Finance and other Management Matters

9.1 Remuneration

- 9.1.1 No Officer or Delegate shall receive any remuneration for service except as authorized by a resolution of the Council.

- 9.1.2 Expenses incurred in furthering the business of the Confederation may be paid out of the funds of the Confederation provided that it conforms to the *Travel Expense and Reimbursement Policy* or that such expenditures are first authorized by the Officers.

9.2 Signing Authority

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

9.3 Finances

- 9.3.1 The Confederation shall have an Operating Account and maintain a Contingency Fund(s) of any surplus funds to be used to further the aims of the Confederation.

- 9.3.2 For the purposes of carrying out the objectives of the Confederation, the Officers may invest surplus funds as determined and authorized by the Executive Board and in accordance with the *Finance Policy*.

9.4 Auditing

- 9.4.1 Books, accounts and records of the Confederation shall be audited at least once each year by a qualified accountant. The audited statements shall be submitted to the fall meeting of Council.

- 9.4.2 The Treasurer shall review the quarterly financial statements with the Executive including a statement of the Operating Account and the contingency fund(s) along with the rate of return on investments on those accounts.

- 9.4.3 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.

- 9.4.4 Each Officer shall have access to all books and records of the Confederation given reasonable notice.

- 9.4.5 The auditors shall be appointed annually by CAFA Council at the Annual General Meeting .

9.5 Borrowing and Fiscal Powers

- 9.5.1 For the purpose of carrying out its aims and objectives, 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.
- 9.5.2 The Confederation may acquire real and personal property and apply such property to the realization of the objects of the Confederation.
- 9.5.3 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 shall 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 Members.

9.6 Protection and Indemnity of Officers

- 9.6.1 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 their role for the Confederation. The Confederation does not protect any Officer for acts of fraud, dishonesty, or bad faith.
- 9.6.2 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 their role for the Confederation, unless the act is fraud, dishonesty or bad faith.
- 9.6.3 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.

10. Committees

10.1 Standing Committees

10.1.1 Human Resources Committee

- 10.1.1.1 The Human Resources Committee shall consist of the Officers, chaired by the President.

- 10.1.1.2 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.
- 10.1.1.3 The Executive shall approve the hiring of other continuing staff.
- 10.1.1.4 Casual staff may be employed for term specific projects on the authority of the Executive Board.
- 10.1.1.5 The President shall negotiate any changes to the conditions of employment of staff and recommend any such changes to the Human Resources Committee for approval.
- 10.1.1.6 The Executive shall negotiate any changes to the conditions of employment of other continuing staff and recommending changes to the Human Resources Committee for approval.

10.1.2 Nominations Committee

- 10.1.2.1 The Nominations Committee shall be chaired by the Past President, who shall consult with the presidents of member associations.
- 10.1.2.2 The Nominations Committee shall be responsible for nominations to the various Officers' positions.
- 10.1.2.3 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 for voting.
- 10.1.2.4 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 the Annual General Meeting.

10.1.3 Portfolios

- 10.1.3.1 The Executive Board shall establish portfolios to facilitate information sharing and coordination of the Confederation's work (e.g., Collective Bargaining, Grievance, Advocacy, and Equity, Diversity and

Inclusion). The Executive may dissolve portfolios and strike new ones subject to Council approval.

10.1.3.2 A CAFA Officer shall be responsible for a portfolio and shall call and facilitate the group's meetings.

10.1.3.3 Each portfolio group shall have a terms of reference approved by the Executive and ratified by Council which shall outline the scope and activities of the group and its membership.

10.1.3.4 The CAFA Officer shall report on the group's activities to the Executive and at Council meetings.

10.2 Ad Hoc Committees

10.2.1 Council may establish such ad hoc committees, as it deems necessary.

10.2.2 Council shall establish the terms of reference, budget, and termination date for each ad hoc committee.

10.2.3 Members of ad hoc committees may be drawn from the membership of any of the associations.

11. Resolutions

11.1 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.

11.2 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.

11.3 Signatures may be submitted by facsimile, with hard copy to follow.

12. Amendments

12. 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.

13. Miscellaneous

- 13.1 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.
- 13.2 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.

14. Dissolution

- 14.1 The Confederation may decide to dissolve and such dissolution shall be undertaken in accordance with the *Societies Act* (2000), Section 33.