



## **Bylaws of the Association**

*(current as of November 29, 2023)*

### ***Preamble***

The Association and its members recognize that they work on Treaty 6 territory, the traditional lands of the Cree, Saulteaux, Blackfoot, Métis, Dene, and Nakota Sioux.

The Association is a member-driven democratic organization that aspires, in all of its work, activities, and decision-making, to maximizing the full participation and engagement of and communication with all of its members and overcoming historical and structural inequities relating to gender identity, sexuality, ability, age, racial, ethnic or religious identity, and family status.

## **TABLE OF CONTENTS**

Definitions	3-4
Article 1 — Statutory Corporation & Bargaining Agency	4-5
Article 2 — Name	5
Article 3 — Objects	5
Article 4 — Membership & Membership Rights and Obligations	5-9
Article 5 — General Meetings	9-12
Article 6 — Council	12-18
Article 7 — Executive	18-25
Article 8 — Officers & Their Duties	25-28
Article 9 — Directors & Constituent Assemblies	28-31
Article 10 — Executive Director	31-33
Article 11 — Standing Committees	33-34
Article 12 — Governance Committee	34
Article 13 — Finance Committee	34
Article 14 — Equity & Diversity Committee	35
Article 15 — Academic Affairs Committee	35
Article 16 — Personnel Committee	35-36
Article 17 — Grievances Committee	36
Article 18 — <i>Ad Hoc</i> Committees	36-37
Article 19 — Caucuses	37
Article 20 — Former Members	37-38
Article 21 — Board of Governors Representative	38-39
Article 22 — Bargaining	39-40
Article 23 — Enforcement of the Collective Agreement & Grievances	40-41
Article 24 — Elections	41-46
Article 25 — By-Elections	46-48
Article 26 — Trials and Charges Process	48-57
Article 27 — Interpretation of these Bylaws	57-58
Article 28 — Amendment of these Bylaws	58-59
Article 29 — Indemnification	59-60
Article 30 — Records and Business Affairs	60-61
Article 31 — Dissolution	61-62

## **DEFINITIONS**

**Academic Year** means the year beginning July 1st and ending June 30th.

**Association** means the Association of Academic Staff University of Alberta whose Registered Trade Name is “AASUA”.

**Bylaws** means these Bylaws made in accordance with the *Post-secondary Learning Act*, s 86(2).

**Caucus** means an *ad hoc* group of Members formally working together to support one or another aspect of the Association's work in advancing and protecting Members' collective interests.

**Collective Agreement** means the applicable collective agreement between the Association and the Employer.

**Constituency Group** means Members employed by the Employer in one of the following groups: the Academic Faculty; the Academic Librarians; the Academic Teaching Staff; the Administrative and Professional Officer; the Faculty Service Officer; the Temporary Librarian, Administrative and Professional Officer; and the Trust/Research Academic Staff.

**Constituency Assembly** means a meeting open to all Constituency Group Members at which they may pass resolutions on behalf of the Constituency Group.

**Constituency Group Member** means a Member of a particular Constituency Group.

**Council** means the collective body of the elected representatives of the Association's Constituency Groups, the Officers, the Directors, and the Executive Director of the Association serving as an *ex officio* member, that has the powers and responsibilities as set out in these Bylaws.

**Day** means a calendar day.

**Directors** means the persons elected from among each Constituency Group's Councillors to sit on Executive.

**Employer** means the Board of Governors of the University of Alberta.

**Executive** means the Officers and Directors of the Association.

**Executive Portfolio** means the area of responsibility assigned to a Director of the Association.

**Former Member** means a former member of the Association whose employment as an academic staff member at the University of Alberta by the Board of Governors has ended for any reason, and who may register with the Association as a Former Member under Article 20.

**General Meeting** means a meeting open to all Members in Good Standing of the Association at which Members may pass resolutions on business allowed to be conducted at General Meetings pursuant to these Bylaws.

**Member** means “academic staff members” as defined in Article 4.

**Member in Good Standing** means a Member whose membership rights have not been suspended or restricted as a result of a conviction under the Article 26 Trials & Charges Process.

**Member Not in Good Standing** means a Member whose membership rights have been suspended or restricted as a result of a conviction under the Article 26 Trials & Charges Process.

**Membership** refers to all Members of the Association *in toto*.

**Officers** means the President, Vice-President, Treasurer, and Equity Officer.

**Speaker** is the person elected by Council under Article 6.8.1.

## Article 1 — Statutory Corporation & Bargaining Agency

1.1 The Association of Academic Staff of the University of Alberta (the “Association”) is a statutory corporation consisting of academic staff employed by the University of Alberta. The Association was incorporated under the *Universities Act* (1980) and continued under the *Post-Secondary Learning Act* (2003). The Association is deemed to be a trade union for the purposes of acting as bargaining agent for the University of Alberta’s academic staff members, and is statutorily designated as the bargaining agent for the academic staff of the University of Alberta, and has exclusive authority to bargain collectively on behalf of the academic staff and to bind them by a Collective Agreement, pursuant to the *Labour Relations Code*.

- 1.2 The business and affairs of the Association shall be managed by the Executive, the members of which shall be elected by the Members of the Association.
- 1.3 If there is an inconsistency between the *Post-secondary Learning Act*, the *Labour Relations Code*, or any other Alberta legislation, and a resolution, regulation, bylaw, rule, policy or other instrument made under the *Post-secondary Learning Act*, including these Bylaws and any policy made hereunder, the instrument is of no effect to the extent of the inconsistency with the legislation.

## **Article 2 — Name**

- 2.1 The name of the Association is the Association of the Academic Staff of the University of Alberta, and it may do business under the Registered Trade Name “AASUA.”

## **Article 3 — Objects**

- 3.1 The objects of the Association are:
- 3.1.1 To advance and protect the collective and individual interests of its Members as academic staff at the University of Alberta;
  - 3.1.2 To negotiate, as the exclusive bargaining agent of Members of the Association, a Collective Agreement with the Employer establishing the terms and conditions of employment for each of the Association’s Constituency Groups, and to administer such Collective Agreement;
  - 3.1.3 To act as the representative of Association Members when there is a dispute between a Member or group of Members and the Employer with respect to their rights under the Collective Agreement; and
  - 3.1.4 To advance and protect the principles, tenets, and practices of academic freedom in all its facets, and its Members’ exercises thereof.

## **Article 4 — Membership & Membership Rights and Obligations**

- 4.1 The Association of Academic Staff of the University of Alberta consists of the academic staff members of the University of Alberta. Academic staff member means an employee of the Board of Governors of the University of Alberta who, as a member of a category of employees or individually, is designated as an academic

staff member in accordance with the *Post-Secondary Learning Act*, or who the Alberta Labour Relations Board (“ALRB”) has decided is an academic staff member pursuant to the *Labour Relations Code*. Only academic staff employed by the Board of Governors of the University of Alberta (the “Employer”) are Members of the Association.

- 4.2 For clarity, a person ceases to be a Member in the Association when the person’s employment as an academic staff member by the Employer ends for any reason, including but not limited to: termination/dismissal, resignation (including retirement), expiry, de-designation, ALRB decision.
- 4.2.1 A Former Member registered under Article 20 is not a Member in the Association.
- 4.2.2 A Former Member employed by the Employer in any capacity other than as academic staff, including as an “Academic Administrator”, is not a Member in the Association.
- 4.2.3 A non-active academic staff employee of the Employer is still an employee of the Employer and thus remains a Member of the Association, including those on paid or unpaid leaves of absence, and secondments.
- 4.2.4 A Former Member whose employment was terminated by the Employer, and on whose behalf the Association is grieving the termination as unjust, shall regain their Membership in the Association if and when reinstated to academic staff employment through grievance arbitration, grievance settlement, or otherwise.
- 4.2.5 A Former Member whose employment was terminated by the Employer, and whose termination is the subject of an unfair labour practices complaint under the *Labour Relations Code*, shall regain their Membership in the Association if and when reinstated to academic staff employment by the ALRB, through complaint settlement, or otherwise.
- 4.2.6 A Former Member who has been de-designated by the Employer under *Post-secondary Learning Act*, s 60(2) shall regain their Membership in the Association if and when the ALRB decides they are academic staff under *Labour Relations Code*, s 58.6, or if and when the Employer re-designates them as academic staff under *Post-secondary Learning Act*, s 60(2).

- 4.3 A Member who is concomitantly employed by the Employer in a managerial capacity, including as an “Academic Administrator”, or who concomitantly acts for the Employer in a governance capacity, including the Board of Governors Representative under Article 21, is in a conflict of interest with the Association. As such, those Members shall not participate in the internal business of the Association while so engaged by the Employer, including but not limited to attendance at, or participation in, any meetings of the Association.
- 4.4 Subject to penalties affecting participatory rights arising out of the Article 26 Trials & Charges Process and Article 4.3, Members shall have all of the rights and obligations accorded to Members of the Association as contained in these Bylaws, including but not limited to:
- 4.4.1 Vote for:
- 4.4.1.1 all Officers,
- 4.4.1.2 Directors, and
- 4.4.1.3 Councillors.
- 4.4.2 Vote:
- 4.4.2.1 on any resolutions on business allowed to be conducted at General Meetings pursuant to these Bylaws,
- 4.4.2.2 on any referendum of the Membership,
- 4.4.2.3 to ratify the Collective Agreement, and
- 4.4.2.4 to approve bargaining priorities for the Constituency to which they belong at a duly constituted Constituency Assembly.
- 4.4.3 Be nominated for, elected to, and hold any elected position of the Association subject to any specific eligibility requirements laid out in these Bylaws;
- 4.4.4 Serve on any committee of the Association subject to any specific eligibility requirements laid out in these Bylaws or otherwise established by Council or the Membership;

- 4.4.5 Attend and speak at all General Meetings;
  - 4.4.6 Attend all meetings of Council except where Council has decided to meet *in camera*;
  - 4.4.7 Receive all Membership correspondence prepared by the Association;
  - 4.4.8 Receive such benefits and discounts as may be arranged by the Association on behalf of Members;
  - 4.4.9 Enjoy such other rights as these Bylaws or amendments to these bylaws may confer.
  - 4.4.10 A minimum of 20 Members in Good Standing may propose a specific resolution to be added to a Council agenda. Those Members shall elect a spokesperson from amongst them who shall appear at the next Council meeting to present the specific resolution to Council in accordance with 6.1.20.
- 4.5 Members have the obligation to pay union dues and membership fees to the Association as prescribed by Council. Such payments may be made directly, or through deduction and remittance by the Employer if a Collective Agreement so provides.
- 4.5.1 Members who do not pay the required union dues and membership fees to the Association that are uniformly required to be paid by all Members shall, after having been notified in writing and given a reasonable time to pay them (including arrears), have all of their participatory rights as a Member in the Association suspended until such time as they pay the Association outstanding dues. The penalty under this 4.7.1 shall be imposed by the Executive through a resolution passed by simple majority, and the Article 26 Trials & Charges Procedure is not applicable.
- 4.6 In order to be elected as an Officer, a Director and/or a Councillor, the candidate must be a Member in good standing of the Association.
- 4.7 A Member elected as an Officer or a Director is concomitantly an employee of the Association commencing the day they take office. The Officer/Director's employment is fixed-term, and generally expires upon the expiry of their Association office. An Officer/Director who is convicted of an offence under the Article 26

Trials & Charges Process, and whose assessed penalty is removal from office in the Association is concomitantly terminated from employment by the Association with just cause effective the date they are removed from office.

