

MEMORANDUM

TO: UWFA Members
FROM: UWFA Executive Council
DATE: March 30, 2011
RE: Review of the Bylaws of the Association

The Association has been working over the past year on a significant revision to the constitution and bylaws. This document outlines the proposed revisions to the Association’s bylaws. Pages 1 – 10 outline each recommended change with the original text, revised text and the context of the change. Starting on Page 10 is the full text of the revised bylaws preceded by the motion from the Executive Council to the Membership recommending approval.

This report will be presented for information and discussion at the Annual General Meeting and a vote will be conducted concurrently with the general elections for the Association. There may be typographical changes to this document prior to the vote. A final version will be available to be viewed at the polling station.

Note: Where the only change to a clause is a reference to an article number that is not a substantive change, the change has not been noted in the first portion of this report.

Revisions to Bylaw 1 – Membership and Dues

Bylaw	1
Original Text	1.1 Membership dues shall be as prescribed from time to time by general meetings of the members, and shall be automatically deducted monthly from the members’ salary, in accordance with the Manitoba Labour Relations Act. 1.2 Upon joining the Association, a member will automatically acquire membership in the Canadian Association of University Teachers (CAUT).
Revised Text	Bylaw deleted.
Context	This bylaw was incorporated into Articles 4 (Membership) and 5 (Affiliations and Memberships) of the Constitution.

Revisions to Bylaw 1 (Original Bylaw 2) – Elections and Voting

Bylaw	1.1 – 1.4
Original Text	2.1 All members of the Association shall have the right to vote for the following positions and shall be eligible to serve in any of these positions: President, Vice-President, Secretary, Treasurer, and six (6) members-at-large. One (1) designated representative shall be elected specifically by and from each of the following four (4) groups: Collegiate Instructors, Instructors/Coaches/Academic Staff*, Librarians, and Contract Faculty. The Grievance Officer shall be appointed as prescribed in Article 4.2 of the By-Laws. * For purposes of representation on the Executive Council, the category “Academic Staff” shall be taken to include the positions of athletic therapist, co-ordinator of recreation and athletic studies, assistant direction (academic) computer services, supervisor of student teaching, and any other comparable positions.
Revised Text	1.1 <u>Council Elections</u> All members of the Association shall have the right to serve in and vote on the following positions: President, Vice President, Communications Officer, Treasurer, or Member-at-Large. 1.2 All members of the designated constituency groups (Collegiate Instructors, Instructors, Librarians and Contract Faculty) shall have the right to vote for and serve as the representative of their constituency. 1.3 The Past President shall be the immediate past President of the Association. 1.4 The Grievance Officer shall be appointed by the Council.

Context	The revision to this bylaw is primarily for clarification. The second paragraph of the original text was incorporated into Article 6 (Governing Bodies) of the Constitution.
Bylaw	1.5
Original Text (Constitution)	5.4 The term of office of members of the Executive Council shall be Two (2) years (unless an individual officer is recalled in accordance with By-Law 2.10), except for the Contract Faculty Representative whose term shall be for one year only. Terms shall commence no later than April 30th of the relevant year. This to begin for the election of President, Secretary, three (3) Members-at-Large, Collegiate Instructors' Representative and Instructors/Coaches/Academic Staff representative in 1997, and for the election of the other Executive Council members in 1998.
Revised Text	<u>Rotation of Elections</u> Elections for members of the Council shall take place in rotation. The President, Communications Officer, and three (3) Members-at-Large shall be elected in one year and the Vice President, Treasurer, the Constituency Representatives and three (3) Members-at-Large elected in the following year. Elections for the Contract Faculty Representative shall occur annually.
Context	This was moved from the Constitution into the Bylaws to consolidate election information in one place. It was revised to make it more clear and to remove specific reference to years.
Bylaw	1.6
Original Text	2.2 The Staff Officer of UWFA shall be the Returning Officer in charge of elections.
Revised Text	The Executive Director of the Association or designate shall be the Returning Officer in charge of elections.
Context	Change to the title of the Staff Officer and inclusion of the potential for a designate in situations where the Executive Director is not available to carry out elections.
Bylaw	2.2.1 (Original Bylaws)
Original Text	2.2.1 The Nomination Committee shall be appointed no later than February 28th by the Executive Council. It shall be comprised of three (3) members of the Association, at least one (1) of whom shall be, and one (1) of whom shall not be, a current member of the Executive Council
Revised Text	Bylaw deleted.
Context	The Nominations Committee has been incorporated as a Standing Committee of the Association instead of a committee struck only during the election period. It's role has expanded to provide recommendations for filling of vacant positions as well as the administration of elections. Moved to Bylaw 3 (Committees and Appointments).
Bylaw	1.7
Original Text	2.2.2 Members of the Nomination Committee who are also standing for election shall recuse themselves from discussions relating to the positions for which they are standing.
Revised Text	A Member shall not be eligible to serve as a member of the Nominations Committee if the Member is standing for election.
Context	To avoid potential conflicts in the election process, this has been changed to so that Members standing for election may not be members of the Nominations Committee. By removing these members completely instead of simply from the discussion on their specific position, we are hoping to avoid any potential conflict or appearance of conflict.
Bylaw	1.8 and 1.9
Original Text	2.2.3 Once appointed, the Staff Officer, on behalf of the Nomination Committee shall notify the members of the Association that anyone who wishes to serve on the Executive, in any capacity (except as designated representatives from the Collegiate Instructors, Instructors/Coaches/Academic Staff, Librarians, and Contract Faculty who are to conduct their nominations as specified in Article 2.4 of the By-Laws) should submit his/her name to the Staff Officer, who will then forward it to the Chair of the Nominations Committee for inclusion in the list of nominees for Executive positions. 2.2.4 The Nomination Committee shall make every effort to compile a balanced list of

