



Bylaws of the Association

(current as of October 21, 2020)

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
Article 1 — Charter	4
Article 2 — Name	4
Article 3 — Objects	4
Article 4 — Membership and General Authority	5 – 8
Article 5 — General Meetings	8 – 10
Article 6 — Council	10 – 17
Article 7 — Executive	17 – 22
Article 8 — Officers & Their Duties	22 – 25
Article 9 — Directors & Constituent Assemblies	25 – 28
Article 10 — Executive Director	28 – 30
Article 11 — Standing Committees	30 – 31
Article 12 — Governance Committee	31
Article 13 — Finance Committee	31 – 32
Article 14 — Equity & Diversity Committee	32
Article 15 — Academic Affairs Committee	32
Article 16 — Advocacy Committee	33
Article 17 — Member Engagement Committee	33
Article 18 — Personnel Committee	33
Article 19 — Grievances Committee	34
Article 20 — <i>Ad Hoc</i> Committees	34
Article 21 — Caucuses	35
Article 22 — Retirees	35 – 36
Article 23 — Board of Governors Representative	36
Article 24 — Bargaining	36 – 37
Article 25 — Enforcement of the Collective Agreement & Grievances	37 – 38
Article 26 — Elections	38 – 42
Article 27 — By-Elections	43 – 44
Article 28 — Removal From Office	44 – 46
Article 29 — Interpretation of the Bylaws	46
Article 30 — Amendment of the Bylaws	46 – 47
Article 31 — Indemnification	47 – 48
Article 32 — Records and Business Affairs	48 – 49
Article 33 — Wind-Up & Dissolution	49 – 50

DEFINITIONS

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

Association means the Association of Academic Staff University of Alberta whose acronym is AASUA.

Bargaining Unit means the employees for whom the Association is the bargaining agent.

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.

Constituency means a group of employees designated by the Board of Governors at the University of Alberta to be represented by the Association as their exclusive bargaining agent.

Constituency Assembly means a meeting open to all members of a given constituency at which constituency members may pass resolutions on behalf of the constituency.

Constituency Member means a member of a group of employees designated as a constituency of members of the Association by the Board of Governors at the University of Alberta.

Council means the collective body of the elected representatives of the Association's constituencies 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'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, with the Executive Director of the Association serving as an *ex officio* member.

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

General Meeting means a meeting open to all members of the Association at which members may pass resolutions on behalf of the membership.

Member means a person who has met the qualifications for membership in the Association as described in these bylaws.

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

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

Retiree means a former member of the Association who has retired from all employment at the University of Alberta and who registers with the Association as a retiree.

Article 1 — Charter

1.1 The Association of Academic Staff of the University of Alberta is the trade union representing academic staff of the University of Alberta. The Association of Academic Staff of the University of Alberta was chartered as a corporation by the *Universities Act* (1980) and continued under the provisions of the *Post-Secondary Learning Act* (2003) and regulations associated with that Act. It is also deemed to be a trade union for the purposes of acting as bargaining agent for the academic staff members under the *Labour Relations Code* of Alberta with the passage of the *Act to Enhance Post-Secondary Academic Bargaining* (2017).

Article 2 — Name

2.1 The name of the Association is the Association of the Academic Staff of the University of Alberta.

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, collective agreements with the employer establishing the terms and conditions of employment for each of the Association's constituencies and to administer such collective agreements;

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 in relation to the employment relationship as appropriate; 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 and General Authority

- 4.1 Anyone employed in a bargaining unit for which the Association is the bargaining agent is eligible to become a member of the Association.
- 4.2 A member ceases to be a member in the Association when
- 4.2.1 a member's employment at the University is outside of any bargaining unit represented by the Association
 - 4.2.2 a member retires or otherwise permanently leaves the employment of the University;
 - or
 - 4.2.3 a member has not had an employment contract with the employer in any Association bargaining unit for more than one year.
- 4.3 Members whose contract of employment with the employer concludes may remain members for up to one year or until they are re-employed by the employer, whichever comes first.
- 4.3.1 No more than 30 days after their employment concludes a member must register with the Association according to policy set by Council.
 - 4.3.2 A member who wishes to extend their membership while between contracts of employment with the University of Alberta must pay any dues or fees set by Council for that purpose.
 - 4.3.3 Any Officer, Director, or Councillor whose employment concludes at some point or for some portion of their term and who wishes to complete their term must register as per Article 4.3.1 and 4.3.2.
 - 4.3.4 A member who is terminated by the employer and is grieving their termination maintains membership until the conclusion of the grievance and is not subject to Articles 4.3.1 to 4.3.2.
 - 4.3.5 A member whose academic staff status has been affected by a change in designation made under section 5(2) of the Post-secondary Learning Act where that decision is being challenged pursuant to section 58.6(1) of the

Labour Relations Code maintains membership until the conclusion of the section 58.6(1) challenge.

4.3.6 A member whose academic staff status has been affected by termination of employment that is being challenged under the unfair labour practice provisions of the Labour Relations Code maintains membership until the conclusion of such challenge.