- 4.8 An elected Officer, Director and/or Councillor whose employment by the Employer as an academic staff member ends for any reason will, subject to these Bylaws and to no conflict of interest arising, continue to hold their Association office notwithstanding that they are no longer Members of the Association. Unless they are removed from office in accordance with these Bylaws, the Former Member may hold their office, and exercise such rights as are necessary to effectively do so, for the remainder of their term in office.
- 4.9 Notwithstanding any contrary provision of these Bylaws, Members in the phased post-retirement period of their employment by the Employer shall be considered as Members belonging to their originating Constituency Group prior to the commencement of their phased retirement period of employment for the purposes of these Bylaws.

## **Article 5 — General Meetings**

### 5.1 Annual General Meeting

- 5.1.1 The Association shall hold an Annual General Meeting in the Fall of each year.
- 5.1.1.1 The Association shall provide Members with at least 30 days' notice of the time and place of the Annual General Meeting.
- 5.1.1.2 The annual report of the Association's activities shall be provided to Members at least one week before the date of the meeting.
- 5.1.1.3 The agenda for the Annual General Meeting shall include:
- 5.1.1.3.1 A written report by the President,
- 5.1.1.3.2 A written report by the Treasurer,
- 5.1.1.3.3 A written report by the Equity Officer,

- 5.1.1.3.4 A written report from the Executive Director,
- 5.1.1.3.5 A written report from the Chair of the Grievances Committee as required by Article 7.6.5,
- 5.1.1.3.6 A motion from the Finance Committee recommending an auditor,
- 5.1.1.3.7 Any other item specified by Executive,
- 5.1.1.3.8 Any other item specified by order of Council, and
- 5.1.1.3.9 Members may not propose specific resolutions for consideration or adoption by the Association at an Annual General Meeting.

## 5.2 Other General Meetings

- 5.2.1 In most cases, Members shall receive 30 days' notice of any other General Meeting.
  - 5.2.1.1 Where in the opinion of the Executive the matters to be discussed at the meeting must be concluded in less than 30 days, notice for a General Meeting may be as little as 48 hours.

## 5.3 Protocols for General Meetings

- 5.3.1 General Meetings of the Association are for Members in Good Standing only.
  - 5.3.1.1 Employees and/or contractors of the Association, Members Not in Good Standing, and guests may attend at the invitation of the President.
- 5.3.2 The quorum for General Meetings is one hundred members.
  - 5.3.2.1 When matters pertaining to collective bargaining are on the agenda only Members may constitute the quorum.

- 5.3.3 If and when quorum is not present, no votes on business may be conducted at the meeting, and it shall be the duty of Council, in relation to any matter that was to be put to a vote at the General Meeting, either to:
    - 5.3.3.1 Decide any such matter at the next meeting of Council, or
    - 5.3.3.2 Order electronic balloting of the Membership in regard to any resolution scheduled for consideration at the meeting.
  - 5.3.4 General Meetings of the Association shall consider *Robert's Rules of Order Newly Revised* (most recent edition) as a reference and guide concerning questions of procedure. There shall be no *in camera* General Meetings.
  - 5.3.5 The Speaker, or their designate, presides over all General Meetings and election forums held during the Speaker's term.
  - 5.3.6 At the discretion of the President, annual or other General Meetings may be conducted through the use of any means of communication, such as electronic meetings, by which Members participating may simultaneously hear each other during the meeting. A Member who participates electronically under this Bylaw is deemed to be present at the said meeting. Voting under this Article 5.3.6 may be held by voice or by electronic means.
  - 5.3.7 At the discretion of the Speaker, voting shall be by show of hands or by secret ballot. Voting may be cast in-person, or other than in-person, including by mail-in ballot, electronically (i.e. during virtual meetings) or by any other reliable method set out in the policies (which method shall address practicality, economy, and the right of all Members to vote). Proxy voting by Members shall not be permitted at any Association meeting or on any matter put to a vote of the Membership by any means.
  - 5.3.8 Members may not propose specific resolutions for consideration or adoption by the Association at any General Meeting.
- 5.4 Minutes of General Meetings
- 5.4.1 Members shall approve the minutes of a General Meeting at the next General Meeting.

5.4.1.1 The Association shall provide Members with the unapproved minutes of the meeting when Members receive formal notice of the next General Meeting.

5.5 Protection of Privacy in General Meetings

5.5.1 There shall be no discussions during General Meetings, including the Annual General Meeting, that would disclose “personal information” or “personal employee information” as defined in the *Personal Information Protection Act*, of any person including Members or employees of the Association.

**Article 6 — Council**

6.1 The Members of the Association shall elect a Council with the following responsibilities and authorities:

- 6.1.1 To establish the policies and procedures of the Association;
- 6.1.2 To make recommendations to the Association’s Executive on any matter affecting the collective interests of the Members;
- 6.1.3 To receive recommendations from the Association’s Executive, committees, and caucuses on action to be taken to advance and protect the collective interests of Members;
- 6.1.4 To prescribe union dues and membership fees to be paid by Members, and dues or fees for registration of Former Members;
- 6.1.5 To approve the Association’s budget;
- 6.1.6 To assign tasks to the Officers and Directors;
- 6.1.7 To cause the Association to hire the Executive Director;
- 6.1.8 To approve the size and structure of the Association’s Reserve Fund;
- 6.1.9 To approve and revise the terms of reference for the standing committees of the Association except as they are stated in these Bylaws;
- 6.1.10 To elect three of its Members to serve on the Governance Committee;

- 6.1.11 To elect three of its Members to serve on the Finance Committee;
- 6.1.12 To require that the President call a meeting of Council within twenty-one days of seven councillors providing the President with a written request for such a meeting;
- 6.1.13 To set the date of the Annual General Meeting on the recommendation of the Executive;
- 6.1.14 To direct the President to call a General Meeting;
- 6.1.15 To approve the Members of negotiating teams;
- 6.1.16 To approve the Association's bargaining priorities;
- 6.1.17 To appoint an Electoral Officer and Deputy Electoral Officer for one year terms on their nomination by the Executive;
- 6.1.18 To set policies and procedures from time to time regarding campaigns and elections for Councillors, Officers, and Directors, including, but not limited to, the term of campaigns, the process of nomination, and campaign spending limits; and
- 6.1.19 Alleged breach of election rules by a candidate and others shall be dealt with under Article 24.1.4 and 24.7.
- 6.1.20 To debate any specific resolution brought to Council by the spokesperson on behalf of a minimum of 20 Members under 4.4.10.
  - 6.1.20.1 Council may refer the specific resolution to any committees whose mandate includes the subject matter of the specific resolution, which committees shall report back to Council with their thoughts and recommendations.
  - 6.1.20.2 Once Council is satisfied that it has fully informed itself of the specific resolution presented by the Spokesperson, which may take several Council meetings, Council shall decide the appropriate course of action, which may be to:
    - 6.1.20.2.1 Take no further action; or

- 6.1.20.2.2 Make recommendations to Executive.
- 6.1.20.3 Executive shall decide what to do, if anything, in relation to the specific resolution, and Council's recommendations with respect to it.
- 6.2 The Council shall consist of:
  - 6.2.1 The Officers
  - 6.2.2 The Directors
  - 6.2.3 Councillors elected from and by each of the Constituency Groups, and
  - 6.2.4 The Executive Director as an *ex officio*, non-voting member.
- 6.3 The total number of Members sitting on Council excluding the Officers and Executive Director shall not exceed seventy.
  - 6.3.1 No Officer may simultaneously hold a seat on Council representing a Faculty or Constituency Group.
- 6.4 The term of office for a Councillor is three years.
- 6.5 The number of Councillor seats allocated to each of the Association's Constituency Groups proportionally shall be based on the total Member distribution by Constituency Group within the Association.
  - 6.5.1 Each Constituency Group shall have a minimum of two Council seats.
  - 6.5.2 Council shall review this allocation every three years and pass a resolution adjusting the allocation as necessary.
- 6.6 Constituency Groups have the authority to determine whether their representatives to Council are to be elected by the Constituency Group as a whole or according to subdivisions of the Constituency Group.
  - 6.6.1 Constituency Groups determine the policy for any subdivisions at a Constituency Assembly.

- 6.6.1.1 Where a Constituency Group chooses to elect its representatives to Council according to subdivisions of the Constituency Group, the subdivisions shall reflect the diversity of employee type and various units of the University within which Constituency Group Members are housed.
- 6.6.1.2 The number of Council seats allocated to a Constituency Group subdivision shall be proportional to the size of the subdivision within the Constituency Group as a whole.
- 6.6.1.3 There shall be a minimum of one seat for an Academic Faculty Councillor from each faculty of the University.
- 6.6.1.4 Where allocated seats remain unfilled after the first by-election held under 25.2, then Constituency Groups may reallocate those unfilled seats for the remaining term.
- 6.6.1.5 Any policy for sub-divisions within a Constituency Group must be approved by a simple majority of votes cast from all Members of that Constituency Group.
- 6.6.1.6 Constituency Groups shall review this policy every three years in conjunction with Council's triennial review of the distribution of the number of Council seats allocated to Constituency Groups.

6.7 Alternate Councillors

- 6.7.1 Each Constituency Group shall have the opportunity to elect alternate Councillors who may attend Council meetings on behalf of Councillors unable to attend a meeting with full voting and speaking privileges.
- 6.7.2 Alternate Councillors are elected for one-year terms in the annual elections.
- 6.7.3 Each Constituency Group may elect a maximum number of six alternate Councillors.

6.7.4 Councillors have the discretion to determine which alternate Councillor from their Constituency Group may attend in their place when they are unable to attend a meeting of Council.

6.8 Speaker

6.8.1 By June 30<sup>th</sup>, the Council shall annually elect a Speaker to preside impartially over Council meetings and enforce the rules of order at meetings of Council.

6.8.1.1 The Speaker need not be a Member of the Association.

6.8.1.2 Where the Speaker is a Councillor, for the Councillor's term as Speaker an alternate Councillor from the Speaker's Constituency Group shall serve as a Councillor for the Constituency Group.

