

Federation of New Brunswick Faculty Associations By-Laws

Revisions adopted May 7, 2019

1. INTERPRETATION

1.1 All previous By-Laws of the Federation of New Brunswick Faculty Associations Inc. are repealed as of the date of the adoption of these present By-Laws.

1.2 “Federation” and “FNBFA” mean the Federation of New Brunswick Faculty Associations Inc.

“Board” means the Board of Directors of the Federation as described in these By-Laws.

“Executive” means the executive committee of the Federation.

“CAUT” means the Canadian Association of University Teachers.

“Director” means a member of the Board of Directors who is appointed or elected in accordance with these By-Laws.

"Member in good standing of member associations/unions" designates any person who is a member in good standing of a member association without regard to the particular status of that individual (associate, regular or honorary).

“Officer” means the President, the Vice-President, the Secretary, the Treasurer, and the Past- President or Member-at-large.

“Signing Officer” means a person authorized in accordance with these By-Laws to make disbursements from the funds of the Federation or to execute contracts and other documents or instruments which are binding upon the Federation.

“Special Resolution” means a resolution passed by not less than three-fourths (3/4) of those members entitled to vote who are present in person at a Board meeting of which a notice containing the proposed resolution and specifying the intention to propose the resolution has been duly given in accordance with these By-Laws.

1.3 Both the French and the English versions of these By-Laws shall be considered to be an official text. In the event of a conflict, the French version shall prevail.

2. NAME

2.1 The name of the Federation is the Federation of New Brunswick Faculty Associations Inc. / Fédération des associations de professeures et professeurs d’université du Nouveau-Brunswick Inc.

3. OBJECTIVES

3.1 The objects of the Federation are to promote the interest of teachers and librarians and researchers in the universities of New Brunswick, to advance the standards of their profession, and to seek to improve the quality of higher education in the province.

4. AFFILIATION

4.1 The Federation is affiliated with the Canadian Association of University Teachers / Association canadienne des professeures et professeurs d’université.

5. MEMBERSHIP

5.1 The members of the Federation shall be those faculty associations/unions of professors and librarians of the universities and colleges of New Brunswick, in good standing, and any other faculty association/union of professors and librarians of universities and colleges of New Brunswick admitted to membership by the Board in accordance with Article 5.2.

5.2 A university faculty association/union in New Brunswick may apply for membership in the Federation on written application to the Executive containing the following information:

- a) the name of the association/union and its place of business;
- b) an extract of the minutes of a meeting of the association/union containing the resolution by which its membership indicates its willingness to become members of the Federation;
- c) two (2) copies of its constitution By-Laws;
- d) the names of its Executive members;
- e) the number of members in good standing and the number of fee paying members;
- f) the payment of one dollar (\$1.00), as an entry fee;
- g) a confirmation in writing that the association/union subscribes to academic freedom and rejects faith based tests as a condition of employment.

5.3 Following a study by the Executive, the Board may approve the application for membership by a simple majority vote of members of the Board present and entitled to vote at a duly constituted Board meeting on due notice to the members of the Board that such a vote will take place.

5.4 Membership in the Federation shall cease if the faculty association/union ceases to exist, or if, by notice in writing to the Federation, the faculty association/union resigns its membership.

5.5 Membership in the Federation may be suspended or withdrawn by a two-thirds (2/3) majority vote of members of the Board present and entitled to vote at a duly constituted Board meeting, on due notice to the members of the Board that such a vote will take place, where the actions of any association/union:

- a) are considered contrary to the present By-Laws;
- b) have caused prejudice to the Federation. Before proceeding with the withdrawal or suspension of an association the Executive shall give two (2) notices to the association in question before presenting a recommendation to the Board. The second notice shall precede the recommendation to the Board by at least thirty (30) days. The association shall be invited to give its explanations to the Board which shall make a decision at a duly constituted Board meeting. Any association/union that has been withdrawn or suspended loses all the rights it held under the present By-Laws.