4.4 The members of the Association are the ultimate authority for determining the policies and managing the affairs of the Association through the procedures established in these bylaws.

4.5 Members shall have all of the rights and privileges accorded to members of the Association as contained in these bylaws, the collective agreement for their constituency, and any governing legislation, and may:

4.5.1 Seek the Association's aid in enforcing the rights and privileges accorded them by the collective agreement, statute, past practice, and University policy;

4.5.2 Vote for:

4.5.2.1 all Officers,

4.5.2.2 Directors, and

4.5.2.3 Councillors.

4.5.3 Vote:

4.5.3.1 on any matter brought to a vote at any general meeting,

4.5.3.2 on any referendum of the membership,

4.5.3.3 to ratify the collective agreement, and

4.5.3.4 to approve bargaining priorities for the constituency to which they belong at a duly constituted constituency assembly.

- 4.5.4 Be nominated for and elected to any elected position of the Association subject to any specific eligibility requirements laid out in these bylaws;
 - 4.5.5 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;
 - 4.5.6 Attend and speak at all general meetings;
 - 4.5.7 Attend all meetings of Council except where Council has decided to meet *in camera*;
 - 4.5.8 Receive all membership correspondence prepared by the Association;
 - 4.5.9 Receive such benefits and discounts as may be arranged by the Association on behalf of members;
 - 4.5.10 Petition the Executive to order a general meeting to debate a specific resolution.
 - 4.5.10.1 Such a petition must be signed by at least 30 members of the Association.
 - 4.5.10.2 The petition shall specify the resolution to be put to the membership.
 - 4.5.10.3 Where Executive determines that such a resolution shall not be presented to members at a general meeting, the petitioners and Council shall receive a report on Executive's decision within thirty days.
 - 4.5.11 Enjoy such other rights as these bylaws or amendments to these bylaws may confer, and
 - 4.5.12 At a duly constituted general meeting, may assign further functions or specific tasks to the Officers, Executive, or Council.
- 4.6 Members have the obligation to pay dues and fees to the Association as prescribed by Council.

4.6.1 Individuals employed within bargaining units represented by the Association who do not pay the mandated dues and fees to the Association except where herein provided are not members of the Association and have no rights as laid out in these bylaws except those rights guaranteed them in law.

4.7 Membership as affected by leave

4.7.1 A member on leave as provided for in the collective agreement retains all rights and privileges of membership.

4.7.2 A member on paid leave is obligated to pay dues and fees prescribed by Council for members on paid leave.

4.7.3 A member on unpaid leave is obligated to pay any dues and fees prescribed by Council for members on unpaid leave.

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 Any other item specified by members in written request to the Executive by at least 20 members of the Association at least seven days in advance of the 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 only.
 - 5.3.1.1 Employees, contractors of the Association, 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 The latest edition of *Robert's Rules of Order* shall govern the proceedings of general meetings.
- 5.3.5 The speaker elected by Council under Article 6.8, or their designate, presides over all general meetings and election forums held during the speaker's term.
- 5.3.6 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. Such electronic meetings shall only be held when, in the opinion of the President, extenuating circumstances do not allow for in-person meetings.
- 5.3.7 Voting under 5.3.6 may be held by voice or by electronic means.

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.

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 dues and fees to be paid by 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 appoint and reappoint 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 the 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 order 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 To set investigation, adjudication and penalty policies and procedures for an alleged breach of election rules by a candidate and others.
 - 6.1.19.1 Penalties may include but need not be limited to fines, annulment of election results, the banning of specific members from running for any officer position in the Association for a limited period of time, and removal of a member's name from the ballot in the election in progress.

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:
 - 6.2.3.1 the Academic Faculty;
 - 6.2.3.2 the Academic Librarians;
 - 6.2.3.3 the Academic Teaching Staff;
 - 6.2.3.4 the Administrative and Professional Officers;
 - 6.2.3.5 the Faculty Service Officers;
 - 6.2.3.6 the Temporary Librarian, Administrative and Professional Officers; and
 - 6.2.3.7 the Trust/Research Academic Staff;
- 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 shall not exceed seventy.
 - 6.3.1 No Officer may simultaneously hold a seat on Council representing a Faculty or constituency.
- 6.4 The term of office for a Councillor is three years.
 - 6.4.1 Members may be elected to only two consecutive three-year terms as a Councillor.
 - 6.4.2 Thereafter members must wait at least two years before they may stand for re-election to another term on Council.
 - 6.4.3 A member who serves more than one year of their second consecutive term is deemed to have served their full second term for the purposes of 6.4.
- 6.5 The number of Councillor seats allocated to each of the Association's constituencies proportionally shall be based on the total member distribution by constituency within the Association.
 - 6.5.1 Each constituency 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 Constituencies have the authority to determine whether their representatives to Council are to be elected by the constituency as a whole or according to subdivisions of the constituency.
 - 6.6.1 Constituencies determine the policy for any subdivisions at a constituency assembly.
 - 6.6.1.1 Where a constituency chooses to elect its representatives to Council according to subdivisions of the constituency, the subdivisions shall reflect the diversity of employee type and various units of the University within which constituency members are housed.