6.8.1.3 The Speaker does not speak for or against motions of Council.

6.8.1.4 The Speaker does not vote on motions of Council.

6.8.1.5 The Speaker also presides over all General Meetings and election forums during their term.

6.8.1.6 A designate or Deputy Speaker will be selected as needed according to policy set by Council.

6.8.1.7 Removal of the Speaker who is a Member shall be dealt with under Article 26. Removal of an appointed Speaker who is not a Member (party external to the Association) may be effected by Council, subject to any contractual terms.

6.9 Meetings of Council

6.9.1 Council shall meet a minimum of four times each academic year.

6.9.2 Council may adopt or amend the agenda of its meetings as prepared by the President.

- 6.9.3 Quorum for meetings of the Council is one-third of the membership of Council including the Officers and Directors.
- 6.9.4 Employees of the Association other than the Executive Director may attend meetings of Council at the invitation of the President, with voice only at the discretion of Council. For clarity, the Executive Director is an *ex officio* non-voting member of Council and may attend meetings of Council without the invitation of the President, with voice at the discretion of the Speaker.
- 6.9.5 All Members of the Association may attend meetings of Council without vote and with voice only at the discretion of Council except where Council is meeting *in camera*.
- 6.9.6 The President may invite guests to attend meetings of Council.
- 6.9.7 All motions and votes in Council are carried by a simple majority of votes cast except where these Bylaws, policies and procedures, or meeting rules of order state otherwise.
- 6.9.8 Meetings of Council shall consider *Robert's Rules of Order Newly Revised* (most recent edition) as a reference and guide concerning questions of procedure.
- 6.10 Council may choose to sit *in camera* upon a majority vote of councillors present and voting. Council shall limit the use of *in camera* discussions to matters where confidentiality is necessary.
- 6.11 At the discretion of President, regular or special meetings of Council may be conducted in-person or through the use of any means of communication, such as electronic meetings, by which Councillors participating may simultaneously hear each other during the meeting. A Councillor who participates electronically under this Bylaw is deemed to be present at the said meeting. Voting under this Article 6.11 may be held by voice or by electronic means.
- 6.12 At the discretion of the Speaker, voting shall be by show of hands or by secret ballot. Voting may be cast in-person, or other than in-person, including by mail-in ballot, electronically (i.e. during virtual meetings) or by any other reliable method set out in the policies (which method shall address practicality, economy, and the general right of all Councillors to vote). Proxy voting by Councillors shall not be

permitted at any Council meeting or on any matter put to a vote of Councillors by any means.

6.13 Protection of Privacy in Council Meetings

6.13.1 There shall be no discussions during Council meetings that would disclose “personal information” or “personal employee information” as defined in the *Personal Information Protection Act*, of any person including Members or employees of the Association.

**Article 7 — Executive**

7.1 The Executive is the elected “executive” of the Association for the purposes of the *Post-secondary Learning Act*.

7.1.1 Executive is comprised of the Officers and Directors of the Association.

7.1.2 The Executive Director may attend Executive meetings as of right, with voice but without vote.

7.1.3 The Lead Negotiator may attend Executive meetings as of right, with voice but without vote, while negotiations are ongoing.

7.1.4 The Coordinator of the Job Action Committee may attend Executive meetings as of right, with voice but without vote, during bargaining planning, while negotiations are ongoing, and during job action.

7.2 Without limiting its general statutory power to manage the business and affairs of the Association, the Executive:

7.2.1 Shall manage the business and affairs of the Association, and the property and other assets of the Association, in accordance with the *Post-secondary Learning Act*, these bylaws and any other applicable legislation;

7.2.2 Shall interview and select by a majority of not less than two-thirds of the votes cast, a qualified candidate to recommend to Council to serve in the position of Executive Director when the position needs to be filled;

- 7.2.3 Shall solicit expressions of interest from Members to serve as chair or member of a standing committee except where otherwise provided in these Bylaws;
- 7.2.4 Shall review and consider all expressions of interest received under 7.2.3 when determining appointments for a standing committee;
- 7.2.5 Shall appoint a chair to each standing committee except where the chair is specified herein;
- 7.2.6 Shall appoint members to all standing committees except where the composition of the committee is specified in these bylaws;
  - 7.2.6.1 Removal of committee members or chairs appointed by Executive to a standing or *ad hoc* committee who are Members shall be dealt with under Article 26. Removal of an appointed committee member or chair who is not a Member (party external to the Association) may be effected by Executive, subject to any contractual terms.
- 7.2.7 Shall appoint one of the Directors to serve on the Personnel Committee;
- 7.2.8 Shall recommend to Council a date for the Annual General Meeting;
- 7.2.9 Shall recommend to Council the members of the negotiating team at least three months before the earliest date at which notice to bargaining may be served.
  - 7.2.9.1 Removal from the negotiating team of appointed Members shall be dealt with under Article 26. Removal of an appointed Lead Negotiator who is not a Member (party external to the Association) may be effected by Executive, subject to any contractual terms.
  - 7.2.9.2 Where any member is removed from the negotiating team, Executive may recommend to Council a new member to be added to the team;
- 7.2.10 Shall recommend to Council a candidate, normally a Member, to be appointed as the Lead Negotiator;

- 7.2.11 Shall develop the Association's bargaining priorities through consultation with the Membership;
  - 7.2.11.1 To assist in developing bargaining priorities, Executive may strike a bargaining planning committee and any *ad hoc* issue-specific bargaining planning committee that it sees fit.
- 7.2.12 Shall approve the mandate for the negotiating team, and once bargaining is ongoing, instruct and receive reports from the negotiating team;
- 7.2.13 Shall call for a ratification vote on an offer;
- 7.2.14 Shall call a General Meeting to present the offer to the Membership;
- 7.2.15 Has the ultimate authority to manage grievances, legal matters, and any litigation involving the Association, including but not limited to hearing appeals of decisions of the Grievances Committee;
- 7.2.16 Shall nominate to Council individuals to fill the positions of Electoral Officer and Deputy Electoral Officer. Removal of an appointed Electoral Officer and/or Deputy Electoral Officer who are Members shall be dealt with under Article 26. Removal of an appointed Electoral Officer and/or Deputy Electoral Officer who are not Members (party external to the Association) may be effected by Executive subject to any contractual terms; and
- 7.2.17 May, at its discretion:
  - 7.2.17.1 Solicit advice from the Association's committees, Council, and Members,
  - 7.2.17.2 Consider resolutions passed by the Association's committees and make recommendations to Council in light of these resolutions,
  - 7.2.17.3 Recommend other resolutions to Council or the Membership, and
  - 7.2.17.4 Direct the President to call a General Meeting.

- 7.2.18 Executive shall receive the annual audit.
  - 7.2.19 Executive shall decide what to do, if anything, in relation to specific resolutions brought to its attention by Council under 6.1.20.2.2.
  - 7.2.20 Shall exercise general managerial authority over the Executive Director of the Association, in accordance with the Executive Director's contract of employment with the Association.
- 7.3 The Executive meets at the call of the President normally once a month during the academic year, or at the written request of three Executive members delivered to the President which sets out the purpose or purposes of the meeting.
- 7.3.1 The President shall give at least two weeks' notice of a meeting of the Executive except in cases of emergency.
  - 7.3.2 The Executive shall permit any or all Executive members to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication, such as telephone, by which all Executive members participating may simultaneously hear each other during the meeting. An Executive member participating in a meeting by this means is deemed to be present in person at the meeting.
  - 7.3.3 Meetings of Executive shall consider *Robert's Rules of Order Newly Revised* (most recent edition) as a reference and guide concerning questions of procedure.
  - 7.3.4 At the discretion of the President, voting shall be by show of hands or by secret ballot. Voting may be cast in-person, or other than in-person, including by mail-in ballot, electronically (i.e. during virtual meetings) or by any other reliable method set out in the policies (which method shall address practicality, economy, and the general right of all Executive members to vote). Proxy voting by Executive members shall not be permitted at any Executive meeting or on any matter put to a vote of Executive members by any means.
- 7.4 The quorum for meetings of Executive shall be a majority of the Executive members holding office.
- 7.4.1 At least two Officers of the Association must be present to have quorum.

7.5 Vacancies

7.5.1 Officers

7.5.1.1 In the event that the President vacates office for any reason, the Vice-President shall become President for the remainder of the term.

7.5.1.2 In the event that the Vice-President, Treasurer, or Equity Officer vacates their office for any reason, a by-election shall be held for the position or positions vacated in accordance with the procedures outlined in Article 25.

7.5.1.3 In the event that both the President and the Vice-President vacate their offices at the same time, the Treasurer shall serve as interim President until by-elections are held.

7.5.1.4 In the event that the President, Vice-President, and Treasurer all vacate their offices at the same time, the Equity Officer shall serve as interim President until by-elections are held.

7.5.1.5 In the event that all four Officers of the Association vacate their offices at the same time, the Directors shall elect an interim President from amongst themselves until a by-election is held.

7.5.1.6 In the event that one or more of the offices specified in 7.5.1.2 is vacated, the Electoral Officer shall provide notice to Members within two working days that by-elections are to be held.

7.5.1.6.1 The notice will include the first call for candidates to fill the vacated office.

7.5.1.6.2 Thereafter the procedures for by-elections follow the procedures as set out in Article 25.

7.5.1.7 Time served in an Officer position for a shortened term as a result of a by-election shall not be counted toward a person's term-limit for an office.

7.5.2 Directors

7.5.2.1 In the event that a Director vacates office for any reason, Members shall receive notice within one week that a by-election is to be held.

7.5.2.1.1 The notice will include the first call for candidates to fill the vacated office.

7.5.2.1.2 Thereafter the procedures for by-elections shall follow the procedures as set out in Article 25.

7.6 Executive Portfolios

7.6.1 At its first meeting after the annual elections, Executive shall appoint from amongst the Directors the individuals responsible for each of the Association's Executive portfolios.

7.6.2 The Executive portfolios shall include:

7.6.2.1 Bargaining

7.6.2.2 Grievances

7.6.2.3 Academic Affairs.

7.6.3 The Director appointed as chair to the Academic Affairs portfolio shall serve *ex officio* on the standing committee of the same name, shall have no vote except to break a tie, and the Director appointed to the Bargaining portfolio shall serve *ex officio* on all bargaining planning committees.

7.6.4 The Directors serve as the liaison between the standing committees and Executive and shall:

7.6.4.1 Attend the meetings of their assigned committee(s),

7.6.4.2 Maintain regular contact with the chair of the committee(s),

- 7.6.4.3 Keep the committee apprised of Executive's expectations of and directions to the committee,
- 7.6.4.4 Keep Executive up-to-date on the committee's activities,
- 7.6.4.5 Sponsor to Executive recommendations of the committees with which they liaise, and
- 7.6.4.6 Shall provide an annual report on the committee activities under their portfolio.

7.6.5 The Director with the responsibility for the Grievances portfolio shall provide aggregated data on the Association's complaints and grievances to identify the aspects of the Collective Agreement being infringed at each Annual General Meeting and at select meetings of Executive and Council.

