

Constitution and Bylaws

As approved at the March 28, 2017 General Meeting .

SOCIETIES ACT
CONSTITUTION
OF THE
FACULTY ASSOCIATION
OF
SIMON FRASER UNIVERSITY

Constitution

I. Name

The name of the society is the Faculty Association Of Simon Fraser University.

II. Purposes

The purposes of the society are:

To assert the integrity of the academic profession.

To defend academic freedom in teaching and research.

To promote the welfare of all faculty members.

To foster high standards of excellence in teaching and scholarship.

To act as the sole bargaining agent of all faculty members employed by Simon Fraser University and to regulate relations between the faculty members and the University through collective bargaining.

As amended and approved at the March 28th, 2017 Annual General Meeting .

SOCIETIES ACT
BY-LAWS
OF THE
FACULTY ASSOCIATION
OF
SIMON FRASER UNIVERSITY

I. Interpretation

In these by-laws: "Association" means the Faculty Association of Simon Fraser University;

"Faculty Member" means a person appointed by Simon Fraser University on a full-time or part-time basis as Professor, Associate Professor, Assistant Professor, Instructor, Lecturer, Senior Lecturer, University Lecturer, Laboratory Instructor, Librarian or Archivist, Sessional Lecturer, and Retired SFU Faculty, Librarians, Archivists and Laboratory Instructors who hold post-retirement appointments, including Teaching Professors and all those in grant-tenure, clinical or professional practice designations of the above categories and any persons appointed to positions in the Faculty Association of Simon Fraser University bargaining unit;

"University" means Simon Fraser University;

"Teaching Faculty" means a Lecturer, Senior Lecturer, University Lecturer or Laboratory Instructor;

"Spring Semester" means the period between January 1 and April 30 in any given year, and;

"Societies Act" means the Societies Act of British Columbia from time to time in force and all amendments to it.

II. Membership

1. Membership in the Association is defined by the Collective Agreement between the University and the Association. Except as amended by law or by collective bargaining, membership in the Association is mandatory for all those eligible for membership.
2. The following full-time or part-time employees of Simon Fraser University shall be eligible for membership of the Association.
 - a). Faculty: Librarian, Archivist, Lab Instructor, Instructor, Lecturer, Senior Lecturer, University Lecturer, Assistant Professor, Associate Professor or Professor, including Teaching Professor and all those in grant-tenure, clinical or professional practice designations of the above categories and any persons appointed to positions in the Faculty Association of Simon Fraser University bargaining unit.
 - b). Limited Term/Term Faculty in any of the categories listed in (a), above.
 - c.) Retired SFU Faculty; Librarians, Archivists and Laboratory Instructors who hold post-retirement appointments
 3. Persons holding an appointment or acting appointment as President, Vice-President, Associate Vice-President, Dean, Associate Dean, Dean of Libraries, Associate University Librarian/ Dean of Libraries, or University Archivist are excluded from membership for the period of their administrative appointment. Persons designated by the President of Simon Fraser University for specific negotiating or advisory roles in negotiations with the Association are excluded from membership for the period of their specific role.
 4. Persons holding Visiting or Sessional Instructor appointments are excluded from the bargaining unit even if the term of appointment or of successive appointments exceeds one year.
 5. Membership in the Association will only be maintained while the member remains eligible as herein described.
 6. Only members in good standing shall have voting rights.
7. All members are in good standing except a member who has failed to pay the current dues, or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

III. Membership Dues

Members shall pay dues to the Association at a rate that shall be fixed and amended from time to time at the Annual General Meeting of the Association.

IV. Exception to Membership

Despite Bylaws II and III, the Association will exempt from the requirement of membership, or the payment of dues, or both, persons holding positions eligible for membership who have in accordance with the BC *Labour Relations Code* obtained an order for such an exemption on the grounds of religious objection.

