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Article 1 – *Charter*

The Association of Academic Staff of the University of Alberta was chartered as a corporation by the *Universities Act* (1980) and is continued under the provisions of the *Postsecondary Learning Act* (2003) and regulations associated with that *Act*.

Article 2 – *Name*

The name of the Association is The Association of Academic Staff of the University of Alberta and the usual acronym is AASUA.

Article 3 – *Objects*

3.1 The objects of the Association are:

- 3.1.1 To advance and protect the individual and collective interests of academic staff members at the University of Alberta.
- 3.1.2 To protect independence of thought and freedom of teaching and research.

- 3.1.3 To provide an environment appropriate to the purposes of the University of Alberta and the enhancement of the quality of education in Alberta and Canada.
- 3.1.4 To act as the sole negotiating agent for members of the Association in establishing a collective agreement governing terms and conditions of employment, and
- 3.1.5 To act as the representative of Association members when there is dispute between the member and the University in matters of interpretation of the terms of the collective agreement.

Article 4 – *Membership and General Authority*

- 4.1 Membership in the academic staff association is determined by decision of the board of governors, which (in consultation with the association) has the power to designate an employee of the board who, as a member of a category of employees or individually, is designated as an academic staff member under the *Postsecondary Learning Act*.
- 4.2 Members shall be entitled to vote on all resolutions put to all association members in a referendum; they shall be entitled to vote upon the ratification of any collective agreement that concerns their constituency group (i.e., the category of employees to which they belong); they shall be entitled to participate 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 Bylaws of the Association.
- 4.3 General authority and the establishment of policy

Policy governing the actions of the Association is established either by the Council or by a general meeting of the membership. The Association adopts policies by the process of adopting a resolution.

- 4.3.1 In the course of the normal business of the Association, Council may pass resolutions that direct the actions of the Association, or
- 4.3.2 A general meeting of the membership may consider and vote upon a resolution for vote in a subsequent referendum. Any referendum for approving a resolution shall be approved if supported by a simple majority of those who vote. The quorum for any general meeting shall be fifty (50) members. There are two methods by which a general meeting can be convoked to consider whether a resolution should be put to a vote in a referendum.
 - 4.3.2.1 A written petition signed by at least fifty members is brought to the President, who shall take it forward to Council for consideration and vote. Council may accept the resolution included in the

petition; or, if Council rejects the resolution, then the President must call a meeting of all members to consider the specific resolution. If the resolution is accepted by the meeting, it must then go to referendum of the full membership, or

- 4.3.2.2 The President may at any time call a meeting of all Association members to consider a resolution.
- 4.3.3 A meeting of all Association members called to consider a resolution shall consider only those concerns raised in the notice calling the meeting.
- 4.3.4 The final authority of the Association for purposes of approving a resolution shall be a referendum determined by a ballot of all members of the Association.
- 4.3.5 The Officers shall specify the method of voting for any resolution brought to a meeting of all members of the Association.
- 4.3.6 The process for amending the bylaws is set out in Article 11.

Article 5 – *Council: Authority and Powers*

- 5.1 The Council shall have the power and duty:
 - 5.1.1 To manage, operate and direct the affairs of the Association.
 - 5.1.2 To receive such funds as may be authorized by resolution of Council in the form of dues or assessments to further the purposes of the Association, to determine the means by which and the times at which such dues or assessments shall be paid, to expend such funds, and to develop policy for the establishment of surpluses and reserves.
 - 5.1.3 To determine the members of the Executive Committee.
 - 5.1.4 To enact resolutions consistent with these bylaws. Notification of such resolutions shall be communicated for the information of all members of the Association in the form specified by Council.
 - 5.1.5 To manage the property and other assets of the Association.
 - 5.1.6 To instruct the president to call meetings of the full membership of the Association in the manner specified in Article 4, and to approve the agenda for such meetings.