- 7.6.5.1 The aggregated data the Director provides at any General Meeting, or Council Meeting, shall not disclose "personal information" as defined in the *Personal Information Protection Act*, of any person including Members (including grievors) of the Association.

## 7.7 Time-Release Policy

7.7.1 The Association recognizes the time commitment required to fulfill effectively the duties of the Officers and Directors, and shall ensure time-release from employment responsibilities to the Employer for members of the Executive per academic year based on the following guidelines:

- 7.7.1.1 President: Full time-release from employment responsibilities to the Employer
- 7.7.1.2 Vice-President: Half time-release from employment responsibilities to the Employer
- 7.7.1.3 Treasurer: Quarter time-release from employment responsibilities to the Employer
- 7.7.1.4 Equity Officer: Quarter time-release from employment or responsibilities to the Employer

7.7.1.5 Director: Quarter time-release from employment or responsibilities to the Employer

7.7.2 Officers and Directors who cannot secure any form of time-release from employment responsibilities to the Employer are eligible to receive a stipend equal to the cost of time-release. In the case of Directors, where the academic staff member conducts research, they may take the stipend as research funds to be administered under University policy.

## 7.8 Protection of Privacy in Executive Meetings

7.8.1 Discussions during Executive Meetings that would involve “personal information” or “personal employee information” as defined in the *Personal Information Protection Act*, of any person including Members or employees of the Association, shall be held *in camera* and maintained strictly confidential.

## Article 8 — Officers & Their Duties

8.1 The Association’s Officers are elected for two-year terms that begin July 1<sup>st</sup> of the year of their election.

8.1.1 A Member may serve up to three consecutive terms in any one Officer position and thereafter is eligible to be re-elected to that Officer position only after a two-year interval.

8.1.2 A Member’s term as an Officer as the result of a vacancy or by-election does not count toward their three-term limit under 8.1.1.

8.2 The President shall:

8.2.1 Call and preside over all meetings of the Executive;

8.2.2 Serve as *ex officio* non-voting member of all committees of the Association except where otherwise noted;

8.2.3 Direct the general management of the business and affairs of the Association, acting on behalf of Executive or Council;

8.2.4 Serve as spokesperson on behalf of the Association;

- 8.2.5 Serve as liaison between the Association and the Employer;
- 8.2.6 Serve as liaison between the Association and provincial and national organizations sharing the same general objectives of the Association; and
- 8.2.7 Exercise general supervisory authority over the staff of the Association, including general determination of duties and priorities, assessment of performance, and determination of increment.
  - 8.2.7.1 The general supervisory authority over staff shall be exercised directly over the Executive Director and indirectly (or as further delegated) over other staff, through the office of the Executive Director.
  - 8.2.7.2 Exercise of general supervisory authority over the Executive Director, including general determination of duties and priorities, assessment of performance, and determination of increment, shall be in accordance with the Executive Director's contract of employment with the Association.
- 8.2.8 Fulfill any other functions as may be assigned from time to time by Executive or Council.
- 8.2.9 Call all meetings of Council
  - 8.2.9.1 at regular intervals during the academic year, giving at least seven days' notice to Councillors, or
  - 8.2.9.2 at the request of seven or more Councillors, or
  - 8.2.9.3 at the request of a majority of the Executive.
- 8.2.10 Prepare the agenda for meetings of Council.
  - 8.2.10.1 The agenda shall contain, among other items, any item that seven or more members of Council at least seven days in advance of the meeting request in writing that the President include.

- 8.2.11 Call a General Meeting of the Association at any time to consider a resolution specified in the notice of the General Meeting.
- 8.3 The President may delegate their functions to the Vice-President or any of the Directors at the President's discretion.
- 8.4 The Vice President shall:
  - 8.4.1 Serve in the capacity of the President when the President is absent or otherwise unable to fulfill the duties of office;
  - 8.4.2 Assist the President in the duties of the President;
  - 8.4.3 Convene and chair the Association's Governance Committee;
  - 8.4.4 Perform such other duties as may from time to time be assigned by the President, Executive, or Council.
- 8.5 The Treasurer shall:
  - 8.5.1 Keep an accurate record of the financial accounts of the Association and present regular reports to Executive and Council on the state of the Association's finances;
  - 8.5.2 Convene and chair the Finance Committee;
  - 8.5.3 Prepare an annual budget for the next fiscal year for submission to the Executive;
  - 8.5.4 Monitor the work of any Association committee dealing with or having an impact on the Association's finances or financial well-being, and advise Executive accordingly;
  - 8.5.5 Advise Executive and Council on matters relating to investment and spending policies; and
  - 8.5.6 Perform other such duties as may from time to time be assigned by the President, Executive, or Council.
- 8.6 The Equity Officer shall:

- 8.6.1 Convene and chair the Equity and Diversity Committee and direct its activities;
- 8.6.2 Advise and prepare recommendations to Executive and Council on matters relating to equity and diversity within the Association and the larger University community; and
- 8.6.3 Prepare an annual report for the Annual General Meeting on the activities of the Equity and Diversity Committee, any recommendations and concerns that have been brought to Executive and Council, and any resulting actions; and
- 8.6.4 Perform other such duties as may from time to time be assigned by the President, Executive, or Council.

#### **Article 9 — Directors & Constituency Assemblies**

- 9.1 Constituency Group Members from each Constituency Group shall annually elect from the Councillors from the Constituency Group a Director who shall serve on Executive for a one-year term from July 1<sup>st</sup> to June 30<sup>th</sup>.
  - 9.1.1 The Director remains a Councillor.
- 9.2 Directors shall:
  - 9.2.1 Represent to Executive the needs, interests and priorities of their Constituency Groups;
  - 9.2.2 Engage in two-way communications with their Constituency Groups about the business of the Association in any form that the Director sees fit;
  - 9.2.3 Hold at least two meetings a year of their Constituency Group Members in a Constituency Assembly;
  - 9.2.4 Prepare recommendations for policy or action on the part of the Association to be approved by Executive;
  - 9.2.5 Chair meetings of their Constituency Assembly;

- 9.2.6 Develop the bargaining priorities for their Constituency Group in communication with Members of their Constituency Group; and
  - 9.2.7 Perform other duties as may from time to time be assigned by the President, Executive, Council, or the Members of their Constituency Group in a duly constituted Constituency Assembly or Membership meeting.
  - 9.2.8 At the discretion of the Director, regular or special Constituency Assemblies may be conducted in-person or through the use of any means of communication, such as electronic meetings, by which Constituency Group Members participating may simultaneously hear each other during the meeting. A Constituency Group Member who participates electronically under this Bylaw is deemed to be present at the said meeting. Voting under this Article 9.2.8 may be held by voice or by electronic means.
  - 9.2.9 At the discretion of the Director, voting shall be by show of hands or by secret ballot. Voting may be cast in-person, or other than in-person, including by mail-in ballot, electronically (i.e. during virtual meetings) or by any other reliable method set out in the policies (which method shall address practicality, economy, and the general right of all Constituency Group Members to vote). Proxy voting by Constituency Group Members shall not be permitted at any Constituency Assembly or on any matter put to a vote of Constituency Group Members by any means.
- 9.3 Each Constituency Group at a Constituency Assembly shall:
- 9.3.1 Establish for the subsequent approval of Council the Constituency Group's bargaining priorities:
    - 9.3.1.1 Should quorum not be confirmed at the Constituency Assembly, the Councillors for the Constituency Group shall establish for the subsequent approval of Council the bargaining priorities developed in communication with all Constituency Group Members.
  - 9.3.2 Determine electoral subdivisions for the election of Councillors from the Constituency Group; and

- 9.3.3 Have other functions and responsibilities as Executive, Council, or the Membership assign to them.
- 9.4 Each Constituency Group may:
  - 9.4.1 Bring forward to Executive, through their Director, recommendations for policy or action on the part of the Association;
  - 9.4.2 Hold electoral forums for the Constituency Group's candidates to Council and candidates for Director; and
  - 9.4.3 Decide whether a resolution is to be put to an electronic vote of all Constituency Group Members in a referendum.
    - 9.4.3.1 By its general power to set the policies and procedures of the Association, Council sets the policy and procedures for referenda.
    - 9.4.3.2 No resolution of a Constituency Group can bind the Association as a whole.
- 9.5 Quorum for Constituency Assemblies shall be set by Council and be one and a half times the number of Councillors for the Constituency Group, with a minimum quorum of 5.
  - 9.5.1 Council shall review the quorum for Constituency Assemblies every three years in conjunction with the review of the allocation of Council seats to Constituency Groups.
- 9.6 Directors shall provide Constituency Group Members with notice of a Constituency Assembly:
  - 9.6.1 Where the Constituency Group meets to consider a specific resolution or to discuss and approve bargaining priorities, there shall be at least 14 days' notice of the meeting.
    - 9.6.1.1 To consider a specific resolution, Constituency Group Members shall receive written notice of the resolution along with notice of the Constituency Assembly.

- 9.6.2 For all other Constituency Assemblies the Director shall provide reasonable notice to the Constituency Group.
- 9.7 Votes at Constituency Assemblies are passed by a simple majority of the Constituency Group Members in attendance.
- 9.8 Should quorum not be confirmed at a duly called Constituency Assembly, the Director, in consultation with elected councillors of that Constituency Group, may use electronic balloting of the Constituency Group in regard to any resolution that was scheduled for consideration at the duly called Constituency Assembly.

#### **Article 10 — Executive Director**

- 10.1 The Executive Director:
- 10.1.1 Shall administer the office of the Association and the daily affairs of the Association in accordance with the policies of the Association in effect from time to time.
- 10.1.2 Shall attend all meetings of the Membership and may provide advice or speak when asked by the President or motion of the Membership
- 10.1.3 Is an *ex officio*, non-voting member of Council; and may not participate in debate but may provide information when asked to do so by the Speaker.
- 10.1.4 May attend Executive meetings as of right, with voice but without vote.
- 10.1.5 Is an *ex officio*, non-voting member of the Governance Committee, and may take part in all deliberations of the committee.
- 10.1.6 Is an *ex officio*, non-voting member of the Finance Committee, and may take part in all deliberations of the committee.
- 10.1.7 Is an *ex officio*, non-voting member of the Grievances Committee, and, except where the Executive otherwise directs, may take part in all deliberations of the committee.
- 10.1.8 May be made an *ex officio* non-voting member of any Association standing or *ad hoc* committee by resolution passed by Executive and may participate in the committee as laid out in the motion.