V. Executive Committee

1. a) The business of the Association shall be managed by an Executive Committee consisting of a President, Vice President and nine Directors, all elected by the membership as hereinafter provided.
1. b) The Director positions shall be as follows:
 - i. one Director, Teaching Appointments, who shall be a member holding a Teaching Appointment;
 - ii. one Director, Librarians and Archivists, who shall be a member holding an appointment as a Librarian or Archivist;
 - iii. one Director, Human Rights and Equity, who shall Chair a Human Rights and Equity Committee of the Association;
 - iv. one Director, Community Relations, who shall represent the Association at various University Committees as determined by the Executive;
 - v. 5 additional Directors.
- c.) In no case shall more than 4 Directors, not including the President and Vice President, be elected from a single Faculty. Where more than 4 candidates from a single faculty contest an election, the successful candidate(s) will be determined as follows:
 1. Director positions in Sections V (b) i-iv, above, will be filled first based on the highest number of votes in the applicable contest;
 2. Each time that 4 Director positions are filled by members from a single Faculty, the remaining candidates from that Faculty will not be elected, and the positions will be awarded to candidates from other Faculties according to the greatest number of votes, until such time as 4 Director positions are filled by members from a different single Faculty.
1. d) The Executive Director shall be an *ex-officio* member of the Executive Committee with voice but without vote.
2. The Association shall, each second year, elect a President, Vice President, and four Directors in the spring semester to take office from 1st September of the same year. The Association shall also elect, in the spring semester of each alternate year, five Directors to take office from 1st September of that year. All Executive positions shall be for terms of two years.
3. Candidates for President must have previously served on the Executive Committee of the Association.
4. No President may serve more than 3 consecutive terms of office. Term limits do not apply to any other position on the Executive Committee.
5. Nominations for the Executive Committee may be made by six or more nominators for each nominee, subject to the consent of each nominee, in writing, to the Executive Director. Nominations must be received by March 1st of each year, with a call for nominations to be issued at least one week before this date. Names of nominators shall accompany names of nominees, all of whom shall be ~~Active~~ members in good standing.

6. The Executive Committee shall have and exercise all the powers of the Association as fully and completely as the Association could in general meetings, subject always, however, to the provisions of the Societies Act. On major policy matters, and where practical, the matter shall be taken to referendum.
 7. a) Elections and referendums shall be conducted by ballot mailed to the University address of each member, or by electronic ballot delivered to the University email address of each member.
 8. b) In the event of a mail ballot, two weeks shall be allowed for the return of all ballots.
 9. c) In the event of an electronic ballot, no less than one week shall be allowed for voting.
 10. d) A motion submitted to referendum shall require a majority of those voting, provided that at least one-fifth of the members eligible to vote shall have cast ballots.
 11. The Executive Committee may employ professional staff to assist with the day to day operations of the Association. Where staff are so employed, the Executive Committee shall hire and supervise an Executive Director; the Executive Director shall, on consultation with the Executive Committee, hire and supervise additional staff as may be employed.
 12. The presence of no less than 50% of the members of the Executive shall constitute a quorum at any meeting of the Executive Committee for the transaction of business.
 13. The Executive Committee shall, at the first meeting of the Committee in September of alternate years (or as needed to fill a vacancy), elect from among themselves a Treasurer, who shall be elected to hold office from the date of her or his election until August 31st of the second calendar year following her or his election and who shall be eligible for re-election.
 14. The members of the Executive Committee shall receive no remuneration for services.
 15. The President shall, when present, preside at all meetings of the members of the Association and at all meetings of the Executive Committee. The President shall also exercise supervision over all committees, shall generally discharge all those duties as shall evolve on the office of President and shall be an ex officio member of each Committee of the Association.
 16. The Vice President shall assume the duties of the President in the absence of the latter.
 17. The Executive Director shall maintain and have charge of the Minute Books of the Association and shall record, or cause to be recorded therein, minutes of proceedings of all meetings of members of the Executive Committee and of all General and Special meetings of the membership. The Executive Director shall also be responsible for the maintaining of a register of members in good standing, shall give all notices required to be given to members and to the Executive Committee, and shall perform such other duties as required by these By-Laws or as may from time to time be determined by the Executive Committee.
 18. The Treasurer, assisted by the Executive Director, shall be responsible for proper record keeping of all receipts and disbursements and all revenues and expenditures of the Association, for depositing all monies belonging to the Association in the bank account(s) of the Association, for paying all accounts approved by the Executive Committee and for preparing and submitting to the Executive at any time when requested a report of the finances of the Association.
 19. The members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any member of the Executive Committee before expiry of their term of office.
 20. Vacancies on the Executive Committee other than President may, so long as a quorum of the Executive Committee remains in office, be filled by the Executive Committee from among qualified members of the Association to serve until the expiry of the term of that vacancy. If the office of President becomes vacant, the Vice President will serve the remainder of the President's term.
18. Normally, members of the Executive Committee, when a quorum has been established, will vote on proposals at a regularly scheduled meeting of the Executive Committee in person with a show of

hands. When urgent Association business requires a vote before the Executive Committee can reconvene for a regularly scheduled meeting, Executive Committee members may vote by electronic mail according to a method deemed fair and transparent by the President or, in the President's absence, by the Vice President. A quorum must vote for any vote to be valid. Votes to approve the budget of the Association may not be conducted by electronic mail.