- 5.1.7 To appoint the auditors annually and to receive an audited financial statement for each year.
- 5.1.8 To delegate to the members of the Executive Committee authority to implement resolutions between meetings of Council.
- 5.1.9 To remove any member of the Executive Committee, for suitable cause, by a majority of not less than two thirds (2/3) of the members of the Council present and voting at a duly called meeting.
- 5.2 The Council may establish or abolish committees of the Association and fix or alter the composition, membership and functions of any such committees.
- 5.3 All committees of the Association are responsible to the Council and may not commit the Association unless specifically authorized to do so by the Council.
- 5.4 Constituency groups have only those powers that have been directly and explicitly permitted by the Council. They have no independent authority over the Association or any of its substructures.
- 5.5 The quorum for any meeting of the Council shall be twenty-five (25) percent of the members.

Article 6 – *Council: Membership and Voting*

- 6.1 The Council shall be elected by the general membership (by the election procedure laid out in 10.4) upon the basis of constituency representation roughly reflecting the employment distribution of the membership of the Association (calculated on a full time equivalent basis) and with a minimum of one academic faculty representative per Faculty (excluding the Faculty of Graduate Studies and Research).
- 6.2 The membership of the Council shall be composed as follows:
 - 6.2.1 The Officers;
 - 6.2.2 Representatives elected from the academic faculty members of each Faculty of the University of Alberta (except the Faculty of Graduate Studies and Research);
 - 6.2.3 Representatives elected from the Librarians;
 - 6.2.4 Representatives elected from the Administrative Professional Officers;
 - 6.2.5 Representatives elected from the Faculty Service Officers;

- 6.2.6 Representatives elected from the Contract Academic Staff (Teaching);
- 6.2.7 Representatives elected from the Trust Academic Staff;
- 6.2.8 Representatives elected from the Sessionals and Other Temporary Staff;
- 6.2.9 A minimum of two (2) Representatives elected for one-year terms from the general membership (these persons are defined as members-at-large). This number shall be reviewed by Council at least every three years.
- 6.2.10 Representatives elected from any other constituency groups subsequently designated by the Board of Governors as academic staff members.
- 6.2.11 Representatives elected under 6.2.2, 6.2.3, 6.2.4, 6.2.5, 6.2.6, 6.2.7 and 6.2.8 shall serve a term of one year.
- 6.3 Employees of the Association may participate in Council meetings (on a non-voting basis) at the discretion of the Council.
- 6.4 The Association recognizes that as the employment configuration of the University changes, so must the representative nature of Council evolve to reflect those changes. The number of representatives on Council for each constituency group must be confirmed by Council against the employment population distribution at least every three years.
- 6.5 All nominations for vacant Council positions shall be made in accordance with the nomination procedure specified in Article 10.
- 6.6 If a vacancy occurs on Council during the course of a year, the Nominating Committee shall arrange the election for the replacement according to the relevant election procedure laid out in 10.4. Subject to 6.6.1 and 6.6.2, a vacancy shall be deemed to occur if the representative ceases to be a member of the constituency during a term of office, or resigns from Council, or ceases to be an academic staff member.
 - 6.6.1 For a Council seat for a representative under Bylaw 6.2.6, a vacancy is not deemed to occur until the individual holding the Council seat:
 - a. resigns from Council, or
 - b. has ceased to be a member of the constituency for longer than 4 months and 1 week, or
 - c. has ceased to be an academic staff member for longer than 4 months and 1 week.
 - 6.6.2 The amendments to Bylaw 6.6 ratified by the Association membership on

September 30, 2016 are effective retroactive to June 15, 2016.