- 10.1.9 May be invited to observe, advise or speak to any other standing or *ad hoc* committee by the members of the committee.
- 10.1.10 Shall keep the Director with responsibility for Grievances portfolio informed about complaints being handled by the Association.
- 10.1.11 Shall notify the Director with responsibility for Grievances of any complaint the Executive Director believes may lead to a formal grievance.
- 10.1.12 Shall make recommendations to the Grievances Committee as to whether the Association should pursue a grievance or proceed to arbitration.
  - 10.1.12.1 Where the Grievances Committee authorizes arbitration, the Executive Director shall provide the Executive with regular progress reports on the course and costs of the arbitration.
  - 10.1.12.2 At any point during a grievance process, the Executive Director may recommend to the Grievances Committee that the Association withdraw from the process.
- 10.1.13 Shall keep a list of all Members of the Association.
- 10.1.14 Shall keep the minute books and archives of the Association.
- 10.1.15 Shall draft and distribute the minutes of General Meetings as well as meetings of Council, Executive, and Constituency Assemblies.
- 10.1.16 Shall receive legal, taxation, and other official communications on behalf of the Association.
- 10.1.17 Shall prepare an annual report on the activities of the Association to be presented to the Association's Annual General Meeting.
- 10.1.18 Shall assume such other responsibilities as may be agreed-to between the Executive Director and Executive, or pursuant to these bylaws as long as the new responsibilities are consistent with the Executive Director's contract of employment with the Association.

- 10.1.19 Shall exercise general managerial authority over the employees of the Association, except Officers and Directors who report directly to Executive.
- 10.2 The Executive Director may delegate responsibilities to the Association's employees except Officers and Directors.
- 10.3 The Executive Director is evaluated in accordance with the Executive Director's contract of employment with the Association.

#### **Article 11 — Standing Committees**

- 11.1 The Association shall have the following standing committees to provide the Executive with expertise, recommendations, and advice to assist it in managing the business and the affairs of the Association, and as to the interests of the Members:
  - 11.1.1 Governance Committee
  - 11.1.2 Finance Committee
  - 11.1.3 Equity and Diversity Committee
  - 11.1.4 Academic Affairs Committee
  - 11.1.7 Personnel Committee, and
  - 11.1.8 Grievances Committee.
- 11.2 Standing committees are responsible to Executive and report to Executive their recommendations for policy or action on the part of the Association through the Director responsible for liaising with the committee.
- 11.3 Unless otherwise stated herein, committee members serve a two-year term ending June 30<sup>th</sup> in the second year.
- 11.4 Unless otherwise stated herein, committees are generally composed of one chair and up to seven members.
- 11.5 No person may serve more than six consecutive terms as a member of a standing committee, except where otherwise stated herein.

- 11.6 No person may serve more than three consecutive terms as appointed chair of a standing committee, except where otherwise stated herein.

**Article 12 — Governance Committee**

- 12.1 The Governance Committee is responsible for:
- 12.1.1 Periodic review of these Bylaws;
  - 12.1.2 Annual review of the Association’s policies and procedures; and
  - 12.1.3 Any other responsibilities as may be assigned to it by Council or Executive at duly constituted meetings of these bodies.
- 12.2 The Committee shall meet a minimum of four times a year.

**Article 13 — Finance Committee**

- 13.1 The Finance Committee makes recommendations through Executive to Council with respect to any action that would affect the financial obligations of the Association.
- 13.1.1 The Finance Committee reviews the union dues and membership fees structure at least every three years and makes recommendations to Council on the union dues and membership fees to be paid by Members.
  - 13.1.2 The Finance Committee has general oversight of the Association’s investment policy.
  - 13.1.3 The Finance Committee makes recommendations to Executive on the appropriate size and structure of the Association’s reserve funds for the approval of Council.
  - 13.1.4 The Finance Committee reviews the work of the auditor and makes a recommendation to the Membership at the Annual General Meeting on the annual appointment of the auditor.
  - 13.1.5 The Finance Committee prepares the Association’s budget for the next academic year.

#### **Article 14 — The Equity & Diversity Committee**

- 14.1 The Equity & Diversity Committee shall:
- 14.1.1 Identify and make recommendations to Executive for advocacy on issues of equity, diversity, oppression, harassment, and injustice impacting Members and their work; and
  - 14.1.2 Monitor and report to Executive through the Equity Officer on any Association policies, decisions, or activities that may be perpetuating unequal treatment of its Members.

#### **Article 15 — Academic Affairs Committee**

- 15.1 The Academic Affairs Committee shall:
- 15.1.1 Make recommendations to the Executive in regard to any issue impacting the working conditions of Members in their teaching or research;
  - 15.1.2 Promote understanding of academic freedom and threats to Members' exercises thereof;
  - 15.1.3 Identify and bring to the attention of the Executive any teaching or research practices at the University that may be in contravention of any of the Association's Collective Agreement with the employer; and
  - 15.1.4 Consider any other academic matters it deems relevant to the Association.

#### **Article 16 — Personnel Committee**

- 16.1 The Officers of the Association and one other member of the Executive appointed by Executive shall constitute the Personnel Committee.
- 16.2 The Personnel Committee plays an advisory and consultative role to assist the President in exercising the President's general supervisory authority over the Executive Director.
- 16.3 When the Association needs to fill the position of Executive Director, the Personnel Committee shall solicit candidates for the position of Executive Director and provide

a short list of candidates to Executive, which shall recommend a qualified candidate to Council in accordance with Article 7.2.2.

- 16.4 Where an Officer or Director is also an employee of the Association, disciplinary suspensions and terminations shall be dealt with under Article 26.

#### **Article 17 — Grievances Committee**

- 17.1 The Grievances Committee is chaired by the Director with the Grievances portfolio, who has no vote except to break a tie.
- 17.2 The Grievances Committee determines whether a Member's complaint shall be pursued with respect to the interpretation, application or operation of, or a contravention or alleged contravention of, the Collective Agreement.
- 17.3 Once the Grievances Committee decides a matter shall be pursued, the Committee will remain seized of the matter, will receive reports and recommendations from the Executive Director and any legal counsel employed on the Association's behalf, and may make decisions regarding matters including but not limited to continuing to pursue, to withdraw, or to settle the grievance.
- 17.4 The Grievances Committee can determine one or more of its members have a conflict of interest in regard to a particular matter, in which case the member has no vote and may be excluded from any deliberations on the matter.
- 17.5 If the Member or the Executive Director disagrees with a decision of the Grievances Committee, either may appeal the decision to the Executive.

#### **Article 18 — *Ad Hoc* Committees**

- 18.1 Executive or Council may from time to time create *ad hoc* committees.
- 18.2 The motion that creates an *ad hoc* committee shall establish the committee's 'Terms of Reference.'
- 18.3 The motion that creates an *ad hoc* committee shall establish the committee's composition and how positions on the committee are to be filled.
- 18.4 Council may determine what funds, if any, are needed to support an *ad hoc* committee's work.

18.5 Executive shall create a Job Action Committee when bargaining planning commences and shall appoint a person, normally a member, as the Job Action Coordinator, or such other title with similar role and responsibilities in accordance with the committee's 'Terms of Reference' established in 20.2.

18.5.1 The Job Action Coordinator may attend Executive meetings as of right, with voice but without vote, during bargaining planning, while negotiations are ongoing, and during job action.

18.5.2 The President is the chair of the Job Action Committee.

#### **Article 19 — Caucuses**

19.1 The Association encourages Members to organize caucuses to support one or another aspect of the Association's work in advancing and protecting Members' collective and individual interests.

19.2 Council may recognize any caucus of the Association proposed by Members according to policy set by Council.

19.3 Caucuses recognized by Council have the authority to present their concerns and recommendations for action by the Association at Council.

19.4 Council may choose to support the work of a caucus with the allocation of Association funds.

#### **Article 20 — Former Members**

20.1 Former Members

20.1.1 A Former Member of the Association whose employment as an academic staff member by the Employer ends for any reason, may register with the Association as a Former Member according to policy set by Council.

20.1.2 Registered Former Members may:

20.1.2.1 With the approval of Executive, be appointed to and serve on any committee as a non-voting member of the committee, except on committees related to collective bargaining, negotiations or grievances,

- 20.1.2.2 Attend General Meetings, Council meetings, and the Constituency Assembly, as non-voting guests at the invitation of the President, and
- 20.1.2.3 Speak at General Meetings, Council meetings, and the Constituency Assembly, where given the privilege of doing so by the Members in attendance, according to policy set by Council.
- 20.1.3 Former Members may not:
  - 20.1.3.1 Vote for any Officer or other elected representative of the Association,
  - 20.1.3.2 Vote in any referendum or ratification vote,
  - 20.1.3.3 Vote on any matter considered at a General Meeting, or
  - 20.1.3.4 Exercise any other right or privilege afforded to Members in Good Standing.
- 20.1.4 A Former Member must pay any dues or fees set by Council for registration as a Former Member; such Former Member dues or fees are not “union dues” or “membership fees” for the purposes of the *Labour Relations Code* or the *Post-secondary Learning Act*, or at all.
- 20.1.5 Executive may remove privileges previously granted to registered Former Members under 20.1.2 at its discretion.

## **Article 21 — Board of Governors Representative**

- 21.1 The Association shall elect its nominee for its academic staff representative to the Board of Governors of the University of Alberta in balloting of Members in Good Standing according to policy set by Council.
- 21.2 The Association shall not nominate to the Board of Governors of the University of Alberta any person;
  - 21.2.1 who is a voting member of the Executive or Council; or

- 21.2.2 who has the responsibility, or the joint responsibility with others, of negotiating on behalf of the Association with the of the Employer the terms and conditions of employment of Members.
- 21.3 A person who holds any position falling under either 21.2.1 or 21.2.2 that is elected under 21.1 shall resign from their positions falling under either 21.2.1 or 21.2.2 before the Association nominates the person to the Minister (determined under section 16 of the *Government Organization Act* as the Minister responsible for the *Postsecondary Learning Act*) for appointment to the Board of Governors of the University of Alberta.

## **Article 22 — Bargaining**

- 22.1 The Association is the statutorily designated exclusive bargaining agent for all Members regarding the terms and conditions of employment as reflected, and aspired to be reflected, in the Collective Agreement.
- 22.2 The negotiating team shall be composed of Members in Good Standing, subject to 22.2.1.2.
- 22.2.1 The negotiating team shall be chaired by the Lead Negotiator.
- 22.2.1.1 The Lead Negotiator may not simultaneously be an Officer or Director of the Association.
- 22.2.1.2 The Lead Negotiator will normally be a Member of the Association.
- 22.2.2 In its discretion, Executive may appoint resource people to assist the negotiating team.
- 22.2.3 The negotiating team reports to and takes instruction from Executive.
- 22.3 Ratification Votes
- 22.3.1 All Collective Agreements must be ratified by Members.
- 22.3.2 Before Members are asked to vote on a tentative agreement in a ratification vote, the President shall present the tentative agreement or offer to the Membership at an information-only General Meeting.