VI. Meetings

1. The Annual General Meeting of the Association shall be held in March or April of each and every year at a time to be determined by the Executive Committee and at a location, also determined by the Executive Committee, at or in close proximity to a campus of Simon Fraser University. At least three weeks written notice of the meeting shall be given to all members
2. A Fall General Meeting of the Association shall be held between September and December in each and every year. At least 14 days written notice of this meeting shall be given to all members.
3. Special Meetings of the Association may be called by the Executive Committee provided that at least 14 days written notice of meeting is given to all members. Such a Special Meeting must also be called by the Executive at the written request of at least twenty-five (25) members or 10% of the members (whichever is fewer) within 21 days of the receipt of the request by the Executive Director. The meeting must be held within 60 days of said receipt. The request must state the reasons for which the meeting is to be called. The notice of any Special Meeting must specify the nature of the business to be transacted.
4. All notices of meetings or ballots for referendum shall be sent to the members at their Departmental offices on the campus of Simon Fraser University or sent to their Simon Fraser University e-mail accounts. Such notice shall be deemed to have been received on the day following its dispatch. No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken thereat.
5. Any member attending a meeting via teleconference or video link shall be considered to be present at that meeting.
6. At any meeting of the Association, 20 (twenty) of the active members present, either in person or by teleconference or video link, shall constitute a quorum. In the event that a quorum is not present within thirty minutes of the time called for such meeting, the meeting shall stand adjourned until the same time one week hence, except that adjournment shall not apply to a Special Meeting called by written request of the members. When such adjourned meeting reconvenes, the members present shall constitute a quorum.
7. At all meetings of the Association the majority of votes shall control except where voting concerns the amendment of these By-Laws or where a special resolution is required under the provisions of the Societies Act.
8. The Executive Committee shall have the power to submit any resolution other than a special resolution to referendum, which shall be conducted in accordance with By-Law V(7).
9. Special resolutions are those as defined by the provisions of the Societies Act and shall require a majority of at least two-thirds of the votes cast in accordance with the By-Laws.

VII. Indemnification

Save and except in the case of gross negligence or willful misconduct, the Association shall indemnify and save harmless, every director or officer of the Association and other person who has undertaken or is about to undertake any liability on behalf of the Association from and against:

(a) all costs, charges and expenses which a director, officer 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 or their office or in respect of any such liability;

(b) all other costs, charges and expenses which a director, officer or other person sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by willful neglect or default.

VIII. Committees

1. The Executive Committee shall have full power from time to time to appoint such committees and chairs thereof as it shall see fit, and may delegate to such committees such powers as it may see fit. All committee members shall be members of the Association.
 2. The Executive Committee shall appoint a Collective Bargaining Committee at least four months prior to the anticipated start of negotiations.
 3. Each committee shall consist of at least three members and shall include a diversity of genders.
 4. Meetings of committees shall be called by the individual Chair, or at the direction of the President or Executive Committee.
 5. At any meeting of the members of a committee a quorum shall consist of not less than half the members of the committee, provided that in no case can any meeting be held with less than three members present.
6. No unauthorized expenditure or expense shall be incurred by any committee.

IX. Finances

1. The financial year of the Association shall commence on October 1st of each and every year.
 2. The Association may not borrow money by any means without the sanction of a special resolution of the Association.
 3. The following shall be empowered to sign cheques on behalf of the Association: President, Vice President, Executive Director and Treasurer. At least two signatures shall be required on any document, cheque or otherwise, authorizing the transfer of funds within the accounts of the Association or to other parties.
4. An audited report of the accounts of the Association shall be presented at the Annual General Meeting of the Association.

X. Minutes

Minutes shall be kept, or shall be caused to be kept, by the Executive Director at each meeting of the Association and the Executive Committee, and the Executive Director shall be responsible for keeping the minutes and all other records of the society in proper order.

XI. Rules

Any meeting of the Association may, by the majority vote, enact, amend or repeal rules for its own government provided that such rules are not inconsistent with the provisions of the Societies Act, the Constitution or the By-Laws. Where not otherwise defined by the Constitution and the By-Laws, rules of procedure shall be guided by the current edition of Robert's Rules of Order Newly Revised.

XII. Seal

The Seal of the Association shall be under the control of the Executive Committee, and its use from time to time shall be determined by the Executive Committee provided always that the Seal of the Association may be affixed to an instrument in the presence of the President and the Executive Director.

XIII. Alteration Of By-Laws

The By-Laws of the Association shall not be altered except by special resolution of the Association.

XIV. Inspection Of Books By Members

The books and records of the Association shall be kept at such places as the Executive Committee shall from time to time decide and shall be open to inspection by the members at the office of the Association on request.