- 6.6.1.2 The number of Council seats allocated to a subdivision shall be proportional to the size of the subdivision within the constituency 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 27.2, then constituencies may reallocate those unfilled seats for the remaining term.
- 6.6.1.5 Any policy for sub-divisions within a constituency must be approved by a simple majority of votes cast from all members of that constituency.
- 6.6.1.6 Constituencies 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 constituencies.

6.7 Alternates

- 6.7.1 Each constituency shall have the opportunity to elect alternates who may attend Council meetings on behalf of Councillors unable to attend a meeting with full voting and speaking privileges.
- 6.7.2 Alternates are elected for one-year terms in the annual elections.
- 6.7.3 Each constituency may elect at least two alternates and a maximum number of six.
- 6.7.4 Councillors have the discretion to determine which alternate from their constituency may attend in their place when they are unable to attend a meeting of Council.

6.8 Speaker

- 6.8.1 By October 1st, 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 from the speaker's constituency shall serve as a Councillor for the constituency.
- 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.

6.9 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.
- 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 Council shall vote by show of hands unless or except when:
 - 6.9.7.1 these bylaws otherwise specify the method of voting, or

- 6.9.7.2 a motion to vote otherwise is made and passed by the members of Council.
- 6.9.8 All motions and votes in Council are carried by a simple majority of votes cast except where the bylaws, policies and procedures, or meeting rules of order state otherwise.
- 6.9.9 The latest edition of *Robert's Rules of Order* shall govern the proceedings of Council.
- 6.10 Council may choose to sit *in camera* upon a majority vote of councillors present and voting.
 - 6.10.1 Council shall limit the use of *in camera* discussions to:
 - 6.10.1.1 Personnel matters involving employees, Officers, Directors, Councillors, or members of the Association;
 - 6.10.1.2 Litigation; or
 - 6.10.1.3 Any other matter where confidentiality is necessary.
- 6.11 Regular or special meetings of Council may be conducted through the use of any means of communication, such as electronic meetings, by which members of Council participating may simultaneously hear each other during the meeting. A member of Council who participates electronically under this Bylaw is deemed to be present at the said meeting. Such electronic meetings shall only be held when, in the opinion of the President, extenuating circumstances do not allow for in-person meetings of Council.
- 6.12 Voting under 6.11 may be held by voice or by electronic means.

Article 7 — Executive

- 7.1 The Executive is the 'executive' of the Association for the purposes of the *Post-secondary Learning Act*.
 - 7.1.1 Executive comprises the Officers and Directors of the Association.

7.1.2 The Executive Director is an *ex officio*, non-voting member of the Executive.

7.1.3 The Lead Negotiator is an *ex officio* non-voting member of the Executive while negotiations are in process.

7.2 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 positions, policies, goals and objectives established by Council or the members of the Association at general meetings;

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;

7.2.7 Shall appoint one of the Directors to serve on the Personnel Committee;

7.2.8 May remove by a two-thirds majority vote members or chairs appointed by Executive to a standing or *ad hoc* committee;

7.2.9 Shall recommend to Council a date for the Annual General Meeting;

7.2.10 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.

- 7.2.10.1 Executive may remove members of the negotiating team once negotiations are in progress by a two-thirds majority vote.
- 7.2.10.2 Where any member is removed from the negotiating team, Executive may recommend to Council a new member to be added to the team;
- 7.2.11 Shall recommend to Council a candidate, normally a member, to be appointed as the Lead Negotiator;
- 7.2.12 Shall develop the Association's bargaining priorities through consultation with the membership;
 - 7.2.12.1 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.
- 7.2.13 Shall approve the mandate for the negotiating team, and once bargaining is in progress instruct and receive reports from the negotiating team;
- 7.2.14 Shall call for a ratification vote on an offer;
- 7.2.15 Shall call a general meeting to present the offer to the membership;
- 7.2.16 Has the ultimate authority to manage grievances and any litigation involving the Association, including but not limited to hearing appeals of decisions of the Grievances Committee;
- 7.2.17 Shall nominate to Council individuals to fill the positions of Electoral Officer and Deputy Electoral Officer; and recommend to Council their removal for inability to perform duties, or dereliction of duties; and
- 7.2.18 May, at its discretion:
 - 7.2.18.1 Solicit advice from the Association's committees, Council, and members,
 - 7.2.18.2 Consider resolutions passed by the Association's committees and make recommendations to Council in light of these resolutions,

- 7.2.18.3 Recommend other resolutions to Council or the membership, and
 - 7.2.18.4 Order the President to call a general meeting.
 - 7.2.19 Executive shall receive the annual audit.
- 7.3 The Executive meets at the call of the President at least 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 Executive except in cases of emergency.
 - 7.3.2 The Executive shall permit any or all Officers and Directors 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 directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.
 - 7.3.3 The latest edition of *Robert's Rules of Order* shall govern the proceedings of Executive meetings.
 - 7.3.4 Voting may be held by electronic 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 27.
- 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 Executive Director shall provide 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 27.
- 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 27.