- 22.3.2.1 At the information-only General Meeting Members may pose questions about the offer and the recommendation to Members of Executive, the Lead Negotiator, or other experts asked by Executive to attend the meeting.
- 22.3.3 Following the information-only General Meeting the Executive Director shall arrange for a ratification vote on the tentative agreement by Members.
  - 22.3.3.1 Except where legislation or the Alberta Labour Relations Board provides differently, Members shall have at least three days and no more than seven days to vote to ratify a Collective Agreement.
  - 22.3.3.2 A ratification vote passes with a simple majority of votes cast.
  - 22.3.3.3 Ratification voting shall be by secret ballot. Ratification voting may be done in person, or other than in-person, including by mail-in ballot, electronically or by any other reliable method set out in the policies (which method shall address practicality, economy, and the right of all Members to vote). Proxy voting by Members shall not be permitted in any ratification vote.

## **Article 23 — Enforcement of Collective Agreement & Grievances**

23.1 For the purposes of this Article:

25.1.1 **Policy Grievance** means a grievance filed by the Association in its own right, asserting a breach of express or implied terms of the Collective Agreement, seeking remedies for itself.

25.1.2 **Individual Grievance** means a grievance filed by the Association on behalf of an individual Member, asserting a breach of express or implied terms of the Collective Agreement, seeking remedies for the individual Member.

25.1.3 **Group Grievance** means a grievance filed by the Association on behalf of a group of individual Members, asserting a breach of express or implied terms of the Collective Agreement affecting the group collectively, seeking remedies for the group of individual Members.

- 23.2 A Member or group of Members may bring a complaint with respect to the interpretation, application or operation of, or a contravention or alleged contravention of, the Collective Agreement terms, express or implied (including employment-related legislative provisions), to the attention of the Association according to the methods of reporting as set out in the Association’s policies and procedures. The Association may decide to file an Individual Grievance or a Group Grievance, as applicable, following consideration of the complaint.
- 23.3 Policy Grievances
- 23.3.1 Any Member or group of Members may bring to the President or the Director responsible for the Grievances portfolio a recommendation for the Association’s pursuit of a policy grievance.
- 23.3.1.1 Where a Member brings forward a recommendation for a Policy Grievance, the President, the Director responsible for the Grievances portfolio, and the Executive Director shall discuss the matter and make a recommendation to Executive.
- 23.3.2 The President, Executive Director, or the Director responsible for the Grievances portfolio may bring a recommendation for a Policy Grievance to Executive at any time.
- 23.4 Any consideration of grievance matters at Executive that involves the discussion of individuals’ “personal information” shall be held *in camera* pursuant to Article 7.8.

## **Article 24 — Elections**

- 24.1 An Electoral Officer and a Deputy Electoral Officer shall oversee all elections for Officers, Directors, and Councillors according to the election rules contained in these Bylaws and in policy set by Council.
- 24.1.1 The Electoral Officer and Deputy Electoral Officer will serve up to one-year terms.
- 24.1.1.1 There are no term limits for the Electoral Officer and Deputy Electoral Officer.

- 24.1.2 The Electoral Officer and Deputy Electoral Officer may be Members of the Association or parties external to the Association remunerated for their work.
  - 24.1.2.1 Neither the Executive Director nor any other employee of the Association may be appointed as the Electoral Officer or Deputy Electoral Officer.
  - 24.1.2.2 No Officer or Director may be appointed as the Electoral Officer or Deputy Electoral Officer.
  - 24.1.2.3 Neither the Electoral Officer or the Deputy Electoral Officer may stand for election in the year that they serve in these roles.
- 24.1.3 The Electoral Officer and the Deputy Electoral Officer may ask Council for the funds required to do their work.
- 24.1.4 The Electoral Officer has the authority to interpret and apply all rules related to Association elections and has the authority to hear any complaints about breach of those rules, and to modify election rules and issue directives to mitigate potential or actual prejudice suffered by any person resulting from a breach of election rules. This authority shall include but is not limited to the authority to:
  - 24.1.4.1 Issue the calls for nominees for Officers, Directors, and Councillors;
  - 24.1.4.2 Verify the eligibility of candidates in the election of Officers, Directors, and Councillors;
  - 24.1.4.3 Interpret and apply the campaign rules set out in these Bylaws or established in policy set by Council without taking disciplinary action against, or imposing any form of penalty on, any person;
  - 24.1.4.4 Verify the election results and report them to the Membership; and

- 24.1.4.5 Report to Council on any issues that arose in the administration of the elections with recommendations for improvements in the Association's electoral processes.
- 24.1.5 In the prosecution of their duties, the Electoral Officer and Deputy Electoral Officer shall have the authority to consult as necessary with legal counsel retained by the Association for this purpose.
  - 24.1.5.1 Any written legal opinion secured by the Electoral Officer or Deputy Electoral Officer shall be the property of the Association.
- 24.1.6 Where the Electoral Officer or Deputy Electoral Officer is a Member of the Association, they do not vote in any balloting except in the case of a tie vote, as set out herein.
- 24.1.7 Where the Electoral Officer is unable to perform their duties, the Deputy Electoral Officer has the same authority as the Electoral Officer.
- 24.1.8 The Electoral Officer may delegate all of their powers in relation to any particular election to the Deputy Electoral Officer.
- 24.1.9 The Electoral Officer and Deputy Electoral Officer shall determine the outcome of any election that results in a tie vote.
  - 24.1.9.1 Where the Electoral Officer or Deputy Electoral Officer is a Member and entitled to vote in an election in question, the Electoral Officer, or if they are unable, the Deputy Electoral Officer, shall break the tie vote by casting a vote in that ballot.
  - 24.1.9.2 Where neither the Electoral Officer nor the Deputy Electoral Officer is a Member or neither is entitled to vote in the election in question, the Electoral Officer shall supervise a coin toss to decide the outcome of the ballot.
- 24.2 Elections shall follow the schedule set out in these Bylaws and in the Association's policies.
  - 24.2.1 All scheduling, including the dates for balloting in the election of the Association's Officers, Directors, Councillors, and alternate Councillors

shall normally occur in a two-week period and shall be selected to ensure the greatest number of Members shall be eligible to vote.

24.2.2 Elections for Officers shall be completed and the results announced at least 24 hours before the close of nominations for Councillors.

24.2.3 Elections for Councillors shall be completed and winners announced before the close of nominations for Directors.

24.2.4 Members shall have no fewer than 24 hours to vote for the four Officer positions and for Councillors.

24.2.4.1 The balloting period shall not include weekends and statutory holidays.

24.3 The Electoral Officer shall set the date, time and place for an elections forum if more than one candidate stands for any one of the Officer positions.

24.3.1 Members shall receive at least 14 days' notice of the time and place of the elections forum.

24.3.2 Each candidate for an Officer position shall have the opportunity to give a speech of seven minutes in length at the elections forum.

24.3.2.1 Candidates unable to attend the forum may arrange for a written statement prepared by them to be read aloud on their behalf.

24.3.2.1.1 Only so much of the written statement as can be read in seven minutes will be read aloud at the forum.

24.3.3 Council shall set policy regarding questions for candidates at the forum.

24.3.4 The appointed Speaker or their designate shall run the elections forum and moderate any question period.

24.4 Officer Elections

- 24.4.1 Where there is only one candidate for any of the positions of President, Vice-President, Treasurer, or Equity Officer, these candidates shall be elected by acclamation.
- 24.4.2 Where there are two candidates for any of the positions of President, Vice-President, Treasurer, or Equity Officer, the candidate who receives the greater number of votes shall be elected to the office.
- 24.4.3 Where there are three or more candidates for any of the positions of President, Vice-President, Treasurer, or Equity Officer:
  - 24.4.3.1 If a candidate receives more than fifty percent plus one of the ballots cast, the candidate is elected to the office.
  - 24.4.3.2 If no candidate receives more than fifty percent plus one of the ballots cast, the Association shall hold a run-off election.
  - 24.4.3.3 Balloting in the run-off election shall begin no later than seven days after the results of the first ballot are announced.
  - 24.4.3.4 Only the names of the two candidates who received the most votes in the first ballot will appear on the run-off election ballot.
  - 24.4.3.5 The candidate that receives the greatest number of votes in the run-off election ballot is elected to the office.
- 24.5 Councillor Elections
  - 24.5.1 Only the Constituency Group Members vote for the Councillors to be elected from their Constituency Group.
- 24.6 Director Elections
  - 24.6.1 Only the Constituency Group Members vote for the Directors to be elected from their Constituency Group.
- 24.7 Campaign Rules

- 24.7.1 Council shall from time to time set policy regarding campaigns, including but not limited to campaign spending limits. Allegations of electoral impropriety against any Members shall be dealt with under Article 26 after the election has concluded.
- 24.8 Association business during elections
  - 24.8.1 Executive, Council, and the committees of the Association may continue to meet during the electoral period.
  - 24.8.2 Council shall set policy regarding any communication of Executive or an Executive member in their capacity as Officer or Director to be issued during the electoral period to prevent the advantaging or disadvantaging of any candidate.
- 24.9 Election voting shall be by secret ballot. Election voting may be done other than in-person, including by mail-in ballot, electronically or by any other reliable method set out in the policies (which method shall address practicality, economy, and the right of all Members in Good Standing to vote). Proxy voting by Members shall not be permitted in any election vote.

#### **Article 25 — By-Elections**

- 25.1 Subject to 7.5.1.1, a by-election is triggered where an Officer, Director, or Councillor:
  - 25.1.1 Ceases to be a Member of the Association,
  - 25.1.2 Resigns from the office of President, Vice-President, Treasurer, Equity Officer, Director, or Councillor, or
  - 25.1.3 Is removed from office pursuant to the Trials & Charges Process under Article 26.
- 25.2 In addition to 25.1, a by-election is triggered after an election:
  - 25.2.1 When one or more Councillor seats remain unfilled; and/or
  - 25.2.2 When Officer or Director positions remain unfilled.

## Notice of By-election

- 25.3 If a by-election is triggered, the Electoral Officer shall give Members:
- 25.3.1 Notice that by-elections are to be held in accordance with 7.5.1.6 for an Officer position or 7.5.2.1 for a Director position; or
  - 25.3.2 Notice for a Councillor seat.

## Timing for By-elections triggered under 25.1

- 25.4 A by-election triggered under 25.1 must be held as soon as possible given the required nomination periods.

## Timing for By-elections triggered under 25.2

- 25.5 If one or more Officer or Director positions remains unfilled following an election referenced in 25.2, the Association shall hold a by-election by November 30<sup>th</sup>.
- 25.6 If one or more Councillor seats remains unfilled following the election referenced in 25.2, the Association shall conduct one by-election that shall be held at the next regularly scheduled election in 24.2 for each subsequent year of the term, until the Councillor seats are filled.
- 25.6.1 Despite 25.6, the timing of the by-election shall be held before the by-election for Directors in 25.5 for those Constituency Groups that have not elected any Councillors following an election referenced in 25.2.
- 25.7 Despite 25.4 and 25.6, the Association shall not hold a by-election less than three months before the next regularly scheduled election for the Officer or Director positions or Councillors seats.