	nominees, consisting of a least one candidate for each position, which shall take into account a degree of continuity of experienced members, new members, male-female composition, representation from an appropriate mix of disciplines, and a recognition of individual expertise relevant to Association matters.
Revised Text	1.8 Prior to the end of the winter academic term, the Returning Officer, on behalf of the Nomination Committee, shall notify the members of the Association that anyone who wishes to serve on the Council in any capacity should submit his/her name to the Returning Officer, who shall then forward it to the Chair of the Nominations Committee for inclusion in the list of nominees. 1.9 The Nominations Committee shall make every effort to compile a balanced list of nominees consisting of at least one candidate for each position.
Context	Clarification of the process for elections. The removal of specifics regarding the criteria for the development of a balanced list of nominees was to give the Nominations Committee more latitude in their decision making.
Bylaw	1.10
Original Text	2.3 The Executive Council of the Association shall be placed in nomination each year at the Annual General Meeting. The Nomination Committee shall prepare a list of nominees consisting of at least one (1) candidate for each position subject to election by the entire membership, and shall receive nominations for the designated representative positions, and shall notify the membership and call for further written nominations at least seven (7) calendar days prior to the Meeting. Further nominations may be made from the floor. All nominations shall have the written consent of the nominee. Any nominations for designated representative positions shall be made only by members of their respective groups (namely, Collegiate Instructors, Instructors/Coaches/Academic Staff, Librarians, and Contract Faculty).
Revised Text	The Council shall be placed in nomination each year at the Annual General Meeting. Nominations may be made from the floor. All nominations shall have the written consent of the nominee. Any nominations for designated representative positions shall be made only by members of their respective groups.
Context	Clarification of process.
Bylaw	2.4 (Original Bylaws)
Original Text	2.4 In addition to the duties and responsibilities of the Nomination Committee as outlined in Articles 2.2 and 2.3, the Chair of the Nomination Committee, immediately upon being selected, shall convene a meeting with each of the four (4) designated groups (Collegiate Instructors, Instructors/Coaches/ Academic Staff, Librarians, and Contract Faculty) for the purpose of initiating a nomination procedure for their designated representatives to the Executive Council. The timing of these meetings must be consistent with the requirements of Article 2.3. The nomination(s) arising from this procedure shall be returned to the Nomination Committee by these three groups to be placed on the list of nominees. In the event that there is more than one nominee for any of the designated representative positions, only members of those groups shall elect that representative.
Revised Text	Bylaw deleted.
Context	The requirement to hold separate meetings with each of the constituencies only added to the complexity of the nominations process. It is now in the hands of the Nominations Committee to ensure that there is a nominee for each position and nominations can be made through the regular process instead of through a separate meeting.
Bylaw	1.11
Original Text	2.5 Three (3) scrutineers who are not candidates in the election shall be appointed at the Annual General Meeting. They shall conduct the balloting, tabulate the results, and upon the approval of the out-going Executive Council, destroy the ballots after the election.
Revised Text	Three (3) scrutineers, who are not candidates in the election, shall be appointed at the Annual General Meeting. They shall supervise the counting of the ballots, tabulate the results, and, upon the approval of the Council, destroy the ballots after the election.
Context	Clarification of process.
Bylaw	1.12 and 1.12.1
Original Text	2.6 All positions of the Executive Council shall be decided by a plurality vote. The candidate

	receiving the greatest number of votes for an office shall be elected. 2.6.1 The Staff Officer shall publish the name of the successful candidate for each election. The vote tally will be available to individual Members upon request to the Association.
Revised Text	1.12 All positions of the Council shall be decided by a plurality vote. The candidate receiving the greatest number of votes for an office shall be elected. 1.12.1 The Returning Officer shall publish the name of the successful candidate for each election including the vote tally.
Context	1.12 has minor clarification. 1.12.1 is a substantive change in that the vote tallies will be posted instead of being only available to those members who specifically request them.
Bylaw	1.13
Original Text	2.7 A candidate may be nominated to no more than two (2) offices, in which case, if he/she is elected to both, he/she shall be declared elected to the office he/she chooses and his/her runner-up for the other office shall be declared elected to the latter.
Revised Text	A candidate shall only stand for election for one (1) position during any given election.
Context	The original bylaw allowed members to stand for more than one position, then choose one of the two if elected to both. There were concerns that this was an unfair practice for both the individual elected to the second position and the individual defeated in the first. Also, it placed a large amount of power in the hands of the individual elected to both positions. As such, the Committee felt that the solution was to only allow an individual to stand for one position.
Bylaw	2.9 – 2.11 (Original Bylaws)
Note	These Bylaws (that relate to recall and Executive Council vacancies) were moved to the new Bylaw 4 (Vacancies and Discipline). Changes are outlined in the Bylaw 4 section below.
Bylaw	2.13 (Original Bylaws)
Note	This Bylaw (which relates to ratification of minor changes to the Collective Agreements) was moved to the duties of Council in the Constitution.