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

7.6.2.4 Advocacy, and

7.6.2.5 Member Engagement.

7.6.3 The Directors appointed to the Academic Affairs, Advocacy and Member Engagement portfolios shall serve *ex officio* on the standing committees of the same name, 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 agreements being infringed at each Annual General Meeting and at select meetings of Executive and Council.

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 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 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.

Article 8 — Officers & Their Duties

8.1 The Association's Officers are elected for two-year terms that begin July 1st 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 the will of the membership as expressed through general meetings, Council, and Executive;
 - 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.
 - 8.2.8 Fulfill any other functions as may be assigned from time to time by Executive, Council, or the membership.
 - 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 his or her functions to the Vice-President or any of the Directors at his or her 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, Council, or the membership.
- 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, Council, or the membership.
- 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, Council, or the membership.

Article 9 — Directors & Constituency Assemblies

- 9.1 The members of each constituency shall annually elect from the Councillors from the constituency a Director who shall serve on Executive for a one-year term from July 1st to June 30th.
- 9.1.1 The Director remains a Councillor.
 - 9.1.2 A member may serve as a Director for up to six consecutive years with the possibility of re-election to the position again after an interval of one year.
 - 9.1.3 A member elected to the role of Director as the result of a by-election will not have the partial term count toward the six-term limit.

9.2 Directors shall:

- 9.2.1 Represent to the Executive the needs, interests and priorities of their constituencies;
- 9.2.2 Engage in two-way communications with their constituency 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 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 constituencies in communication with members of their constituency; 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 in a duly constituted assembly of the constituency members or the membership.
- 9.2.8 Regular or special constituency assemblies may be conducted through the use of any means of communication, such as electronic meetings, by which constituency members participating may simultaneously hear each other during the assembly. A constituency member who participates electronically under this Bylaw is deemed to be present at the said assembly. Such electronic meetings shall only be held when, in the opinion of the Director, extenuating circumstances do not allow for in-person constituency assemblies.
- 9.2.9 Voting under 9.2.8 may be held by voice or by electronic means.

9.3 Each constituency assembly shall:

- 9.3.1 Establish for the subsequent approval of Council the constituency's bargaining priorities:

- 9.3.1.1 Should quorum not be confirmed at the constituency assembly, the Councillors for the constituency shall establish for the subsequent approval of Council the bargaining priorities developed in communication with all members of the constituency.
 - 9.3.2 Determine electoral subdivisions for the election of Councillors from the constituency; and
 - 9.3.3 Have other functions and responsibilities as Executive, Council, or the membership assign to them.
- 9.4 Each constituency assembly 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'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 members of their constituency 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 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, 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 constituencies.
- 9.6 Directors shall provide members of the constituency with notice of a constituency assembly:
 - 9.6.1 Where the constituency assembly 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 For meetings to consider a specific resolution, members shall receive written notice of the resolution along with notice of the meeting.
- 9.6.2 For all other meetings of a constituency assembly the Director shall provide reasonable notice of the meeting.
- 9.7 Votes at constituency assemblies are by a simple majority of the constituency 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, may use electronic balloting of the constituency group in regard to any resolution that was scheduled for consideration at the duly called meeting.

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 then in effect;
 - 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 Is an *ex officio* non-voting member of Executive, and may take part in all deliberations of Executive.
 - 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 a motion of Council 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 assigned by members at a general meeting, Council, or Executive, or pursuant to these bylaws as long as the new responsibilities are consistent with the contract of employment
- 10.2 The Executive Director may delegate responsibilities to the Association's staff.
- 10.3 The Executive Director is evaluated annually by the Personnel Committee.

Article 11 — Standing Committees

- 11.1 The Association shall have the following standing committees to provide the Executive with the expertise, recommendations, and advice required to manage the affairs of the Association and 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
 - 11.1.5 Advocacy Committee
 - 11.1.6 Member Engagement 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 one-year terms ending June 30th in each year.

- 11.4 Unless otherwise stated herein, committees are generally composed of one chair and up to seven members.
- 11.5 No member may serve more than six consecutive terms as a member of a standing committee, except where otherwise stated herein.
- 11.6 No member 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 the Association’s bylaws;
 - 12.1.2 Annual review of the Association’s ‘Policies and Procedures’;
 - 12.1.3 Oversight, between meetings of Council, of the application of *Robert’s Rules of Order* at meetings of Council; and
 - 12.1.4 Any other responsibilities as may be assigned to it by the membership, 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 dues structure at least every three years and makes recommendations to Council on the dues and 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 Agreements with the employer; and
- 15.1.4 Consider any other academic matters it deems relevant to the Association.