5.6 Membership in the Federation shall not be transferable.

5.7 Associate membership in the Federation may be granted by the Board, in accordance with Article 5.2, but faculty associations/unions so admitted shall not have voting rights in the Federation.

6. WITHDRAWAL OF A MEMBER ASSOCIATION

6.1 A Member Association may seek to withdraw from the Federation of New Brunswick Faculty Associations (FNBFA). The Executive of the Member Association shall advise the Board of Directors of the FNBFA, in writing, of its intention to recommend to its members that it withdraw from the FNBFA. The notice shall include reasons for the planned withdrawal and the Board shall be provided an opportunity to address all concerns.

6.2 A meeting shall be held between the majority of the Board's Executive Committee and the majority of the Member Association's Executive Committee within 60 days of receipt of the Member Association's written notice of its intention to withdraw.

6.3 At this meeting, the representatives of the FNBFA Executive and those of the Member Association shall develop and agree upon a Plan of Action that responds to the concerns of the Member Association.

6.4 A period of six (6) months shall be permitted for the FNBFA to carry out the Plan of Action. Feedback shall be provided by the Member Association to the Board of Directors of the FNBFA after the first three months.

6.5 During this six-month period, the Member Association shall continue to pay its regular dues and shall not conduct a vote on the issue of their membership in the FNBFA. If reasons for the planned withdrawal include financial exigency, the Member Association may request partial relief from dues during this six-month period.

6.6 If, after the six-month period, the Member Association is not satisfied with the outcomes of the Plan of Action, it shall so advise the FNBFA Board. If the decision to withdraw is approved by the membership, dues shall continue to be paid for a period of two (2) months after withdrawal.

6.7 Member Associations having withdrawn from the FNBFA may reaffiliate subject to the approval of the FNBFA Board of Directors. In this case, the Member Association will normally be required to pay any missed dues from the time of withdrawal to the time of reaffiliation.

7. BOARD OF DIRECTORS

7.1 The governing body of the Federation shall be the Board of Directors.

7.2 Each member faculty association/union is entitled to appoint one voting member with permanent voting status to the Board of Directors, being the President of the member association/union or his/her delegate. The delegate must be a member in good standing of that association.

7.3 Board members may be replaced with notice from the Executive of the member faculty association/union.

7.4 With notice from the Executive of the member association/union to the President of the Federation, member faculty associations/unions may appoint deputies to replace Board members who will be temporarily absent.

7.5 In addition to the voting Board members appointed in accordance with Article 7.2, there shall be five (5) other voting members of the Board of Directors with permanent voting status: a President in accordance with Article 7.7 with a Vice-President, a Secretary and a Treasurer elected in accordance with Article 12.5; and the Past-President or member-at-large. The Past-President remains in office for a period of two years following the end of her/his mandate as President. After that period or if he or she does not complete the mandate, the Board will appoint a member-at-large who will complete the mandate.

7.6 The President of the Canadian Association of University Teachers, or his/her delegate, shall be a non-voting member of the Board of Directors; however, no member of the Board of Directors appointed or elected in accordance with Articles 7.2 and 7.5 shall be prohibited from exercising his/her regular voting privileges because of a concurrent entitlement under this present Article to non-voting membership by reason of such ex-officio status.

7.7 All matters shall be decided by a simple majority of the votes cast at a meeting of the Board of Directors, except as provided in Articles 5.4, 12.10, 15.1 and 19.1 of these present By-Laws. Each member of the Board, other than those members identified in Article 7.6 hereof, shall have one vote. The President shall vote only in the case of a tie.

7.8 The quorum of the Board of Directors is any five (5) directors who represent at least three (3) member associations/unions. In the absence of the President, the Vice-President will take the Chair. Member associations/unions may delegate a second member to accompany and advise its appointed Board member at Board meetings. This second delegate shall not vote.