Revisions to Bylaw 2 (Original Bylaw 3) – Officers’ Duties and Functions

Article	2.1
Original Text	2.1 The President of the Association shall: <ul style="list-style-type: none"> a. Preside at all meetings of the Executive Council and General Meetings, where, with exception of ballot votes, he/she shall vote only in the case of a tie vote; b. Supervise the general management of officers of the Association in accordance with the Constitution and By-Laws of the Association; c. Normally be the representative of the Association on Association business. d. Normally act as the immediate supervisor of Association employees or contractors except where he or she chooses to delegate specific elements of such supervision to other officers or appointees as necessary for the normal operation of Association business.
Revised Text	The President of the Association shall <ul style="list-style-type: none"> a. preside at all meetings of the Council and General Meetings; b. supervise the general management of the Association in accordance with the Constitution, By-Laws and Policies of the Association; c. serve as an ex-officio member of all Association committees; d. normally be the representative of the Association on Association business; e. normally act as the immediate supervisor of the Executive Director or contractors except where he or she chooses to delegate specific elements of such supervision to other officers or appointees as necessary for the normal operation of Association business; and, f. fulfil any relevant duties assigned by the Council.
Context	Clarification to reflect current duties of the President.
Article	2.2
Original Text	3.2 The Vice-President shall: <ul style="list-style-type: none"> (a) Fulfil the duties of the President during his/her temporary absence or disability;

	(b) Fulfil all duties assigned either by the President or the Executive Council.
Revised Text	The Vice President shall (a) assist the President with the general management of the Association; (b) fulfil the duties of the President during his/her temporary absence or disability; (c) serve as a member of the Grievance Committee; (d) chair the Executive Committee; (e) chair, on a rotating basis subject to Bylaw 3.6, the Nominations Committee; and, (f) fulfil any relevant duties assigned either by the President or the Council.
Context	Clarification to reflect current duties of the Vice President.
Article	2.3
Original Text	3.3 The Secretary shall: (a) Issue notices for meetings of the Executive Council and of the Association at the time and in the manner specified; (b) Maintain the Minute books of the Executive Council and of the Association; (c) Fulfil any duties as assigned by the Executive Council.
Revised Text	The Communications Officer shall (a) develop and maintain a greater awareness of the activities of the Association and its members; (b) encourage awareness of the activities and initiatives taken by the Association on behalf of the membership; (c) communicate information to the membership regarding the relevant activities of other organizations including the activities of local labour councils and the CAUT; (d) develop a communications strategy; (e) develop and maintain, with the relevant Association staff, the Association website; (f) serve as the newsletter editor; (g) chair the Communications Committee; (h) chair, on a rotating basis subject to Bylaw 3.6, the Nominations Committee; and, (i) fulfil any relevant duties as assigned by the Council or the President.
Context	The Secretary has been renamed the Communications Officer in recognition of the way that the role has changed. The Communications Officer is now responsible for the newsletter, the website, the Association's overall communications strategy and developing awareness of Association activities.
Bylaw	2.4
Original Text	3.4 The Treasurer shall: (a) Be responsible for the care and custody of the funds and assets of the Association according to the usual practice; (b) Present an account of the Association's finances at each Annual General Meeting of the Association; (c) Manage the maintenance of books of account, and make these available for inspection to the Members of the Association on request. (d) Keep an up-to-date list of members. (e) Function as Personnel Officer to implement and administer all aspects of UWFA's policies with respect to its employees. (f) Strike a Finance Committee to oversee the care and custody of the funds and assets of the Association according to the usual practice. The Committee shall include the Treasurer, the Officer Administrator and at least two Members.
Revised Text	The Treasurer shall (a) oversee the administration of the finances of the Association in accordance with generally accepted accounting practices and the financial procedures of the Association;