Article 16 — Advocacy Committee

- 16.1 The Advocacy Committee shall develop and recommend campaigns to support the Association's work of advocating for the collective and individual interests of members to bodies external to the Association.

Article 17 — Member Engagement Committee

- 17.1 The Member Engagement Committee shall:
- 17.1.1 Develop, recommend and assist in the implementation of strategies for the innovative, active, and reciprocal involvement of the membership in the on-going work of the Association including communications with the membership that enhance the Association's discussions, deliberations, and decision-making processes.

Article 18 — Personnel Committee

- 18.1 The Officers of the Association and one other member of the Executive appointed by Executive shall constitute the Personnel Committee.
- 18.2 The Personnel Committee plays an advisory and consultation role to assist the President in fulfilling the President's general supervisory authority over the staff of the Association, with these responsibilities including but not limited to:
- 18.2.1 Reviewing and approving any new job description, along with initial salary range for the position, before the new position is advertised;
 - 18.2.2 Approving all terminations and dismissals for cause as recommended by the Executive Director; and
 - 18.2.3 Reviewing and approving the President's annual evaluation of the Executive Director's performance, along with the annual increment award.
- 18.3 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.

Article 19 — Grievances Committee

- 19.1 The Grievances Committee is chaired by the Director with the Grievances portfolio, who has no vote except to break a tie.
- 19.2 The Grievances Committee determines if a member's complaint concerning the interpretation or implementation of the collective agreement shall be pursued.
- 19.3 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.
- 19.4 The 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.
- 19.5 If the member or the Executive Director disagrees with a decision of the Grievances Committee, either may appeal the decision to the Executive.

Article 20 — *Ad Hoc* Committees

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

Article 21 — Caucuses

- 21.1 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.
- 21.2 Council may recognize any caucus of the Association proposed by members according to policy set by Council.
- 21.3 Caucuses recognized by Council have the authority to present their concerns and recommendations for action by the Association at Council or general meetings.
- 21.4 Council may choose to support the work of a caucus with the allocation of Association funds.

Article 22 — Retirees

22.1 Retirees

- 22.1.1 A member of the Association who retires from employment at the University of Alberta may register with the Association as a retiree according to policy set by Council.
- 22.1.2 Retirees may:
 - 22.1.2.1 Be appointed to and serve on any committee for which they would have been eligible as a member, upon the approval of Council as a non-voting member,
 - 22.1.2.2 Attend general meetings, and
 - 22.1.2.3 Speak at general meetings where given the privilege of doing so by the members in attendance, according to policy set by Council.
- 22.1.3 Retirees may not:
 - 22.1.3.1 Vote for any Officer or other elected representative of the Association,

22.1.3.2 Vote in any referendum or ratification vote, or

22.1.3.3 Vote on any matter considered at a general meeting.

22.1.4 A retiree must pay any dues or fees set by Council for that purpose.

Article 23 — Board of Governors Representative

23.1 The Association shall elect its nominee for its academic staff representative to the Board of Governors in balloting of all members of the Association according to policy set by Council.

Article 24 — Bargaining

24.1 The Association is the exclusive bargaining agent for all members regarding compensation, benefits, and terms and conditions of employment.

24.2 The negotiating team shall be composed of members of the Association, subject to 24.2.1.2.

24.2.1 The negotiating team shall be chaired by the Lead Negotiator.

24.2.1.1 The Lead Negotiator may not simultaneously be an Officer or Director of the Association.

24.2.1.2 The Lead Negotiator will normally be a member of the Association.

24.2.2 The Executive may appoint resource people to assist the negotiating team as Executive sees fit.

24.2.3 The negotiating team reports to and takes instruction from Executive.

24.3 Ratification Votes

24.3.1 Members must ratify all collective agreements.

24.3.2 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.

24.3.2.1 At the 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.

24.3.3 Following the meeting the Executive Director shall arrange for a ratification vote on the tentative agreement by members covered by the agreement.

24.3.3.1 Council shall set policy for the method of voting.

24.3.3.2 Except where legislation or the Labour Board provides differently, members shall have at least three days and no more than seven days to vote to ratify a collective agreement.

24.3.3.3 A ratification vote passes with a simple majority of votes cast.

24.3.3.4 Electronic voting may be used in any ratification vote by the membership.

Article 25 — Enforcement of Collective Agreement & Grievances

25.1 Members may bring complaint about the application and enforcement of their rights under the collective agreement and any applicable laws to the attention of the Association according to the methods of reporting as set out in the Association's 'Policies and Procedures' manual.

25.2 Policy Grievances

25.2.1 Any member may bring to the President or the Director responsible for the Grievances portfolio a recommendation for the Association's pursuit of a policy grievance.

25.2.1.1 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.

25.2.2 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.

25.3 Any consideration of grievance matters at Executive that involves the discussion of individuals shall be held *in camera*.

Article 26 — Elections

26.1 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.