7.9 The Board of Directors is the supreme authority of the Federation. It shall specify, by resolution, the policies and the direction of the Federation. It shall report annually to the Plenary Session on the activities of the past year and on policies planned for the coming year. It shall consider all recommendations brought to it by the Plenary Session. In addition, the Board of Directors

- a) may create permanent committees and ad hoc committees, as necessary;
- b) shall approve the budget and the financial report;
- c) shall establish and collect the membership dues;
- d) shall receive and ratify applications for membership;
- e) shall decide on suspension or withdrawal of a member association/union in accordance with Article 5.4;
- f) shall take any action deemed necessary for the good functioning of the Federation and the promotion of its goals;
- g) shall decide whether or not to dissolve the Federation and join any other organization; and
- h) shall adopt new By-Laws as necessary to conduct the affairs of the Federation.

8. EXECUTIVE COMMITTEE

8.1 The Executive Committee shall consist of the five (5) officers of the Federation designated in Article 9.1. The Executive Committee shall not include more than two members from a member association/union.

8.2 Subject to Article 7.1, the Executive shall assure the good functioning of the FNBFA by executing the decisions of the Board and by attending to current business between Board meetings.

8.3 The quorum of the Executive Committee is three (3) members.

9. DUTIES OF OFFICERS

9.1 The officers of the Federation shall be: The President, the Vice-President, the Secretary, the Treasurer, and the Past President or Member-at-large.

9.2 The President shall:

- a) preside at all meetings of the Board, the Executive Committee, and the Annual Plenary Session and the Annual General Meeting of the Federation;
- b) ensure that the policies set by the Board are implemented;
- c) ensure, as much as possible, that all officers, committees, and employees perform their respective duties;
- d) take actions of an emergency nature for the benefit of the Federation only if a meeting of the Board or the Executive Committee cannot be called in time to approve such actions and only after contacting as many members of the Executive Committee as possible to discuss the actions;
- e) represent the Federation at meetings of the CAUT Council as the official delegate of the Federation. If the President does take actions of an emergency nature, he/she shall call a meeting of the Board or of the Executive Committee (depending on the seriousness of the actions) as soon as possible after the actions were taken to seek approval for them.

9.3 The Vice-President shall carry out the duties assigned by the President and shall fulfill the duties of the President in the case of his/her absence or incapacity.

9.4 The Secretary shall:

- a) ensure that notices and agenda for all meetings of the Federation are issued in accordance with these By-Laws;

- b) ensure that minutes for such meetings are maintained;
- c) maintain a register of member faculty associations/unions;
- d) maintain custody of the seal of the Federation;
- e) carry out any other duties as assigned by the President.

9.5 The Treasurer shall:

- a) be responsible for the care and custody of the funds, assets, and property of the Federation;
- b) keep records of dues paid by member faculty associations/unions;
- c) maintain books of account which shall be open for inspection, on reasonable request, by any member faculty association/union of the Federation;
- d) present an account of the Federation's finances at the Annual General Meeting;
- e) file with the appropriate authorities the annual statement as required by law;
- f) make other financial reports required by law;
- g) carry out any other duties as assigned by the President.

9.6 The Past President Member-at-large shall carry out the duties assigned by the President and shall fulfill the duties of the President in the case of the absence or incapacity of the President and the Vice-President.

9.7 The signing officers of the Federation shall be the President and the Treasurer, and/or other persons so designated from time to time by the Executive Committee.

10. STANDING COMMITTEES

10.1 HUMAN RESOURCES COMMITTEE

10.1.1 In accordance with by-law 7.9, each year the Board of Directors shall appoint a Human Resources Committee during its spring Annual General Meeting.

10.1.2 The Committee shall be composed of the FNBFA President, the FNBFA Treasurer and one other member of the Board of Directors appointed by the Board; at least one member of the Committee must be fluent in English and French. The Board shall also appoint an alternate member of this committee, who shall serve where a member is unable to serve.

