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**GRANT MACEWAN UNIVERSITY FACULTY ASSOCIATION**

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***BYLAWS***

*(Amended and Approved November 13, 2018)*

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## 1. ROLE OF THE BOARD

- 1.1 Determines the strategic goals of the GMUFA.
- 1.2 Ensures that the strategic plan of the GMUFA is implemented.
- 1.3 Establishes and approves the policies of the GMUFA.
- 1.4 Manages the financial affairs of the GMUFA including approving the Annual Budget and investments of the GMUFA.
- 1.5 Hires, delegates duties to and monitors the activities of the Executive Director.
- 1.6 Establishes and approves negotiating policy and all terms and conditions of employment being proposed to the members.
- 1.7 Receives notices of disputes and grievances and decides on the next step as per the Collective Agreement.
- 1.8 Utilizes an Executive Committee to respond to ongoing business and arising issues. The Executive Committee consists of the President, Vice President and Secretary-Treasurer and shall exercise powers as determined by a Board motion. Examples may include:
  - a) Develops agenda for Board meetings and reports regularly to the Board;
  - b) Meetings of the Executive Committee shall be held at the call of the President at least once a month;
  - c) The Executive Committee may act on behalf of the Board between regular meetings to address arising issues;
  - d) Oversees and assists with member services including dispute resolution.
- 1.9 **Board Duties**
  - 1.9.1 **Meeting Schedules:** The Board calls regular and special meetings of the GMUFA.
  - 1.9.2 **Meeting Agendas:** The Board drafts the agenda for all meetings.
  - 1.9.3 **Financial Statement:** The Board presents an audited financial statement for the year ending March 31 at the Annual General Meeting.
  - 1.9.4 **Employees and Agents:** The Board hires or appoints any employees and agents it considers necessary to carry out the objectives of the GMUFA. These agents and employees have the authority and responsibilities as prescribed by the Board approved Human Resource Policy.
  - 1.9.5 **Release Time and Compensation:** Service by Faculty members on the Board may be awarded release time or compensation in lieu of release time.
  - 1.9.6 **Reports:** Board members shall be required to report regularly to the Board and prepare a written report provided to the members at the Annual General Meeting.
  - 1.9.7 **Board Vacancy:** The Board can call by-elections or appoint members to fill vacancies on the Board of Directors.
    - 1.9.7.1 **Short-term Vacancies:** When completion of the term of office would be 120 days or less from the vacancy, the Board may, if required, make a pro term appointment to fill the vacancy for the remainder of the term of office.
    - 1.9.7.2 **Long-term Vacancies:** When completion of the term of office would exceed 120 days from the vacancy, the Board shall hold a by-election for the remainder of the term of office, within 6 weeks.
    - 1.9.7.3 **Leaves of Absence:** When a Board member requires a substantial leave (greater than one (1) month), the member's position will be held for them if they choose, and the Board will appoint or hold a by-election for the interim replacement. If the Board member on leave does not return to the Board by the next Annual General Meeting, the Board can call a by-election.
  - 1.9.8 **Board Code of Conduct**

Board Members are expected to adhere to the Board and Committee Members' Code of Conduct.

1.9.8.1 **Removal of Board Members:** The Board shall have the power by majority vote to remove Board members for inadequate performance of their duties. Notification of such removal shall be sent to all members. Such removal shall become effective immediately; however, the Board member(s) shall have the right to appeal at a Special or General Meeting and be reinstated if a motion to reinstate is ratified by a three quarters (3/4) majority.

1.10 **Board Members Elected to their Positions**

1.10.1 **President of the Board of Directors**

- a. Is the external representative of the Board of Directors and is the Chair of the Board;
- b. Is the spokesperson for the GMUFA and shall be the official liaison between the GMUFA and MacEwan University;
- c. Shall call and preside over all GMUFA meetings as described in bylaw 3;
- d. Is an ex-officio, non-voting member of all GMUFA committees;
- e. Is a member of the ACIFA Council of Presidents, or designates an alternate;
- f. Oversees the terms and conditions of the role of the Executive Director;
- g. Has financial signing authority;
- h. Is a member of the GMUFA Executive Committee;
- i. Presents an annual report to the Annual General Meeting on behalf of the Board;
- j. Shall be elected in those years ending in an odd number.

1.10.2 **Vice President of the Board of Directors**

- a. Shall assist the President and carry out the President's duties in his or her absence or assume the office if it becomes vacant until a by-election can be held;
- b. Has financial signing authority;
- c. Is a member of the GMUFA Executive Committee;
- d. Serves on GMUFA committees;
- e. Shall be elected in those years ending in an even number.

1.10.3 **Secretary-Treasurer of the Board of Directors**

- a. Presents an annual report to the GMUFA, which includes an audited financial statement for the fiscal year;
- b. Reports to the Board and/or the Members regarding finances when required;
- c. Is Chair of the Audit Committee and has financial signing authority;
- d. Is a member of the GMUFA Executive Committee;
- e. Ensures there is quorum for meetings;
- f. Shall be elected in those years ending in an even number.

1.10.4 **Member(s) at Large**

- a. Elected for a two-year term;
- b. Supports the work of the GMUFA by keeping informed regarding issues brought before the Board;
- c. Advises on policy and related activities;
- d. May serve on GMUFA committees;
- e. Performs other duties as may be required by GMUFA and/or the Board.