26.1.1 The Electoral Officer and Deputy Electoral Officer will serve up to one-year terms.

26.1.1.1 There are no term limits for the Electoral Officer and Deputy Electoral Officer.

26.1.2 The Electoral Officer and Deputy Electoral Officer may be members of the Association or parties external to the Association remunerated for their work.

26.1.2.1 Neither the Executive Director nor any other Association staff member may be appointed as the Electoral Officer or Deputy Electoral Officer.

26.1.2.2 No Officer or Director may be appointed as the Electoral Officer or Deputy Electoral Officer.

26.1.2.3 Neither the Electoral Officer or the Deputy Electoral Officer may stand for election in the year that they serve in these roles.

26.1.3 The Electoral Officer and the Deputy Electoral Officer may ask Council for the funds required to do their work.

- 26.1.4 The Electoral Officer has the authority to enforce all rules related to Association elections and has the authority to hear any complaints about breach of those rules and to apply any penalties provided by those rules. This authority shall include but is not limited to the authority to:
- 26.1.4.1 Issue the calls for nominees for Officers, Directors, and Councillors;
 - 26.1.4.2 Verify the eligibility of candidates in the election of Officers, Directors, and Councillors;
 - 26.1.4.3 Enforce the campaign rules set out in these bylaws or established in policy set by Council;
 - 26.1.4.4 Verify the election results and report them to the membership; and
 - 26.1.4.5 Report to Council on any issues that arose in the administration of the elections with recommendations for improvements in the Association's electoral processes.
- 26.1.5 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.
- 26.1.5.1 Any written legal opinion secured by the Electoral Officer or Deputy Electoral Officer shall be the property of the Association.
- 26.1.6 Where the Electoral Officer or Deputy Electoral Officer is a member of the Association, the Officers do not vote in any balloting except in the case of a tie vote, as set out herein.
- 26.1.7 Where the Electoral Officer is unable to perform their duties, the Deputy Electoral Officer has the same authority as the Electoral Officer.
- 26.1.8 The Electoral Officer may delegate all of their powers in relation to any particular election to the Deputy Electoral Officer.

- 26.1.9 The Electoral Officer and Deputy Electoral Officer shall determine the outcome of any election that results in a tie vote.
- 26.1.9.1 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.
- 26.1.9.2 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.
- 26.2 Elections shall follow the schedule set out in the bylaws and in the Association's policies.
- 26.2.1 All scheduling, including the dates for balloting in the election of the Association's Officers, Directors, and Councillors, shall be selected to ensure the greatest number of members shall be eligible to vote.
- 26.2.2 Elections for Officers shall be completed and the results announced at least seven days before the close of nominations for Councillors.
- 26.2.3 Council elections shall be completed and winners announced before the close of nominations for Directors.
- 26.2.4 Members shall have no fewer than three days and no more than seven days to vote for the four Officer positions and for Councillors.
- 26.2.4.1 Balloting periods shall include weekends and statutory holidays for any ballot open for longer than a 24-hour period.
- 26.3 No later than February 15th Council shall set the date for an elections forum for the candidates for Officer positions.
- 26.3.1 Council shall approve the place and time of the elections forum.
- 26.3.2 Members shall receive at least 30 days' notice of the time and place of the elections forum.

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

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

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

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

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

26.4 Officer Elections

26.4.1 Where there is only one candidate for any of the positions of President, Vice-President, Treasurer, or Equity Officer, members shall vote to ratify their appointment in a yes/no ballot requiring the candidate to receive a simple majority of votes cast.

26.4.2 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.

26.4.3 Where there are three or more candidates for any of the positions of President, Vice-President, Treasurer, or Equity Officer:

26.4.3.1 If a candidate receives more than fifty percent plus one of the ballots cast, the candidate is elected to the office.

26.4.3.2 If no candidate receives more than fifty percent plus one of the ballots cast, the Association shall hold a run-off election.

26.4.3.3 Balloting in the run-off election shall begin no later than seven days after the results of the first ballot are announced.

- 26.4.3.4 Only the names of the two candidates who received the most votes in the first ballot will appear on the run-off election ballot.
 - 26.4.3.5 The candidate that receives the greatest number of votes in the run-off election ballot is elected to the office.
- 26.5 Councillor Elections
 - 26.5.1 Only the members of a constituency vote for the Councillors to be elected from their constituency.
- 26.6 Director Elections
 - 26.6.1 Only the members of a constituency vote for the Directors to be elected from their constituency.
- 26.7 Campaign Rules
 - 26.7.1 Council shall from time to time set policy regarding campaigns, including but not limited to campaign spending limits, as well as penalties for breach of campaign rules.
- 26.8 Association business during elections
 - 26.8.1 Executive, Council, and the committees of the Association may continue to meet during the electoral period.
 - 26.8.2 The Electoral Officer shall approve, according to policy set by Council, any communication of Executive or an Executive member in his or her capacity as Officer or Director to be issued during the electoral period to prevent the advantaging or disadvantaging of any candidate.
- 26.9 Verification & Communication of Election Results
- 26.10 Electronic voting may be used in any election vote by the membership.