	<p>(b) in conjunction with the relevant Association staff and the Finance and Audit Committee, monitor the current budget and prepare annually a draft budget for the coming year;</p> <p>(c) present an account of the Association's finances at each Annual General Meeting of the Association;</p> <p>(d) report at the regular Council meetings from September to June on the status of the Association's finances;</p> <p>(e) manage the maintenance of books of account, and make these available for inspection to the Members of the Association on request;</p> <p>(f) chair the Finance and Audit Committee; and,</p> <p>(g) fulfil any relevant duties as assigned by the Council or the President.</p>
Context	Revised to reflect more accurately the duties of the Treasurer.
Bylaw	3.6 (Original Bylaws)
Original Text	<p>The Executive Council shall:</p> <p>(a) Carry into effect all resolutions of the Association and generally manage the affairs of the Association;</p> <p>(b) Function as a committee-of-the-whole for the purpose of soliciting nominations from its own members and from the membership-at-large to committees or positions pursuant to Articles 4.2 and 4.3. The Executive Council shall elect members to committees or positions from these nominations.</p> <p>(c) Recommend to the members of the appropriate bargaining unit the ratification or non-ratification of a proposed Collective Agreement, or part(s) thereof.</p> <p>(d) Appoint a research officer during negotiating years, or as required;</p> <p>(e) Appoint a communications coordinator during negotiating years, or as required.</p>
Revised Text	Bylaw deleted.
Context	Incorporated into Article 6 (Governing Bodies) of the Constitution.
Bylaw	2.6
Original Text	New bylaw.
Revised Text	<p><u>Duties of Council Members</u></p> <p>All Council members are expected to</p> <p>(a) participate in the operation and governance of the Association through active participation at Council meetings;</p> <p>(b) abide by the Constitution, Bylaws and Policies of the Association;</p> <p>(c) maintain vigilance to ensure that the Collective Agreements are being respected in the workplace and report violations to the appropriate Association staff or President; and,</p> <p>(d) maintain confidentiality in regards to discussions held in closed session portions of Council meetings.</p>
Context	There was previously no listing of duties for Council members other than what was provided in the annual orientation package. As this had led to some confusion in the past, it was felt that including a list of duties was desirable.

Revisions to Bylaw 3 (Original Bylaw 4) – Committees and Appointments

Bylaw	3.1
Original Text	All committees and sub-committees of the Association, and positions shall be directly responsible to the Executive Council.
Revised Text	All committees and sub-committees of the Association shall be directly responsible to the Council.
Context	Wording clarification.
Article	3.2 – 3.6
Original Text	4.3 The Executive Council shall appoint its members, in the manner prescribed in Article 3.6, to the following Association committees, as may be required from time to time: Collective Bargaining Committee(s); Committee(s) on Salaries and Benefits; a Negotiation Team for each bargaining unit; Grievance Advisory Committee; Internal Affairs Committee; Status of

	Women Committee; Job Action Committee; and Communications Committee.
Revised Text	<p>3.2 <u>Standing Committees</u></p> <p>The Standing Committees of the Association include, but shall not be limited to</p> <p>(a) the Executive Committee; (b) the Grievance Committee; (c) the Nominations Committee; (d) the Finance and Audit Committee; (e) the Constitution, Bylaws and Policies Committee; (f) the Membership Committee; (g) the Communications Committee; and, (h) the Women and Equity Committee.</p> <p>3.3 Each Standing Committee shall be governed by the relevant Policies and terms of reference which shall be approved by the Council. The terms of reference for each committee shall specify its membership (including terms of office), functions and procedures.</p> <p>3.4 Minutes will be kept of the meetings of each Standing and Ad-Hoc Committee. Each committee shall appoint its own secretary to keep minutes.</p> <p>3.5 The Nominations Committee shall recommend individuals to fill vacant positions on the Association's Standing Committees. These recommendations shall be ratified by the Council before taking effect.</p> <p>3.6 The Nominations Committee shall be chaired on a rotating basis by the Vice President and the Communications Officer. The chair shall be the individual whose position is not subject to election in that year.</p>
Context	Clarification of the Association Standing Committees and how their membership and procedures are determined. Also, the Nominations Committee will now have responsibility for filling the vacancies on the committees (subject to approval by Council), which is the current practice.
Article	3.7
Original Text	New clause.
Revised Text	The Council may, when necessary, create ad-hoc committees. The motion to create the ad-hoc committee should specify the membership and function of the committee.
Context	Previously there was no mention of the creation of ad-hoc committees. This is included for clarification.
Article	3.8 – 3.11
Original Text	<p>4.2 The Executive Council shall appoint its representatives, in the manner prescribed in Article 3.6 to committees as required by the Collective Agreement. These committees may include, but need not be restricted to, the following: Labour Management Committee(s); Joint Employee Benefits Committee; Workplace, Health and Safety Committee.</p> <p>4.2.1 The term of office of members of these committees shall be for the duration of the Collective Agreement in force.</p> <p>4.2.3 The Executive Council shall appoint Trustees to sit on the Board of the Pension Plan as required.</p>
Revised Text	<p>3.8 <u>University Committees</u></p> <p>The Nominations Committee will be responsible for recommending individuals to fill any vacancies on committees required by the Collective Agreements of the Association. These recommendations shall be ratified by the Council before taking effect. These committees include, but shall not be limited to:</p> <p>(a) the Labour Management Committees; (b) the Joint Employee Benefits Committee; (c) the Employment Equity Advisory Committee; and, (d) the Workplace Health and Safety Committee.</p> <p>3.9 Terms of office for members on University Committees shall be for two years.</p> <p>3.10 Members shall be appointed on a rotating basis for each committee with terms beginning</p>