10.1.3 The Human Resources Committee shall evaluate the Executive Director, based on the Executive Director's job description, input from the Board of Directors and member associations, and a meeting with the employee. This evaluation shall be completed before the first Board Meeting scheduled after September 1st, based on the Executive Director's work up to the end of the fiscal year or years, as the case may be. The Board of Directors recognizes its obligation to provide guidance to the Executive Director on an ongoing basis, particularly at its periodic meetings.

10.1.4 The Executive Director shall conclude the evaluation of any other employees in the organization by August 31st. The evaluation shall be done in accordance with the Human Resources Policy, on the basis of each employee's job description and that employee's performance during the previous fiscal year.

10.1.5 The evaluation of all employees will be undertaken as outlined in the Human Resources Policy.

10.2 NOMINATING COMMITTEE

11. EMPLOYEES

11.1 The Board may hire a person or persons who will be responsible for the day-to-day administrative operations of the Federation.

11.2 The general duties, remuneration, and term of service of the employees will be set by the Executive committee in accordance with any instructions from the Board and with the *Human Resources Policy* adopted and reviewed periodically by the Board.

12. MEETINGS AND ELECTIONS

12.1 There shall be at least three (3) ordinary general meetings of the Board in each fiscal year. The dates for as many Board meetings in the immediately – forthcoming fiscal year as is possible shall be fixed within two (2) weeks of the incoming Executive committee election; and the dates of all remaining Board meetings shall be fixed not later than last day of October in the then-current fiscal year.

12.2 The President shall call an ordinary general meeting of the Board at the times stated in Article 12.1 herein by giving at least two (2) weeks' notice of the place and time of the meeting and by sending the agenda to the members of the Board at least seven (7) days in advance of the meeting. The President, may, however, call any such ordinary meeting, observing the proper notice requirements, for the nearest alternative date if it appears that a majority of Board members would be unable to attend any meeting scheduled in accordance with Article 12.1.

12.3 In addition to the ordinary general meetings of the Board contemplated in Paragraphs 12.1 and 12.2, there shall be an Annual General Meeting of the Board in each fiscal year.

12.4 The Annual General Meeting of the Board and the Annual Plenary Session of the Federation will be held between April 1st and May 15th. At least thirty (30) days notice of the place and the time of the Annual General Meeting, and the agenda, shall be given to Board Members and to the member associations-unions.

12.5 The President, Vice-President, the Secretary and the Treasurer shall be elected for a period two (2) years by the Annual General Meeting of the Board of directors.

12.6 In the event a member of the Executive committee is about to complete his or her mandate, a nominating committee comprised of up to three members from different member associations shall be appointed by the Board to propose a slate of nominees of members in good standing with their constituent faculty associations/unions for election to the offices of President, Vice-President, Secretary and Treasurer.

12.7 The report of the nominating committee with the names of the nominees for officers of the Federation shall be given to the Annual General Meeting. Additional nominations may be received from the floor up to close of nominations at the Annual General Meeting.

12.8 Officers shall retire at the end of the Annual General Meeting, at which time those newly elected shall assume office. In the event of the re-election of an incumbent President, a member at large will be appointed for a mandate of two (2) years by the Board of Directors.

12.9 In the event of the resignation of an officer before the expiry date of his/her term or in the event of the inability of an officer to serve his/her term, the vacancy thereby created may be filled for the unexpired period of the term by the members of the Board.

12.10 The Board may, by special resolution, remove any officer before the expiry of his/her term and appoint a replacement for the unexpired period of the term. A two-thirds (2/3) majority vote of the members of the Board present and voting is required.

12.11 The Secretary shall convene an Extraordinary General meeting of the Board within two (2) weeks of receipt of a petition asking for such a meeting, stating its purpose and signed by members of the Board representing at least two (2) member faculty associations/unions. The Minutes of the Extraordinary General Meeting, shall be distributed at the next General Meeting for consideration and approval by the Board.