## Procedures for By-elections

- 25.8 By-elections follow the rules for elections described in 24.
- 25.8.1 If an Officer position is to be filled through a by-election, the electoral forum will be held at a date set by the Electoral Officer between the close of nominations and the beginning of voting.

Term

- 25.9 The term for Officers, Directors or Councillors elected in a by-election are set out below:
- 25.9.1 An Officer elected in a by-election is elected for the remainder of the Officer term.
- 25.9.2 A Director elected in a by-election is elected for the remainder of the Director term.
- 25.9.3 A Councillor elected in a by-election is elected for a new three-year term.
- 25.9.3.1 The period from the byelection until June 30 will count as the first year of the three-year term.
- 25.9.4 An Officer or Director elected in a by-election for an unfilled Councillor seat shall not be entitled to vote as that Councillor until their term as an Officer or Director has ended.

**Article 26 –Trials & Charges Process**

*Rules Concerning Charges*

- 26.1 Subject to the other provisions of this process, any Member or Members (the “Complainant(s)”) in good standing who considers that a Member (including an Officer or a Director or a Councillor) has committed an offence amounting to conduct inconsistent with these Bylaws, including but not limited to their Objectives (“Ground”), has shown a dereliction of duty, or has shown an inability to perform their duties, may make a “Charge” against the Member (the “Accused”). The Charge shall be submitted to the Executive in writing and shall contain the facts on which said Charge is being laid and must be signed by the Complainant(s). The Executive may also lay a Charge against an Officer or a Director or a Councillor in its own right by passage of a resolution by two thirds majority. A Charge may include more than one Ground.
- 26.1.1 A Member that is not a “designated essential services worker” who crosses an AASUA picket line to work for the Employer during a lawful strike

and/or lawful lockout threatens the AASUA's legitimate interests and has committed an offence inconsistent with the Objectives of these Bylaws;

26.1.2 A Member who has been found guilty of a Charge or Charges where a monetary penalty has been imposed, and who fails to pay it after having been given a reasonable time to do so, has committed a further offence and may be subsequently Charged and Tried.

26.2 No Charges laid by Complainant(s) can proceed against an Accused unless it has been authorized by two thirds majority vote of the members of the Executive.

*Preliminary Assessment of Charge(s)*

26.3 The Executive, upon receipt of a Charge laid by Complainant(s), or if it verily believes that there are reasonable grounds to lay a Charge in its own right, against a Member or Councilor who is not a Director, must do at least one of the following within fourteen (14) calendar days:

26.3.1 review the Charge and, if the Executive determines through a resolution passed by simple majority that the Charge is frivolous, wholly without merit, or cannot be reasonably substantiated or proven, dismiss the Charge without further investigation or hearing. For the purposes of making this determination, the Executive shall consider the Complainant(s)' obligation to prove, on a balance of probabilities, the allegations in the Charge; or

26.3.2 may delegate an Investigator to investigate the Charge within a reasonable time and who shall be supplied with:

26.3.2.1 a copy of the Charges;

26.3.2.2 a copy of this Trials & Charges Process;

26.3.2.3 contact information for the Complainant(s) and the Accused and known witnesses; and

26.3.2.4 any other relevant information or documentary evidence; or

26.3.3 advance the Charges to Trial.

- 26.4 Where Executive has chosen to do an investigation under 1(b) above, then upon receipt of the Investigator's confidential report, the Executive shall make a decision, through a resolution passed by simple majority to preliminarily dismiss the Charges, or passed by two thirds majority to advance the Charges to Trial.
- 26.5 In the case of a Charge or Charges laid by Complainant(s) or the Executive against one or more Officers or Directors, the Executive Director shall cause the Association to retain an individual who shall be a present or past member of a law society of a common law provincial or territorial jurisdiction of Canada to act as "Gatekeeper." The Executive Director shall not act as Gatekeeper.
- 26.5.1 The Gatekeeper shall be reasonably remunerated at the expense of the Association, and shall not be appointed to act as Trial Chair in the same or related matters.
- 26.5.2 The Gatekeeper shall investigate the Charge or Charges within a reasonable time and shall be supplied with:
- 26.5.2.1 a copy of the Charges;
- 26.5.2.2 a copy of this Trials & Charges Process;
- 26.5.2.3 contact information for the Complainant(s) and the Accused and known witnesses; and
- 26.5.2.4 any other relevant information or documentary evidence.
- 26.5.3 The Gatekeeper shall produce a confidential report to Executive with:
- 26.5.3.1 Reasons and a conclusion that a Charge is or Charges are either frivolous, wholly without merit, or cannot be reasonably substantiated or proven, or that a Charge has or Charges have a reasonable prospect of success; and
- 26.5.3.2 A recommendation either that a Charge or Charges be preliminarily dismissed, or that a Charge or Charges be advanced to Trial.

- 26.5.4 If the Gatekeeper’s recommendation is that a Charge or Charges be preliminarily dismissed, the Executive shall preliminarily dismiss that Charge or those Charges.
- 26.5.5 If the Gatekeeper’s recommendation is that a Charge or Charges be advanced to Trial, the Executive shall advance that Charge or those Charges to Trial.
- 26.6 The Executive’s decision to either preliminarily dismiss the Charges or to advance the Charges to Trial is final and binding.

*Appointment of Trial Chair, Prosecuting Advocate, and Notice of the Trials & Charges Process*

- 26.7 Should Executive decide to advance a Charge or Charges to Trial, it shall:
- 26.7.1 appoint a third party, who is not a Member in the Association, to act as the “Trial Chair”, to hold a hearing in procedural compliance with *Labour Relations Code*, s 26. Specifically, Executive or its delegate shall ensure that the Accused is:
- 26.7.1.1 served personally or by double registered mail with specific Charges in writing; and
- 26.7.1.2 given a reasonable time to prepare the person’s defence, and is informed of any applicable timelines; and
- 26.7.1.3 advised that they shall be afforded a full and fair hearing, including the right to be represented by counsel (including legal counsel);
- 26.7.2 appoint a third party, who is not a Member of, an Officer, Director or Councillor in, nor the Executive Director of, the Association, to act as Prosecuting Advocate, which will prosecute the Charges on behalf of the Association.
- 26.8 The Appointed Trial Chair shall be a present or past member of a law society of a common law provincial or territorial jurisdiction of Canada. The Appointed Trial Chair shall not be the same individual as the Gatekeeper in the same or related matters.

- 26.9 The appointed Trial Chair and Prosecuting Advocate shall be reasonably remunerated at the expense of the Association.
- 26.10 The appointed Trial Chair shall ensure that the Accused is afforded a full and fair hearing, including the right to be represented by counsel (including legal counsel).
- 26.11 If an Accused is an Officer or a Director or a Councillor, the Executive may, through a resolution passed by simple majority, place the Accused on a non-disciplinary administrative suspension of duties (and of employment and with pay, if applicable) pending the outcome of the Trials & Charges Process. The decision to impose a non-disciplinary administrative suspension shall be made taking into account the nature of the alleged offence, and the best interests of the Association and its Membership. Where the Executive places an employee of the Association on a non-disciplinary administrative suspension of duties with pay pending the outcome of the Trials & Charges Process, such action does not amount to a constructive termination of the employment contract.

*Rules Concerning Proceedings Before the Trial Chair*

- 26.12 On receipt of the Charge from the Executive, the appointed Trial Chair shall convene a hearing no later than four weeks after receipt of the Charge and shall email the notice of the hearing to the Executive, the Prosecuting Advocate and the Accused. The Prosecuting Advocate and the Accused shall be given not less than 10 days written notice of the date and place of the hearing.
- 26.13 The Trial Chair shall hear and determine the disposition of the Charge with impartiality and shall give the Accused and the Prosecuting Advocate the opportunity to present evidence and arguments.
- 26.14 The Trial Chair shall determine their own procedures and without limiting that general authority:
- 26.14.1 may accept oral or written evidence that it considers proper, whether admissible in a court of law or not;
- 26.14.2 is not bound by the law of evidence applicable to judicial proceedings;
- 26.14.3 shall follow the rules of natural justice and fair procedure in the conduct of its hearing;

- 26.14.4 shall allow witnesses to be called and cross-examined;
  - 26.14.5 shall deliberate upon its decision in private, considering only the evidence and submissions raised during the hearing, to reach its decision;
  - 26.14.6 may retain legal counsel (at the expense of the Association) to advise them regarding their procedures and practices before and during the hearing;
  - 26.14.7 shall decide whether the hearing is to be held in private;
  - 26.14.8 shall decide where the hearing, in person or virtual, will be held;
  - 26.14.9 may refuse any person who is not directly involved in the proceedings the right to attend the hearing;
  - 26.14.10 may grant postponements and adjournments;
  - 26.14.11 may ask questions of the Prosecuting Advocate, the Accused and witnesses;
  - 26.14.12 may proceed in the absence of the Accused if they have been duly notified that the hearing was to be held and expressly or implicitly declined to participate; and
  - 26.14.13 shall maintain order during the hearing.
- 26.15 Records obtained by any person through the Trial procedure shall be maintained confidential, and shall not be used for any purpose other than the Trial process.
- 26.16 Records obtained by any person through the Trial procedure shall be securely destroyed, or returned to their source, within a reasonable time after their use is necessary for proceedings including, and related to or arising out of, the Trial procedure.

*Rights of the Accused*

- 26.17 The Accused shall have the right, subject to the provisions of the *Labour Relations Code* and the *Personal Information Protection Act*.

- 26.17.1 to be informed of the specific Charges and provided a full and complete copy of the Charge and amendments or additions thereto by personal service or double registered mail, and by email;
- 26.17.2 to know the identity of the Complainant(s);
- 26.17.3 to be provided with a copy of any Investigator's report;
- 26.17.4 to be provided with any additional documentary evidence gathered by the Investigator or the Gatekeeper;
- 26.17.5 to call and cross-examine witnesses;
- 26.17.6 to be given a reasonable time to prepare their defence;
- 26.17.7 to be heard; and
- 26.17.8 to be represented by any person, including legal counsel of their own choosing at their own expense.

*Process*

- 26.18 The appointed Prosecuting Advocate shall represent the interests of the Association in the Trial hearing. They shall present the evidence of the Charge at the hearing on behalf of the Executive or the Complainant(s) as the case may be, and shall make submissions at the hearing.
- 26.19 At the discretion of the Executive, legal counsel may be hired (at the expense of the Association) to assist the Prosecuting Advocate to present its case.
- 26.20 The Prosecuting Advocate shall provide pre-hearing disclosure of the case, and their written argument that will be presented on behalf of the Executive or the Complainant(s) as the case may be, to the Accused and to the Trial Chair by email at least 5 days prior to the hearing.
- 26.21 The Accused shall provide pre-hearing disclosure of their case, and their written argument, that will be presented on their behalf to the Prosecuting Advocate and to the Trial Chair by email at least 5 days prior to the hearing.