Article 27 — By-Elections

- 27.1 Subject to 7.5.1.1, a by-election is triggered where an Officer, Director, or Councillor:
- 27.1.1 Ceases to be a member of the Association,
 - 27.1.2 Resigns from the office of President, Vice-President, Treasurer, Equity Officer, Director, or Councillor, or
 - 27.1.3 Is removed from office by the provisions stipulated in these bylaws.
- 27.2 In addition to 27.1, a by-election is triggered after an election:
- 27.2.1 When one or more Councillor seats remain unfilled; and /or
 - 27.2.2 When Officer or Director positions remain unfilled.

Notice of By-election

- 27.3 If a by-election is triggered, the Executive Director shall give members:
- 27.3.1 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
 - 27.3.2 One week's notice for a Councillor seat.

Timing for By-elections triggered under 27.1

- 27.4 A by-election triggered under 27.1 must be held as soon as possible given the required nomination periods.

Timing for By-elections triggered under 27.2

- 27.5 If a by-election is triggered under 27.2, the Association shall hold a by-election by November 30th.
- 27.6 If one or more Officer or Director positions or Councillor seats remains unfilled following the by-election referenced in 27.5, the Association shall conduct an additional by-election in the first year of the term and a maximum

of two by-elections in each subsequent year of the term until the Officer or Director positions or Councillor seats are filled.

- 27.7 Despite 27.4 and 27.6, 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

- 27.8 By-elections follow the rules for elections described in 26.

27.8.1 If an Officer position is to be filled by a by-election, the electoral forum will be held at a date set by Council between the close of nominations and the beginning of voting.

Term

- 27.9 The term for Officers, Directors or Councillors elected in a by-election are set out below:

27.9.1 An Officer elected in a by-election is elected for the remainder of the Officer term.

27.9.2 A Director elected in a by-election is elected for the remainder of the Director term.

27.9.3 A Councillor elected in a by-election is elected for the remainder of the Councillor term.

Article 28 — Removal from Office

- 28.1 Elected representatives of the Association may be removed from office for:

28.1.1 Inability to perform duties, or

28.1.2 Dereliction of duty.

- 28.2 Executive may vote to suspend a member of Executive for the reasons set out in 28.1 in a two-thirds majority vote.

- 28.2.1 During the suspension, the Officer or Director who has been suspended may not attend meetings of Executive or Council or perform their duties as specified in these bylaws or policy.
- 28.2.2 Where the President is suspended, the Vice-President assumes the President's duties.
- 28.2.3 Where the Vice-President or Treasurer is suspended Executive shall appoint from its members, at a special meeting of Executive to be held within 72 hours of the suspension, a Director to assume their duties.
- 28.2.4 Where a Director is suspended, the Councillors from the Director's constituency shall appoint from amongst themselves, at a meeting chaired by the President to be held within 72 hours of the suspension, a Councillor to assume the Director's duties.
- 28.3 Council may vote to suspend a member of Council for the reasons set out in 28.1 in a two-thirds majority vote.
 - 28.3.1 During the suspension, the Councillor who has been suspended may not attend meetings of Council or determine the alternate who replaces them.
- 28.4 Where Executive or Council votes to suspend a member:
 - 28.4.1 A vote must be held on whether or not the suspended Officer, Director or Councillor is to be removed from office for the duration of their term.
 - 28.4.2 The electorate for the vote is the members who would normally vote to fill the position of the suspended Officer, Director, or Councillor.
 - 28.4.3 If two-thirds of the ballots cast are for removal, the Officer, Director, or Councillor is removed from office.
 - 28.4.4 If a suspended Officer, Director, or Councillor resigns prior to a vote being held, no vote to remove shall be held.
- 28.5 Suspensions may last for up to 45 days or until a vote to remove the Executive member has been held, whichever comes first.

28.5.1 If a vote to remove a member of Executive or Council fails, the suspension shall end immediately, and the Officer, Director, or Councillor shall resume his or her duties.

28.6 The Executive may remove any standing committee chair or member of the negotiating team by a two-thirds majority vote.

Article 29 — Interpretation of the Bylaws

29.1 All interpretations of these bylaws shall be made in accordance with the principles of interpretation set out in *Robert's Rules of Order*.

29.2 Where interpretation of these bylaws is required during general meetings or meetings of Council, the Speaker shall make the interpretation.

29.2.1 Any member may appeal the interpretation of the bylaws made by the Speaker in accordance with the rules set out in *Robert's Rules of Order*.

29.2.2 All interpretations of the Bylaws during meetings of the Association shall be recorded in the meeting minutes.

Article 30 — Amendment of the Bylaws

30.1 The Governance Committee shall conduct a review of the bylaws at least once every three years.

30.1.1 The Governance Committee shall submit a report to Council at a date determined by Council with its recommendations for bylaw amendment.

30.1.1.1 This report shall be published to members.

30.2 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 the bylaws desired by them.