	on July 1. 3.11 The Council, on recommendation from the Nominations Committee, shall appoint members to the Pension Board of Trustees as required by the terms of the Board.
Context	There had been some confusion over the process for appointments to the committees created by the Collective Agreement (and those to which UWFA appoints which are not directly created by the CAs). This language clarifies the process and the term lengths.
Article	3.12 and 3.13
Original Text	4.3.1 The Executive Council shall also appoint a Chief Negotiator for each bargaining unit, in the manner prescribed in Article 3.6, who shall also serve as the chairperson of the Negotiation Team and who, together with the members of the Team, shall conduct negotiations on behalf of the Association. The Chief Negotiator(s) shall, at the invitation of the Executive Council, periodically report to it on the progress of negotiations. 4.3.2 The term of office of the Chief Negotiator(s) and the Negotiating Team(s) shall be for the duration of the negotiation process toward a Collective Agreement or part(s) thereof.
Revised Text	3.12 <u>Appointment of Negotiating Teams</u> When appropriate, the Council, on recommendation from the President and the Executive Director, shall appoint a Chief Negotiator for each bargaining unit. The Council shall then, on recommendation from the Chief Negotiator, President and Executive Director, appoint members of the Negotiating Team. The Chief Negotiator shall serve as the Chair of the Negotiating Team and shall, together with the members of the Team, conduct negotiations on behalf of the Association. The Chief Negotiator shall report regularly via a mutually agreeable process to the President and the Council on the progress of negotiations. Such process shall be agreed upon in advance of the commencement of negotiations. 3.13 The term of office of a Chief Negotiator and a Negotiating Team shall be for the duration of the negotiation process toward a Collective Agreement.
Context	The process for the appointment of a Chief Negotiator and a negotiating team had previously caused some confusion, as had the process for reporting back from the Team to the Council. This provides clarification.

New Bylaw 4 – Vacancies and Discipline

Note: Bylaws 4.1 – 4.4 have been moved from elsewhere in the Bylaws. Bylaws 4.5 through 4.11 are entirely new.

Bylaw	4.1 – 4.3
Original Text	2.9 Except in the case of recall, when the office of the President becomes vacant during a term, the Vice-President shall automatically become the President. 2.10 Except in the case of recall, when any other position on the Executive Council becomes vacant during a term, the vacancy shall be filled by appointment by the Executive Council.
Revised Text	4.1 <u>Council Vacancies</u> Except in the case of a recall, when the position of any Council Member becomes vacant during the first year of his or her term, a by-election to fill the position shall be held in accordance with Bylaw 1. 4.2 With the exception of a vacancy in the office of President or in the case of a recall, when the position of any Council Member becomes vacant during the second year of his or her term, the Council shall appoint a Member to the position. 4.3 Except in the case of a recall, when the office of President becomes vacant during the second year of his or her term, the Vice President shall automatically become the President.
Context	There was some confusion about how a position should be filled when it became vacant at the beginning of this year. This bylaw clarifies the procedure for how a position would be filled.
Bylaw	4.4
Original Text Bylaw 2.11	Any member of the Executive Council may be recalled if a petition signed by twenty-five percent (25%) of the members is presented to the Executive Council or to a General Meeting. A

	subsequent General Meeting shall be called in accordance with Articles 8.2 and 8.3 of the Constitution at which the motion for recall shall be introduced and discussed. A ballot including this motion shall then be distributed within fourteen (14) calendar days of this meeting. If the motion is passed by a majority of those voting, the office shall be deemed to be vacant and a new election shall be called forthwith, unless a majority vote at a General Meeting determines that the Executive Council shall fill the vacancy.
Revised Text	<u>Recall of Council Members</u> Any member of the Council may be recalled if a petition signed by twenty-five percent (25%) of the members is presented to the Council or to a General Meeting. A subsequent General Meeting shall be called in accordance with Articles 8.2 and 8.3 of the Constitution at which the motion for recall shall be introduced and discussed. A ballot including this motion shall then be distributed within fourteen (14) calendar days of this meeting. If the motion is passed by a majority of those voting, the office shall be deemed to be vacant and a new election shall be called forthwith, unless a majority vote at a General Meeting determines that the Council shall fill the vacancy.
Context	Wording clarification.
Bylaw	4.5
Original Text	New bylaw.
Revised Text	<u>Removal of Council and Committee Members</u> This provision refers to the activities by Members carried out on behalf of the Association or during the course of their work for the Association. A Council Member or a member of a Standing or Ad-Hoc Committee may be removed from their position with just cause. Without restricting the generality of the foregoing, reasons for dismissal may include any one or more of the following (a) failure to acknowledge and/or proceed to participate in decision making on an issue where he or she has a demonstrable conflict of interest pursuant to the Association's Conflict of Interest policy; (b) use, without authorization, of the name of the Association and his or her position in it or lists of members for soliciting funds or advertising for personal financial gains; (c) engaging in behaviour which constitutes sexual, racial or ethnic or personal harassment, or harassment on the basis of sexual orientation; or, (d) fraudulently receiving or misappropriating any property of the Association.
Context	We previously had no way of removing a member of the Council who, for example, engaged in a conflict of interest, abused their position by embezzling funds from the Association or harassing a member of the Council or the staff. This provides for said discipline. The next bylaws provide the process for the discipline.
Bylaw	4.6 – 4.11
Original Text	New bylaw.
Revised Text	<u>4.6 Process for Removal of Council and Committee Members</u> This process shall concern itself only with Members' activities on behalf of or within the Association. An Ad-hoc Committee shall be struck upon receipt of a complaint under Bylaw 1.13 and shall be responsible for investigating any allegations arising from the complaint. The Committee shall be made up of three Members who are not directly involved in the issue, at least one of whom must not be a member of the Council or a Standing or Ad-Hoc Committee. The term of the committee shall be two years. 4.7 The Member under investigation shall be informed in writing of the specifics of the allegation and who made the complaint. Complaints may not be made anonymously. 4.8 The Member under investigation shall have the opportunity to appear before the Committee to defend him or herself prior to the Committee making a recommendation. The Member shall be allowed to bring another Member to assist in the representation. 4.9 The Committee shall forward its findings in writing to the Council and the Members concerned.