- 6.6.3 For clarity, 6.6.1.b and 6.6.1.c do not permit an individual who is not a member of the constituency group, or who is not an academic staff member, to participate on Council during the period during which they are not a member of the constituency group, or not an academic staff member.
- 6.7 Council representatives are elected by the general membership by the procedure laid out in 10.4.
- 6.8 *Vacant*
- 6.9 Council has the authority to establish the procedure for conducting elections except to the extent that this procedure is specified in 10.4. A general election shall be held by April 30 of each year for the term of office to commence the following July 1.
- 6.10 Voting at Council shall be by show of hands unless or except when:
 - 6.11.1 [erratum: to be renumbered to 6.10.1] Ordered by the President, or
 - 6.11.2 [erratum: to be renumbered to 6.10.2] Five members, at least twenty-four (24) hours prior to a vote, request a secret ballot, or
 - 6.11.3 [erratum: to be renumbered to 6.10.3] Notice of intention to vote by ballot is circulated with the agenda, in which case voting shall be by secret ballot.
 - 6.11.4 [erratum: to be renumbered to 6.10.4] Elections of members of the Executive Committee shall be by secret ballot.
- 6.11 Council may at its discretion use any form of communication to advance its business or the business of the Association generally.
- 6.12 Voting at Council shall be by simple majority of those present and voting. In the case of a tie vote, the Chair of the Council may cast a deciding vote.
- 6.13 Proxy voting is not permitted.
- 6.14 No remuneration shall be paid to members of Council for service as a member of Council.
- 6.15 Council may, at its discretion, authorize the services of a person to act as Parliamentarian during any meeting of Council, Executive Committee, general meetings, or meetings of other committees. The Parliamentarian shall act in an advisory role to assist in the orderly conduct of the Association's business, and shall have no vote.

Article 7 – *Executive Committee*

- 7.1 The Executive Committee shall consist of the Officers and the Directors of the Association.
- 7.2 Subject to these bylaws and any resolutions properly enacted, amended or repealed, the Executive Committee shall have such powers and duties as may be assigned by Council, including responsibility
- 7.2.1 To direct the affairs of the Association between meetings of the Council and to act on resolutions of Council;
- 7.2.2 To act as liaison between the Association and individuals or other bodies such as the Board of Governors, the University President and Vice Presidents, the Government of the Province of Alberta, and other provincial and national organizations sharing the same general objectives as the Association; and,
- 7.2.3 To recommend resolutions to the Council.
- 7.3 The Officers of the Association shall be the President, the Vice President and the Treasurer.
- 7.3.1 The President, Vice President, and Treasurer shall not concurrently be representatives of any constituency of members.
- 7.4 The Directors shall be drawn from among the representatives on Council as follows:
- 7.4.1 Each Chair of the constituency committee of the constituency groups defined in 6.2.3-8 and 6.2.10 and elected by the procedure laid out in 10.4.3.1, (excluding academic faculty members).
- 7.4.2 The chairs of other committees determined by Council, who shall be drawn from members of Council by the procedure laid out in 10.4.3.2.
- 7.4.3 Three (3) members of Council who shall be drawn from the representatives elected from the academic faculty members as defined in 6.2.2.
- 7.4.4 A Director may delegate another member of Council to act in his or her stead as Director on the Executive Committee.
- 7.5 The Officers and Directors shall hold office for a term of one (1) year commencing July 1.
- 7.6 All nominations and elections shall be made in accordance with the nominating procedures specified in Article 10.

- 7.7 If a vacancy occurs for a position as Officer during the course of a year, the Nominating Committee shall arrange the election for the replacement by the procedure set out in in 10.4.2.
- 7.8 If a vacancy occurs for a position as Director during the course of a year, the Nominating Committee may nominate a member of Council to fill the position or serve for the unexpired portion of the year, which nomination is subject to approval of Council.

7.8.1 A vacancy shall be deemed to occur if a Director:

- a. under 7.4.1 ceases to be a member of the constituency or resigns as Director;
- b. under 7.4.2 ceases to be the chair of the committee determined by Council;
- c. under 7.4.3 ceases to be an academic faculty member as defined in 6.2.2 or resigns as Director;
- d. resigns from Council,
- e. ceases to be an academic staff member; or
- f. a Director's position remains unfilled because there were not sufficient numbers of representatives elected to Council to meet Bylaw 7.4.1 and 7.4.3 or because there were insufficient nominations from the representatives elected by those constituency groups under 7.4.1, and from the representatives elected by the academic faculty members under 7.4.3.