30.3 Council shall approve proposed bylaw amendments to proceed to a ratification vote by the membership.

- 30.4 Any provision in the bylaws may be amended at any time between the mandated triennial reviews initiated by the Governance Committee.
- 30.4.1 Proposals for amendment of the bylaws may be made at any time by members in a written petition to the President signed by 50 members.
- 30.4.1.1 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.
- 30.5 Members shall receive notice about proposed amendment of the bylaws at least thirty days prior to the start of voting.
- 30.6 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.
- 30.7 The bylaws of the Association shall be amended by a resolution passed by not less than two thirds (2/3) of the votes cast.

Article 31 — Indemnification

- 31.1 Every present or former Director or Officer of the Association or other person who in good faith has undertaken or is about to undertake any liability on behalf of the Association, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:
- 31.1.1 All reasonable costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and

- 31.1.2 All other reasonable costs, charges and expenses which any such Director, Officer, or other person sustains or incurs in doing the work of the Association, except the costs, charges or expenses as are occasioned by the individual's own willful neglect or default.

Article 32 — Records and Business Affairs

32.1 Offices

- 32.1.1 The Association shall secure office space on or near the main campus of the University of Alberta in a location easily accessible to the membership to serve as the central offices of the Association.

32.2 Finances, Borrowing, and Property

- 32.2.1 The fiscal year of the Association shall be July 1 to June 30.
- 32.2.2 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.
- 32.2.3 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.
- 32.2.4 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.
- 32.2.5 The Association may acquire and dispose of property.
- 32.2.5.1 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.

32.3 Records and Minutes

32.3.1 The Association shall, as may be required by statute or these bylaws, keep corporate records including its financial books and accounts, and its records and minutes of meetings of the Association, in either hard copy or electronic form or both.

32.3.2 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.

32.3.3 The books, records and minutes of the Association, Council, and Executive as contemplated by section 32.3.1 may be inspected by any member. Such examination may be made in the Association Office during normal office hours at a time that may reasonably be arranged following notice to the President.

Article 33 — Wind-Up & Dissolution

33.1 In the event the Association is wound up or dissolved in the course of its ordinary business, all of its assets, after payment of its liabilities, shall be distributed in one or more of the following ways:

33.1.1 disposition of the assets equally to those who have been members of the Association for not less than a cumulative period of twelve months.

33.1.2 assignment of the assets to a successor academic staff association.

33.1.3 deed of trust to a person or corporation as designated by the members at a duly convened meeting of the full membership to be held on terms approved by Council.

33.2 The voluntary windup or the dissolution of the Association shall be submitted to the members in the form of a resolution. Resolutions for disposal of assets should be considered with clause 32.2.5 (acquisition and disposal of property).

Association of Academic Staff of the University of Alberta
Bylaws (current as of October 21, 2020)

- 33.3 Such a resolution to windup or dissolve the Association shall require a two thirds (2/3) majority.
- 33.4 In the event of the Association’s involuntary impending windup or dissolution as a result of legislative change, the Officers of the Association shall be specially empowered to convene an emergency general meeting upon 48-hours' notice. The quorum requirement shall be twenty (20) members. At this meeting, the Officers shall put forward to the membership the evidence prompting their action in calling such an extraordinary general meeting for the purposes of dissolving the Association, extinguishing its liabilities and distributing its assets.
- 33.5 The Officers may recommend distribution of assets as set out in 33.1.1 or 33.1.2 or 33.1.3 above, or by another formula should that seem more appropriate.
- 33.6 In discharging its liabilities, the Association shall give priority to obligations to its employees.

AASUA Bylaws	
Approved March 21, 2018	New Bylaws
Amended March 18, 2019	Article 27
Amended February 24, 2020	Articles 1.1; 4.5.3.3; 5.1.1.3.6; 5.3.5; 6.2.3.1; 6.2.3.6; 6.5; 6.5.1; 6.6.1; 6.6.1.2; 6.6.1.6; 6.8.1.5; 7.2.11; 7.2.17; 7.4;7.5.1.5; 9.3.1; 9.6.1; 9.6.2; 10.1.3; 11.3; 12.1.2; 24.2; 24.2.1.2; 24.3.2; 26.1.1; 26.2; 26.3.5; 28.2.4; 32.3.2
Added February 24, 2020	Articles 5.1.1.3.5; 6.6.1.3; 6.6.1.4; 6.6.1.5; 6.8.1.6; 6.9.9; 7.2.19; 7.3.2; 7.3.3; 7.3.4; 7.6.4.6; 9.3.1.1; 9.8; 24.3.3.4; 26.12; 30.7
Deleted February 24, 2020	Articles 26.11.1; 26.11.1.1; 26.11.2; 26.4; 26.4.1; 26.4.2; 26.5; 26.5.1;
Added June 3, 2020	Articles 6.11; 6.12
Added October 21, 2020	Articles 5.3.6; 5.3.7; 9.2.8; 9.2.9