	4.10 Prior to imposing discipline upon a Member, the Council shall consider the report of the Committee and shall provide an opportunity for an oral report from both the Chair of the Committee and the Member under investigation. 4.11 Motions to discipline members of the Council or of a UWFA Committee shall be subject to a 2/3 majority vote by the Council.
Context	Process for disciplining members of the Council or Committees under bylaw 4.5

Revisions to Article 5 – General Provisions

Article	5.1
Original Text	The financial signing officers of the Association shall be the President, Vice-President, Treasurer, and Secretary. All cheques shall be signed by one of these signing officers and co-signed by either the Staff Officer or the Administrative Assistant. Where required by banking policy the President may designate an administrative employee of the Association as an authorised signatory for the purposes of access to banking records normally required by Association business.
Revised Text	The financial signing officers of the Association shall be the President, Vice-President, Treasurer, Communications Officer and Executive Director.
Context	Simplification of language.
Article	5.2
Original Text	At each Annual General Meeting an auditor shall be appointed to examine the financial statements of the Association.
Revised Text	Clause deleted.
Context	Covered in the Financial Procedures of the Association.

Motion to Amend the Bylaws

Pursuant to Article XI of the Constitution of the University of Winnipeg Faculty Association and on recommendation of the Constitution, Bylaws and Policies Committee, the Executive Council moves the following:

Be it resolved that the following be adopted as the Bylaws of the University of Winnipeg Faculty Association:

Bylaw 1 – Elections and Voting

1.1 Council Elections

All members of the Association shall have the right to serve in and vote on the following positions: President, Vice President, Communications Officer, Treasurer, or Member-at-Large.

- 1.2 All members of the designated constituency groups (Collegiate Instructors, Instructors, Librarians and Contract Faculty) shall have the right to vote for and serve as the representative of their constituency.
- 1.3 The Past President shall be the immediate past President of the Association.
- 1.4 The Grievance Officer shall be appointed by the Council.
- 1.5 Rotation of Elections

Elections for members of the Council shall take place in rotation. The President, Communications Officer, and three (3) Members-at-Large shall be elected in one year and the Vice President, Treasurer, the Constituency Representatives and three (3) Members-at-Large elected in the following year.

Elections for the Contract Faculty Representative shall occur annually.

- 1.6 The Executive Director of the Association or designate shall be the Returning Officer in charge of elections.
- 1.7 A Member shall not be eligible to serve as a member of the Nominations Committee if the Member is standing for election.
- 1.8 Prior to the end of the winter academic term, the Returning Officer, on behalf of the Nomination Committee, shall notify the members of the Association that anyone who wishes to serve on the Council in any capacity should submit his/her name to the Returning Officer, who shall then forward it to the Chair of the Nominations Committee for inclusion in the list of nominees.

- 1.9 The Nominations Committee shall make every effort to compile a balanced list of nominees consisting of at least one candidate for each position.
- 1.10 The Council shall be placed in nomination each year at the Annual General Meeting. Nominations may be made from the floor. All nominations shall have the written consent of the nominee. Any nominations for designated representative positions shall be made only by members of their respective groups.
- 1.11 Three (3) scrutineers, who are not candidates in the election, shall be appointed at the Annual General Meeting. They shall supervise the counting of the ballots, tabulate the results, and, upon the approval of the Council, destroy the ballots after the election.
- 1.12 All positions of the Council shall be decided by a plurality vote. The candidate receiving the greatest number of votes for an office shall be elected.
 - 2.6.2 The Returning Officer shall publish the name of the successful candidate for each election including the vote tally.
- 1.13 A candidate shall only stand for election for one (1) position during any given election.
- 1.14 In the event of a tie vote, the Returning Officer will advise the affected candidates and conduct a new ballot that is not subject to a nomination process. The ballot shall display only the names of the candidates who had tied in the original vote.
- 1.15 Strike Vote

If a strike vote is to be conducted, the vote shall be taken by written secret ballot by the members of the appropriate bargaining unit, pursuant to the *Act*.