7.8.2 In the case of a vacancy:

- 7.8.2.1 the Nominating Committee shall follow the process set out in 10.4.3 with necessary modifications;
- 7.8.2.2 for clarity, the Nominating Committee shall not include a name of an individual on a slate for approval as a Director
 - a. under 7.4.1 if that individual is not qualified to be a Director under 7.4.1;
 - b. under 7.4.2 if that individual is not qualified to be a Director under 7.4.2; or
 - c. under 7.4.3 if that individual is not qualified to be a Director under

7.4.3;

7.8.2.3 the Nominating Committee must present a slate for the vacant position to Council no later than 1 month before the start of voting for a general election.

- 7.9 An Officer or Director may be removed from office, for suitable cause, by a two thirds (2/3) vote of Council operating under its normal quorum by a process established by Council. Such removal constitutes a vacancy in terms of 7.7 and 7.8.

Article 8 – *Duties of Officers, Directors and Executive Director*

8.1 The President of the Association shall:

8.1.1 call and preside over all meetings of the Association and of the Council,

8.1.2 serve ex officio on all committees of the Association,

8.1.3 serve as chief executive officer of the Association,

8.1.4 serve as liaison between the Association and University authorities concerning such matters as academic welfare, the negotiation of salaries and economic benefits, and the negotiation of agreements,

8.1.5 serve as liaison between the Association and such external bodies as the Confederation of Alberta Faculty Associations and the Canadian Association of University Teachers, and

8.1.7 exercise general supervisory authority over the staff of the Association, including general determination of duties and priorities, assessment of performance, and determination of increment. This authority shall be exercised directly over the Executive Director and indirectly (or as further delegated) over other staff, through the office of the Executive Director.

8.1.8 The President may, with the approval of the Council, delegate any of these functions (except 8.1.7).

8.2 The Vice President shall:

8.2.1 serve in the capacity of the President when the President is absent or otherwise unable to fulfill the duties of office,

8.2.2 assist the President in the duties of the President,

8.2.3 perform such other duties as may from time to time be assigned by the Council or

the President.

8.3 The Treasurer shall:

8.3.1 keep an accurate record of the financial accounts of the Association,

8.3.2 prepare an annual budget for the next fiscal year for submission to the Council, and

8.3.3 perform other such duties as may from time to time be assigned by the Council or President.

8.4 Directors shall have such duties as may be assigned from time to time by the Council or by the President.

8.5 The Executive Director employed by the Association shall be the chief administrative officer of the Association.

8.5.1 The Executive Director shall be subject to the direct supervision of the President, who will carry out an annual evaluation of the Executive Director's performance in the manner the President deems appropriate.

8.5.2 The Executive Director's duties, remuneration and terms of service shall take the form of a written contract between the Executive Director and the Association.

8.5.3 The Executive Director shall be an ex-officio non-voting member of meetings of the Council and of the Executive Committee.

8.5.4 In addition to any of the duties provided above, the Executive Director (or delegate) shall:

8.5.4.1 attend all meetings of the Association,

8.5.4.2 conduct correspondence on behalf of the Association,

8.5.4.3 subject to the authority of the President, represent the Association,

8.5.4.4 be responsible for the operation of the Association office, including all financial and personnel matters; and

8.5.4.5 carry out all duties assigned by the President, the Council, or the Executive Committee.

Article 9 – *Indemnification*

- 9.1 A member of the Council, Executive Committee, or any committee created by the Association, is not personally liable for anything done by the Association, its committees or its employees, or for anything done by the member in good faith in the purported exercise of the member’s powers, duties and functions under these bylaws.

Article 10 – *Nominating Committee*

- 10.1 All positions on Council shall be filled by election by the general membership.
- 10.2 Council shall annually elect from amongst the Council members a Nominating Committee.
- 10.3 The Nominating Committee shall be composed of a maximum of four individuals—three members of Council and the immediate Past President, who shall serve as non-voting Chair. In the event that the immediate Past President is unable or unwilling to serve, the Council shall elect a non-voting Chair from amongst the Council members.
- 10.4 The Nominating Committee shall:
- 10.4.1 In the case of elections to Council and to positions as Members at Large:
- 10.4.1.1 No sooner than 4 weeks before the start of voting for a general election, the Nominating Committee shall advertise elections for Council seats to the general membership and invite nominations for candidates.
- 10.4.1.2 An eligible nomination form shall:
- a. be in writing, and
 - b. include the written consent of the nominee.
- 10.4.1.3 No later than 2 weeks before the start of voting for a general election, the Nominating Committee shall advertise the list of eligible nominees received to date and invite further nominations.
- 10.4.1.4 The Nominating Committee shall not accept any nominations for candidates after noon 7 days before the start of voting for a general election.
- 10.4.1.5 A by-election is triggered for seats on Council or as Members at Large when:

- a. for a Council seat, after a general election, the number of elected representatives for each constituency group, or each Faculty within the academic faculty, is less than the available number of seats,
 - b. for a Member at Large seat, after a general election, the number of elected representatives is less than the available number of seats, or
 - c. there is a vacancy under Bylaw 6.6.
 - 10.4.1.6 If a by-election is triggered under Bylaw 10.4.1.5.a or 10.4.1.5.b:
 - a. the by-election shall be between September 1st and November 30th.
 - b. Seats unfilled after this by-election shall remain unfilled until the next general election.
 - 10.4.1.7 A by-election triggered under 10.4.1.5.c must be held no later than 3 months before the start of voting for a general election.
 - 10.4.1.8 By-elections for Council or Member at Large seats follow the rules for general elections with necessary modifications.
- 10.4.2 In the case of elections for Officers of the Association (the President, the Vice President and the Treasurer):
- 10.4.2.1 No sooner than 4 weeks before the start of voting for a general election, the Nominating Committee shall advertise elections for Officers of the Association (the President, the Vice President and the Treasurer) to the general membership and invite nominations for candidates.
 - 10.4.2.2 An eligible nomination form shall:
 - a. be in writing, and
 - b. include the written consent of the nominee.
 - 10.4.2.3 No later than 2 weeks before the start of voting for the election referenced in 10.4.2, the Nominating Committee shall advertise the list of eligible nominees received to date and invite further nominations.
 - 10.4.2.4 The Nominating Committee shall not accept any nominations for candidates after noon 7 days before the start of voting for the election referenced in 10.4.2.
 - 10.4.2.5 A by-election for Officers is triggered when:

- a. at the election of Officers during a general election, there is no candidate for a given Officer position, or
 - b. there is a vacancy under Bylaw 7.7.
 - 10.4.2.6 A by-election triggered under 10.4.2.5 must be held no later than 3 months before the start of voting for a general election.
 - 10.4.2.7 By-elections follow the rules for elections with necessary modifications
- 10.4.3 Present to Council, no later than Council's June session, for approval by vote a slate of candidates for Directors, consisting of:
 - 10.4.3.1 The names of chairs of constituency committees as defined in 7.4.1 and elected by those constituency groups from their representatives on Council;
 - 10.4.3.2 Nominations for the chairs of other committees as defined in 7.4.2, who shall be drawn from among members of Council;
 - 10.4.3.3 Nominations for three (3) representatives elected by the academic faculty members of Council from amongst themselves;
 - 10.4.3.4 Nominations for candidates for Directors under 10.4.3.2 and 10.4.3.3 shall follow this process:
 - 10.4.3.4.1 No later than 14 days before the Nominating Committee presents a slate for approval for Directors, the Nominating Committee shall advertise positions for Directors to members of Council and invite nominations.
 - 10.4.3.4.2 An eligible nomination form shall:
 - a. be submitted only by a member of Council;
 - b. be in writing; and
 - c. include the written consent of the nominee.
 - 10.4.3.4.3 The Nominating Committee shall not accept any nominations for candidates under 10.4.3.2 or 10.4.3.3 after noon 7 days before the Nominating Committee presents a slate for approval for Directors.
- 10.5 The procedures by which elections are to be conducted shall be determined by the Council and communicated to the members of the Association.

Article 11 – *Amendment of Bylaws*

- 11.1 The bylaws of the Association may be amended by a resolution passed by a majority of not less than two thirds (2/3) of the members who vote on the resolution. Members must receive a minimum of thirty (30) calendar days' notice before voting.
- 11.2 The bylaws shall be reviewed periodically according to policy established by Council.