- 26.22 Each party, on receipt of the other party's disclosure, shall then be entitled to submit their reply arguments to each other and to the Trial Chair by email at least 2 days prior to the hearing.
- 26.23 The burden of proof shall be upon the Prosecuting Advocate, and the standard of proof shall be on the balance of probabilities. The hearing format shall be as follows:
- 26.23.1 the Prosecuting Advocate may make an opening statement;
  - 26.23.2 the Accused may make an opening statement;
  - 26.23.3 the Prosecuting Advocate presents their evidence;
  - 26.23.4 the Accused presents their evidence;
  - 26.23.5 the Prosecuting Advocate presents their rebuttal evidence, if any;
  - 26.23.6 the Prosecuting Advocate presents their argument;
  - 26.23.7 the Accused presents their argument;
  - 26.23.8 the Prosecuting Advocate presents their reply argument;
  - 26.23.9 the Accused presents their surrebuttal argument, if any.
- 26.24 The Trial Chair may ask questions throughout the hearing.

*Decision of the Trial Chair & Disciplinary Penalty*

- 26.25 The Trial Chair shall render a decision, in writing, explaining the rationale for their decision and will submit it by email to:
- 26.25.1 the Accused, and their legal counsel if any;
  - 26.25.2 the Complainant(s);
  - 26.25.3 and Prosecuting Advocate and their legal counsel if any; and
  - 26.25.4 the Executive

within thirty (30) days after conclusion of the hearing.

26.26 The Trial Chair shall:

26.26.1 find the Accused not guilty of a Charge or the Charges; or

26.26.2 find the Accused guilty of a Charge or the Charges (thereafter the “Convicted”).

26.27 If the Trial Chair finds Accused guilty of a Charge or Charges, the Executive, through a resolution passed by simple majority, shall render a disciplinary penalty or penalties, which shall be commensurate with the proven offense(s), and without limiting the generality of the foregoing may include:

26.27.1 suspension of participatory rights as a Member in the Association, or some of them, for a specific duration. Such participatory rights include, but are not limited to:

26.27.1.1 attending membership Meetings and other Association events;

26.27.1.2 voting on resolutions or other matters pertaining to the business of the Association;

26.27.1.3 standing for election to, or holding or continuing to hold, an office in the Association, including as an Officer or a Director or a Councillor.

26.27.2 suspension from office of a specific duration without remuneration from the Association;

26.27.3 removal from office for the remainder of the Officer’s or Director’s or Councillor’s elected term in office;

26.27.4 prohibition from being elected to or holding office for a specific duration;

26.27.5 a monetary penalty.

26.28 The disciplinary penalty cannot include:

- 26.28.1 suspension of, or expulsion from, Membership in the Association, which is statutorily dictated;
- 26.28.2 interference with the Member's statutory rights, including but not limited to:
- 26.28.2.1 voting on a formal mediator's recommendations pursuant to *Labour Relations Code*, s 66(3), 68;
- 26.28.2.2 voting on the most recent offer presented to the other party pursuant to *Labour Relations Code*, s 69;
- 26.28.2.3 voting in the election of the "executive" that manages the business and affairs of the Association pursuant to the *Post-secondary Learning Act*, s 86(1).
- 26.28.3 any affect on the Association's duty to fairly represent the Convicted person with respect to their rights under the Collective Agreement between the Association and the Employer pursuant to *Labour Relations Code*, 153.
- 26.29 The Trial Chair's guilty or not guilty decision, and the Executive's disciplinary penalty decision following a conviction, are final and binding.
- 26.30 Where the disciplinary penalty suspends an Officer or Director or Councillor from office for a specific duration without remuneration from the Association, and the Officer or Director or Councillor is also an employee of the Association, the disciplinary suspension of the employee is with just cause.
- 26.31 Where the disciplinary penalty removes an Officer or Director or Councillor from office for the remainder of the Officer's or Director's or Councillor's elected term in office, and the Officer or Director or Councillor is also an employee of the Association, the disciplinary penalty terminates the employee's employment with just cause.

## **Article 27 — Interpretation of the Bylaws**

- 27.1 All interpretations of these Bylaws shall be guided by the principles of interpretation set out in *Robert's Rules of Order Newly Revised* (most recent edition).

- 27.2 Where interpretation of these Bylaws is required during General Meetings or meetings of Council, the Speaker shall make the interpretation.
- 27.2.1 Any Member may appeal the interpretation of these Bylaws made by the Speaker in accordance with the rules set out in *Robert's Rules of Order Newly Revised* (most recent edition).
- 27.2.2 All interpretations of these Bylaws during meetings of the Association shall be recorded in the meeting minutes.

### **Article 28 — Amendment of the Bylaws**

- 28.1 The Governance Committee shall conduct a review of these Bylaws at least once every three years.
- 28.1.1 The Governance Committee shall submit a report to Council at a date determined by Council with its recommendations for Bylaw amendment.
- 28.1.1.1 This report shall be published to Members.
- 28.2 Council shall determine a process of engagement with Members around the Governance Committee's proposed changes and solicit input from Members on any proposed amendments of these Bylaws desired by them.
- 28.3 Council shall approve proposed Bylaw amendments to proceed to a ratification vote by the Membership.
- 28.4 Any provision in these Bylaws may be amended at any time between the mandated triennial reviews initiated by the Governance Committee.
- 28.4.1 Proposals for amendment of these Bylaws may be made at any time by Members in a written petition to the President signed by 50 Members.
- 28.4.1.1 Proposals for amendment made in this way shall be referred to the Governance Committee, which shall report to Council within two months of the date of the proposal with its recommendation in relation to the requested change.
- 28.5 Members shall receive notice about proposed amendment of these Bylaws at least thirty days prior to the start of voting.

- 28.6 The notice to Members of Council’s recommendation for Bylaw amendments shall include the current article or articles, the revised article or articles as recommended by Council, and a succinct statement of the objective or rationale of each of the proposed changes.
- 28.7 These Bylaws of the Association shall be amended by a resolution passed by not less than two thirds (2/3) of the votes cast.
- 28.8 Ratification voting on amendments to these Bylaws shall be by secret ballot. Ratification voting may be done in person, or other than in-person, including by mail-in ballot, electronically or by any other reliable method set out in the policies (which method shall address practicality, economy, and the right of all Members to vote). Proxy voting by Members shall not be permitted in any ratification vote.

#### **Article 29 — Indemnification**

- 29.1 For the purposes of this Article “**Representative**” means any person, including but not limited to Officers, Directors, Councillors and employees of the Association, who has undertaken or is about to undertake any activity on behalf of the Association pursuant to these Bylaws, a contract, or otherwise with the authorization of Executive.
- 29.2 Every Representative, and their heirs, executors, administrators and estate shall at all times be indemnified and saved harmless by the Association from and against all costs (including taxed costs and solicitor/client fees), charges, expenses, judgment and liabilities whatsoever, which such Representative may be found liable for as a result of any action, suit, claim or proceeding which is brought, commenced or prosecuted against such Representative for or in respect of any act, deed, or matter or thing whatsoever made, done, omitted, or permitted by the Representative with respect to the execution of the authorized activities undertaken for the Association, and from and against all other costs, charges and expenses which the Representative may be found liable for in or about or in relation to their fulfilling their duties on behalf of the Association in good faith, including negligent errors and omissions, except insofar as they are caused by the Representative’s wilfully bad faith or reckless acts or omissions. Such indemnification shall include reasonable legal defense costs provided that the Association retains and instructs the Representative’s legal defence counsel.
- 29.3 Executive Director may cause the Association to purchase insurance to provide coverage for Representatives equal to or better than, and in place of, the

indemnification (or aspects of it) contemplated in this Article 29, if available for purchase at a reasonable cost.

29.4 For clarity, this Indemnification Article 29 is not applicable

29.4.1 with respect to a Representative who is an Accused and/or Convicted under Article 26 in relation to their defence under the Trials & Charges process.

29.4.2 with respect to indemnifying any person's action, suit, claim or proceeding which is brought, commenced or prosecuted by them against the Association and/or its Representatives.

### **Article 30 — Records and Business Affairs**

30.1 Physical Offices

30.1.1 The Association may secure leased or purchased main office space when practicable and economical on or near the main campus of the University of Alberta in a location easily accessible to the Membership.

30.1.2 If the Association has not secured main office space, it may rent office space as required from time to time for any purpose, including for meetings with Members. For clarity, the Association may conduct its business virtually without main office space.

30.1.3 If the Association has not secured main office space, the minutes of meetings, books and records of the Association, either hard copy or electronic form, either archived or active, shall be maintained in a secure manner and at locations as designated by the Executive Director.

30.2 Finances, Borrowing, and Property

30.2.1 The fiscal year of the Association shall be July 1 to June 30.

30.2.2 Financial transactions of, by and on behalf of the Association shall require the signature of two duly authorized signing officers. The signing officers of the Association shall be the President, Vice-President, Treasurer, and the Executive Director.

- 30.2.3 The financial books and accounts of the Association shall be audited at least once per fiscal year by a duly qualified person selected for that purpose at a General Meeting.
- 30.2.4 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 of the Members present at a duly constituted General Meeting.
- 30.2.5 The Association may acquire and dispose of property.
- 30.2.5.1 All resolutions dealing with the acquisition and disposal of property shall be approved by a majority of not less than two-thirds of the Members present at a duly constituted General Meeting.

30.3 Records and Minutes

- 30.3.1 The Association shall, as may be required by statute or these Bylaws, maintain the minutes of meetings, books and records of the Association, in either hard copy or electronic form or both.
- 30.3.2 All non-current books and records of the Association shall, be archived under such restrictions as may be determined by the Executive, or be destroyed according to a records management policy, or according to the law.
- 30.3.3 Subject to the *Personal Information Protection Act*, the books, records and minutes of the Association, Council, and Executive as contemplated by section 30.3.1 may be inspected by any Member. Such inspection may be made at the time and place designated by the Executive Director. For clarity, Members may not examine records of the Association containing “personal information” or “personal employee information” as defined in the *Personal Information Protection Act*, of any person including Members or employees of the Association.

**Article 31 — Dissolution**

- 31.1 As the Association is a statutory corporation that was incorporated under the *Universities Act* (1980), and is continued under the *Post-Secondary Learning Act* (2003), it cannot be voluntarily “dissolved”. The Association can only be dissolved through legislative action by the Alberta Legislature, or through an order of the Lieutenant Governor in Council disestablishing the University of Alberta as a public post-secondary institution.
- 31.2 In the event the Association is dissolved by an act of the Alberta Legislature or through an order of the Lieutenant Governor in Council, the assets and liabilities of the dissolved statutory corporation must be dealt with pursuant to the statutory action of Alberta Legislature (and any regulations promulgated thereunder), or pursuant to the order of the Lieutenant Governor in Council made under the *Post-Secondary Learning Act*, s 102(1), as the case may be.