Bylaw 2 – Officers’ Duties and Functions

- 2.1 The President of the Association shall
 - (a) preside at all meetings of the Council and General Meetings;
 - (b) supervise the general management of the Association in accordance with the Constitution, By-Laws and Policies of the Association;
 - (c) serve as an ex-officio member of all Association committees;
 - (d) normally be the representative of the Association on Association business;
 - (e) normally act as the immediate supervisor of the Executive Director or contractors except where he or she chooses to delegate specific elements of such supervision to other officers or appointees as necessary for the normal operation of Association business; and,
 - (f) fulfil any relevant duties assigned by the Council.
- 2.2 The Vice President shall
 - (a) assist the President with the general management of the Association;
 - (b) fulfil the duties of the President during his/her temporary absence or disability;
 - (c) serve as a member of the Grievance Committee;
 - (d) chair the Executive Committee;
 - (e) chair, on a rotating basis subject to Bylaw 3.6, the Nominations Committee; and,
 - (f) fulfil any relevant duties assigned either by the President or the Council.
- 2.3 The Communications Officer shall
 - (a) develop and maintain a greater awareness of the activities of the Association and its members;
 - (b) encourage awareness of the activities and initiatives taken by the Association on behalf of the membership;
 - (c) communicate information to the membership regarding the relevant activities of other organizations including the activities of local labour councils and the CAUT;
 - (d) develop a communications strategy;
 - (e) develop and maintain, with the relevant Association staff, the Association website;
 - (f) serve as the newsletter editor;
 - (g) chair the Communications Committee;
 - (h) chair, on a rotating basis subject to Bylaw 3.6, the Nominations Committee; and,
 - (i) fulfil any relevant duties as assigned by the Council or the President.
- 2.4 The Treasurer shall
 - (a) oversee the administration of the finances of the Association in accordance with generally accepted accounting practices and the financial procedures of the Association;

- (b) in conjunction with the relevant Association staff and the Finance and Audit Committee, monitor the current budget and prepare annually a draft budget for the coming year;
 - (c) present an account of the Association's finances at each Annual General Meeting of the Association;
 - (d) report at the regular Council meetings from September to June on the status of the Association's finances;
 - (e) manage the maintenance of books of account, and make these available for inspection to the Members of the Association on request;
 - (f) chair the Finance and Audit Committee; and,
 - (g) fulfil any relevant duties as assigned by the Council or the President.
- 2.5 In the event that any duties cannot be undertaken by the responsible elected officer due to temporary illness or absence, such responsibilities may be temporarily delegated by the President to another member of the Council in order to maintain the normal operation of Association business.
- 2.6 Duties of Council Members

All Council members are expected to

- (a) participate in the operation and governance of the Association through active participation at Council meetings;
- (b) abide by the Constitution, Bylaws and Policies of the Association;
- (c) maintain vigilance to ensure that the Collective Agreements are being respected in the workplace and report violations to the appropriate Association staff or President; and,
- (d) maintain confidentiality in regards to discussions held in closed session portions of Council meetings.

Bylaw 3 – Committees and Appointments

3.1 All committees and sub-committees of the Association shall be directly responsible to the Council.

3.2 Standing Committees

The Standing Committees of the Association include, but shall not be limited to:

- (a) the Executive Committee;
- (b) the Grievance Committee;
- (c) the Nominations Committee;
- (d) the Finance and Audit Committee;
- (e) the Constitution, Bylaws and Policies Committee;
- (f) the Membership Committee;
- (g) the Communications Committee; and,
- (h) the Women and Equity Committee.

3.3 Each Standing Committee shall be governed by the relevant Policies and terms of reference which shall be approved by the Council. The terms of reference for each committee shall specify its membership (including terms of office), functions and procedures.

3.4 Minutes will be kept of the meetings of each Standing and Ad-Hoc Committee. Each committee shall appoint its own secretary to keep minutes.

3.5 The Nominations Committee shall recommend individuals to fill vacant positions on the Association's Standing Committees. These recommendations shall be ratified by the Council before taking effect.

3.6 The Nominations Committee shall be chaired on a rotating basis by the Vice President and the Communications Officer. The chair shall be the individual whose position is not subject to election in that year.

3.7 The Council may, when necessary, create ad-hoc committees. The motion to create the ad-hoc committee should specify the membership and function of the committee.

3.8 University Committees

The Nominations Committee shall be responsible for recommending individuals to fill any vacancies on committees required by the Collective Agreements of the Association. These recommendations shall be ratified by the Council before taking effect. These committees include, but shall not be limited to:

- (a) the Labour Management Committees;

- (b) the Joint Employee Benefits Committee;
- (c) the Employment Equity Advisory Committee; and,
- (d) the Workplace Health and Safety Committee.