12.12 With the exception of an extraordinary general meeting or the Annual General Meeting, the minutes of the previous general meeting shall be distributed at the next general meeting for consideration and approval by the Board.

12.13 The minutes of the previous Annual General Meeting shall be distributed at the next Annual General Meeting for consideration and approval by the Board.

12.14 The President shall report to the Board on the actions taken and decisions made on behalf of the Federation by the officers and the Executive Committee since the previous meeting of the Board.

12.15 All meetings shall be conducted in accordance with Bourinot's Rules of Order.

13. PLENARY SESSIONS

13.1 Every year the Federation shall call a plenary session to which any members in good standing of member associations/unions shall be invited. At this meeting activities of the past year shall be reviewed and policies shall be put forward for the coming year. The meeting, chaired by the Vice-president shall be of an advisory nature and shall make its recommendations to the Board based on a plurality of votes cast.

13.2 The Annual Plenary Session shall be held immediately prior to, and in the same location as, the Annual General Meeting. Notice of the Annual Plenary Session shall be given, and the agenda circulated, at least thirty (30) days in advance of the Annual Plenary Session.

13.3 An account of discussion held at the previous Annual Plenary Session shall be presented at each Annual Plenary Session and distributed to the members.

14. FISCAL YEAR

14.1 The fiscal year of the Federation shall terminate on the 30th day of April in each year.

15. BORROWING POWERS

15.1 The borrowing powers of the Federation may be determined and exercised by special resolution of the Board.

16. AUDITORS

16.1 There shall be a full audit of the Federation's financial records of the fiscal year of the final year of the president's term. There shall be a full audit of the Federation's financial records every second fiscal year, and a review engagement shall be done in between those years. Audits and reviews shall be by a certified accountant or firm appointed by the Board.

17. DUES

17.1 Membership dues are payable by member associations/unions to the Federation in monthly instalments.

17.2 Monthly membership dues payable to the Federation by a member association/union shall be determined by multiplying the Dues Rate times the Salary Mass of members of that association/union in the preceding month.

17.3 The Salary Mass is the sum of salaries of members of the member association/union.

17.4 The Dues rate is the rate established by the Board at the Annual General Meeting. If no rate is adopted at the Annual General Meeting, the rate in force during the previous year shall continue.

17.5 Notice of a proposal to change the Dues Rate shall be circulated to Board members thirty (30) days in advance of the Annual General Meeting.

17.6 Changes in the Dues Rate shall take effect from July 1 of the year in question or at such other time as may be specified by the Board.

17.7 The formula for dues may be modified by a special resolution adopted by the Board if the proposed change was submitted in writing to all member associations/unions at least thirty (30) days in advance of the Board meeting.

17.8 Notwithstanding any other provision in this by-law, unless the Board at its annual general meeting otherwise directs, the Board shall declare a Dues Holiday for one or two months within any fiscal year in which the Treasurer determines that the Federation's financial Reserve permits.

17.8.1 A Dues Holiday means that the Federation waives dues payments by member associations/unions for a one-month or a two-month period. The specific months to which the holiday applies shall be part of the declaration of the holiday and shall be determined by the Board. Only one Dues Holiday per fiscal year may be declared.

17.8.2 The Federation's reserve is the Minimum Amount of unrestricted funds held in the Federation's bank account in any month within the most recent six-month period. The Minimum Amount of unrestricted funds shall be determined by the Board.

18. BOOKS AND RECORDS

18.1 The books and records of the Federation may be inspected by any member association/union at any reasonable time with due notice to the registered office of the Federation.

19. AMENDMENTS

19.1 These By-Laws may be amended on ten (10) days' written notice of the proposed amendment by a two-thirds (2/3) majority vote of the members of the Board present and voting at any meeting of the Board.