1.10.5 **Past President of the Board of Directors**

- a. May act in an advisory role to the Board, the President, and GMUFA;
- b. May serve a term of one (1) year as a non-voting member of the Board following their presidency.

## 2. MEETINGS

### 2.1 Meetings of the Board

2.1.1 The President of the GMUFA shall call meetings of the Board at least once monthly from September through April.

2.1.2 Special meetings of the Board may be called at the discretion of the President or any two (2) Board Members.

### 2.2 General Meetings

2.2.1 Proper notice and circulation of the agenda shall be at least one (1) week in advance.

### 2.3 Annual General Meeting

2.3.1 The Board Members, normally elected during the winter term assume their respective offices following the Annual General meeting.

2.3.2 The audited financial report is presented.

2.3.3 Proper notice shall be at least thirty (30) days in advance and circulation of the agenda one (1) week in advance.

### 2.4 Special Meetings

Special Meetings of the GMUFA are called at the discretion of the Board, provided that notice of at least 48 hours has been given to the members. Special Meetings of the GMUFA are also called upon presentation to the President of a request signed by at least 15 members.

### 2.5 Quorum

2.5.1 The quorum for any General or Special Meeting is 30 voting members.

2.5.2 A quorum for the Annual General Meeting is 50 voting members.

2.5.3 At any meetings of the Board, a majority of voting members constitute quorum.

2.5.4 The quorum for any electronic vote is 30 votes cast.

2.5.5 In the event of a tie, the status quo shall prevail.

### 2.6 Rules of Order

The Meetings of the GMUFA are conducted according to such rules of order as the GMUFA from time to time adopts. In the absence of such adopted rules of order, or where such adopted rules of order are silent as to a particular matter in question, then such matters are governed by *Robert's Rules of Order*.

### 2.7 Minutes, Books and Records

Books, financial records and minutes from meetings of the Board and Annual, Special or General Meetings will be kept and made available to members upon request only as permitted by the Personal Information and Privacy Act.

In addition, minutes from the Annual General Meeting will be available on the website.

## 3. NOMINATIONS

3.1 Nominations must be open for a duration of 10 working days prior to the date on which the election is scheduled to take place.

3.2 Nominations must be endorsed by three members and have the written consent of the nominee.

3.3 In the absence of advance nominations, nominations are accepted from the floor of the meeting where elections are to be held, provided the nominee indicates a willingness to run.

#### **4. VOTING**

- 4.1 Voting by the Members may be done in person (by show of hands or secret ballot), or electronically.
- 4.2 Candidates shall be entitled to appoint scrutineers for the period of balloting and the counting of ballots.

#### **5. STANDING, AD HOC AND UNIVERSITY COMMITTEE REPRESENTATION**

##### **5.1 University Committees**

The Board of Directors will appoint a faculty or Board representative to sit on university or joint committees. The representative will be required to attend such meetings and provide reports as directed by the Board.

##### **5.2 Ad Hoc Committees**

The Board of Directors may call an election or appoint members of ad hoc committees as are required to carry out the objectives of the GMUFA. All ad hoc committee members are responsible to the Board and shall be required to attend meetings and provide reports as directed by the Board.

##### **5.3 Standing Committees**

- 5.3.1 The Board of Directors may call an election or appoint members of standing committees as are required to carry out the objectives of the GMUFA. All standing committee members are responsible to the Board and shall be required to attend meetings and provide reports as directed by the Board.
- 5.3.2 The Board will approve the Terms of Reference of all standing committees. The Terms of Reference will define the selection of a Chair and may require a work-plan as appropriate. The Terms of Reference will be reviewed annually.
- 5.3.3 All standing committees will produce an annual report for the Board.

##### **5.4 Board Appointed Representation on University, Ad Hoc and Standing Committees**

- 5.4.1 The appointment of members will be informed by the following criteria:
  - a. The member has knowledge and/or experience relevant to committee purpose;
  - b. The member is interested and available to conduct the work of the committee;
  - c. The member is in good standing;
  - d. The member is free of any conflict of interest;
  - e. If more than one member is considered, preference will be given to under represented Faculty, School or Professional Resource Faculty.

#### **6. FINANCIAL**

- 6.1 The proposed budget for the coming year is distributed with the agenda at least one (1) week prior to the Annual General Meeting.
- 6.2 The Board is empowered to meet all financial obligations.
- 6.3 The Board approves the budget and presents it at the Annual General Meeting.
- 6.4 The Board has the responsibility for the financial stewardship of GMUFA. Under no circumstances will the Board allow for conditions of financial exigency.

- 6.5 Board Members, employees, agents and members of other GMUFA committees may be reimbursed for normal and reasonable expenses incurred in the performance of authorized GMUFA duties, upon submission of expense claims and approval of the Board or the GMUFA
- 6.6 Dues are reported within the Finance Policy and Finance Procedure. Changes to dues at the Annual General Meeting may be made by simple majority; however, changes to dues at a Special or General meeting may only be made by Extraordinary Resolution.
- 6.7 Motions requiring the expenditure of an amount in excess of limits as set out in the Finance Policy and Financial Procedures, require approval by an Extraordinary Resolution.
- 6.8 A Professional Fees Contingency Fund will be maintained, and the amount will be reported in the audited financial statements at the Annual General Meeting.

## **7. AMENDMENTS AND SPECIAL RESOLUTIONS**

- 7.1 The bylaws may be amended or repealed at a General Meeting by a majority vote provided that proper notice has been given and there is quorum.