- 3.9 Terms of office for members on University Committees shall be for two years.
- 3.10 Members shall be appointed on a rotating basis for each committee with terms beginning on July 1.
- 3.11 The Council, on recommendation from the Nominations Committee, shall appoint members to the Pension Board of Trustees as required by the terms of the Board.
- 3.12 Appointment of Negotiating Teams

When appropriate, the Council, on recommendation from the President and the Executive Director, shall appoint a Chief Negotiator for each bargaining unit. The Council shall then, on recommendation from the Chief Negotiator, President and Executive Director, appoint members of the Negotiating Team. The Chief Negotiator shall serve as the Chair of the Negotiating Team and shall, together with the members of the Team, conduct negotiations on behalf of the Association.

The Chief Negotiator shall report regularly via a mutually agreeable process to the President and the Council on the progress of negotiations. Such process shall be agreed upon in advance of the commencement of negotiations.

- 3.13 The term of office of a Chief Negotiator and a Negotiating Team shall be for the duration of the negotiation process toward a Collective Agreement.

Bylaw 4 – Vacancies and Discipline

4.1 Council Vacancies

Except in the case of a recall, when the position of any Council Member becomes vacant during the first year of his or her term, a by-election to fill the position shall be held in accordance with Bylaw 1.

- 4.2 With the exception of a vacancy in the office of President or in the case of a recall, when the position of any Council Member becomes vacant during the second year of his or her term, the Council shall appoint a Member to the position.
- 4.3 Except in the case of a recall, when the office of President becomes vacant during the second year of his or her term, the Vice President shall automatically become the President.
- 4.4 Recall of Council Members

Any member of the Council may be recalled if a petition signed by twenty-five percent (25%) of the members is presented to the Council or to a General Meeting. A subsequent General Meeting shall be called in accordance with Articles 8.2 and 8.3 of the Constitution at which the motion for recall shall be introduced and discussed. A ballot including this motion shall then be distributed within fourteen (14) calendar days of this meeting. If the motion is passed by a majority of those voting, the office shall be deemed to be vacant and a new election shall be called forthwith, unless a majority vote at a General Meeting determines that the Council shall fill the vacancy.

4.5 Removal of Council and Committee Members

This provision refers to the activities by Members carried out on behalf of the Association or during the course of their work for the Association. A Council Member or a member of a Standing or Ad-Hoc Committee may be removed from their position with just cause. Without restricting the generality of the foregoing, reasons for dismissal may include any one or more of the following

- (a) failure to acknowledge and/or proceed to participate in decision making on an issue where he or she has a demonstrable conflict of interest pursuant to the Association's Conflict of Interest policy;
- (b) use, without authorization, of the name of the Association and his or her position in it or lists of members for soliciting funds or advertising for personal financial gains;
- (c) engaging in behaviour which constitutes sexual, racial or ethnic or personal harassment, or harassment on the basis of sexual orientation; or,
- (d) fraudulently receiving or misappropriating any property of the Association.

4.6 Process for Removal of Council and Committee Members

This process shall concern itself only with Members' activities on behalf of or within the Association. An

Ad-hoc Committee shall be struck upon receipt of a complaint under Bylaw 4.5 and shall be responsible for investigating any allegations arising from the complaint. The Committee shall be made up of three Members who are not directly involved in the issue, at least one of whom must not be a member of the Council or a Standing or Ad-Hoc Committee. The term of the committee shall be two years.

- 4.7 The Member under investigation shall be informed in writing of the specifics of the allegation and who made the complaint. Complaints may not be made anonymously.
- 4.8 The Member under investigation shall have the opportunity to appear before the Committee to defend him or herself prior to the Committee making a recommendation. The Member shall be allowed to bring another Member to assist in the representation.
- 4.9 The Committee shall forward its findings in writing to the Council and the Members concerned.
- 4.10 The Council shall consider the report of the Committee and shall provide an opportunity for an oral report from both the Chair of the Committee and the Member under investigation.
- 4.11 Motions to recommend removal of members of the Council or of a UWFA Committee shall be subject to a 2/3 majority vote by the Council.

Bylaw V – General Provisions

- 5.1 The financial signing officers of the Association shall be the President, Vice-President, Treasurer, Communications Officer and Executive Director.
- 5.2 Indemnification

The Council, members of the Finance and Audit Committee, UWFA-appointed Pension Trustees, Grievance Officer and Grievance Committee, so long as they act honestly and in good faith in the management of the Association's funds, assets and grievances, shall not be held liable for any losses incurred by the funds or assets of the Association or its membership.

5.3.1 The Association shall indemnify and save harmless, out of the funds of the Association, every director, officer or employee of the Association and other person who has undertaken or is about to undertake any liability on behalf of the Association or any other organisation controlled by it, and their heirs, executors and administrators, and estate and effects respectively, from and against:

- i. all costs, damages, charges and expenses which a director, officer, employee or other person sustains or incurs in or about any action, suit or proceeding, which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
 - ii. all other costs, damages, charges and expenses which a director, officer, employee or other person sustains or incurs in or about or in relation to the affairs of the Association; except such costs, damages, charges, expenses as are occasioned by wilful neglect or default.
- 5.3 The Association shall purchase and maintain such insurance for the benefit of its officers, Executive members and employees as the Executive may from time to time determine.
 - 5.4 In case of a dispute at meetings of the Association, procedure shall be governed by Robert's Rules of Order.