Article 12 – *Collective Agreements and Representation of Members*

- 12.1 The Association shall be the sole negotiating agent for its members regarding salaries, benefits, and terms and conditions of employment.
- 12.2 Each member shall be bound by any collective agreement entered into by the Association on behalf of the member.
- 12.3 Any resolution for ratification of a collective agreement (between the Board of Governors and the members of the Association) with respect to the conditions of employment shall be effective only after approval by a simple majority of the members voting on the resolution in a ballot of all members whose contract is governed by the agreement.
- 12.4 The Officers shall determine the method of balloting to be used in ratification of a collective agreement.
- 12.5 Duty of Fair Representation.
 - 12.5.1 The Association has a duty to represent a member when a member alleges he or she has been treated in contravention of the collective agreement. The role of the Association is governed by the duty of fair representation. The duty of fair representation is defined as the responsibility to act in a manner that is neither arbitrary, discriminatory, nor in bad faith. Representation shall not be capricious or superficial, and shall be based on full investigation. The member shall be informed of actions and reasons for actions.
 - 12.5.2 The Association may exercise its duty according to policies and procedures that have been duly adopted by the Association.
 - 12.5.3 The Association is not liable to a member for financial loss to the member if:
 - 12.5.3.1 the Association acted in good faith in representing the member, or
 - 12.5.3.2 the loss was the result of the member's own conduct.

Article 13 – *Financial Arrangements*

- 13.1 In carrying out its purposes, the Association may borrow, or raise or secure payment of money in such matters as it thinks fit, 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 such debentures be issued without the sanction of a resolution passed by a majority of not fewer than two thirds (2/3) of the members who vote on the resolution.
- 13.2 The Association may acquire and dispose of real property. All resolutions dealing with the acquisition and disposal of property shall be approved by a majority of not less than two thirds (2/3) of the members who vote on the resolution.
- 13.3 Formulas for determining and amending dues payable by members shall be approved by a resolution of Council.
- 13.4 The books, accounts and records of the Association shall be audited once a year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Treasurer to the Council.
- 13.5 The Council shall adopt a seal which shall be the common seal of the Association. The common seal of the Association shall be under the control of the President who shall determine responsibility for its custody and use from time to time.
- 13.6 The financial year of the Association shall be from July 1 to June 30.

Article 14 – *Books and Records*

- 14.1 The Executive Committee 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.
- 14.2 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 Committee, or be destroyed according to a records management plan.
- 14.3 The books, records and minutes of the Association, of the Council, and of the Executive Committee may be inspected by any member. Such examination may be made in the Association Office during normal office hours at a time that may reasonably be arranged following notice to the President.

Article 15 – *Wind-Up and Dissolution*

- 15.1 In the event the Association is wound up or dissolved in the course of its ordinary

business, all of its assets, after payment of its liabilities, shall be distributed in one or more of the following ways:

- 15.1.1 disposition of the assets equally to those who have been members of the Association for not less than a cumulative period of twelve months.
 - 15.1.2 assignment of the assets to a successor academic staff association.
 - 15.1.3 deed of trust to a person or corporation as designated by the members at a duly convened meeting of the full membership to be held on terms approved by Council.
- 15.2 The voluntary windup or the dissolution of the Association shall be submitted to the members in the form of a resolution. Resolutions for disposal of assets should be considered with clause 12.2 (acquisition and disposal of property).
 - 15.3 Such a resolution to windup or dissolve the Association shall require a two thirds (2/3) majority.
 - 15.4 In the event of the Association's involuntary impending windup or dissolution as a result of legislative change, the Officers of the Association shall be specially empowered to convene an emergency general meeting upon 48 hours notice. The quorum requirement shall be twenty (20) members. At this meeting, the Officers shall put forward to the membership the evidence prompting their action in calling such an extraordinary general meeting for the purposes of dissolving the Association, extinguishing its liabilities and distributing its assets.
 - 15.5 The Officers may recommend distribution of assets as set out in 15.1.1 or 15.1.2 or 15.1.3 above, or by another formula should that seem more appropriate.
 - 15.6 In discharging its liabilities, the Association shall give priority to obligations to its employees.