



**POSTDOCTORAL FELLOWS ASSOCIATION
OF THE UNIVERSITY OF CALGARY**

BYLAWS

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PREAMBLE

The Bylaws

The following articles set forth the Bylaws of the Postdoctoral Fellows Association of the University of Calgary.

Definitions

In these Bylaws, the following words have these meanings.

- “Bylaws” refers to the Bylaws of PDAC as amended.
- “Article” refers to an article of these Bylaws.
- “THE ASSOCIATION” and “PDAC” both refer to the Postdoctoral Fellows Association of the University of Calgary.
- “THE UNIVERSITY” and “UCalgary” both refer to the University of Calgary.
- “*PSLA*” refers to the *Post-secondary Learning Act*, Statutes of Alberta 2003, Chapter P-19.5 as amended, or any statute substituted for it.
- “*LRC*” refers to the Alberta *Labour Relations Code*, Revised Statutes of Alberta 2000, Chapter L-1 as amended, or any statute substituted for it.
- “Postdoc” refers to any person holding a postdoctoral appointment or occupying a postdoctoral position at THE UNIVERSITY, including (but not limited to): postdoctoral scholars, postdoctoral fellows, postdoctoral researchers, postdoctoral associates, and guest postdocs.
- “Member” refers to a member of PDAC.
- “Member in Good Standing” refers to a member who has paid all required membership fees to PDAC and has not had their membership suspended or revoked for any reason.
- “Voting Member” refers to a member in good standing of PDAC, who is entitled to vote in PDAC elections and referendums, and at any general meeting of THE ASSOCIATION.
- “The Executive” refers to the PDAC Executive, which is the governing body of THE ASSOCIATION.
- “Executive Officer” refers to any elected member of the PDAC Executive, as listed in Article 5.2.1.2.
- “VP” refers to Vice President.
- “AGM” refers to the PDAC Annual General Meeting as described in Article 7.3.
- “SGM” refers to a PDAC Special General Meeting as described in Article 7.4.
- “CRO” refers to Chief Returning Officer – a person appointed to oversee an election (Article 6.2).
- “RO” refers to Referendum Officer – a person appointed to oversee a referendum (Article 8.6.2).
- “Majority vote” refers to the process used to resolve a motion put forward to the PDAC Executive or Membership that requires 50%+1 of the eligible votes cast to be in favour for the motion to pass.
- A “2/3 majority vote” requires twice as many eligible votes cast in favour for the motion to pass.
- “**Policies & Procedures**” refers to the official PDAC Policies & Procedures document, which is a separate governing document of THE ASSOCIATION that contains any additional rules, regulations, and guidelines created, approved, and amended by the Executive alone in accordance with the guidelines described in Article 5.2.2.3f.

Interpretation of Bylaws

The following rules of interpretation must be applied in interpreting these Bylaws.

- Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- Corporation: words indicating persons also include corporations.
- Headings are for convenience only and do not affect the interpretation of these Bylaws.
- Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

Article 1: NAME

- 1.1. The name of the association is “The Postdoctoral Fellows Association of the University of Calgary”, which shall also be known and referred to by the acronym/initialism “PDAC”.

Article 2: AUTHORITY

- 2.1. The authority of THE ASSOCIATION and the contents of these Bylaws are granted and governed, respectively, by the *Post-secondary Learning Act (PSLA)* and the *Labour Relations Code (LRC)* of Alberta.
 - 2.1.1. The minimum requirements for provisions set forth in these Bylaws are governed by Section 92.2(1) of the *PSLA*, which must be adhered to at all times.
 - 2.1.2. THE ASSOCIATION was established and incorporated by an Order in Council (O.C. 180/2018) by the Lieutenant Governor in Council of Alberta on May 29, 2018 (as per Section 92.1 of the *PSLA*) and thus the corporation and its Bylaws are not governed by the *Societies Act* or the *Companies Act*, as incorporation occurred independent of those pieces of legislation.
 - 2.1.3. These Bylaws, once approved by the members of THE ASSOCIATION, serve as the official documents governing the affairs of PDAC, as per Section 92.2 of the *PSLA*.
 - 2.1.4. The *LRC* deems THE ASSOCIATION a trade union for the purposes of acting as the bargaining agent for individuals holding postdoctoral appointments or occupying postdoctoral positions at THE UNIVERSITY (Section 58.5(2)), and provides exclusive authority for THE ASSOCIATION to bargain collectively on behalf of those individuals and bind them by a collective agreement (Sections 58.5(1)(c)).
 - 2.1.5. The collective bargaining authority of THE ASSOCIATION is subject to the future effects of the application of Divisions 4 to 9 of Section 58.2(2) of the *LRC*, which are scheduled to come into force on July 1, 2022 unless the Government of Alberta chooses a later date prior to that.

Article 3: VISION AND MISSION

3.1. Vision

The vision of THE ASSOCIATION is one of a strong community in which postdocs are provided fair and reasonable compensation and benefits for their work, a supportive social network, effective career and professional development opportunities, and rights and privileges similar to those provided to other key groups (e.g., students, graduate students, and faculty members) engaged in academia and research at THE UNIVERSITY.

3.2. Mission

- 3.2.1. The overarching mission of THE ASSOCIATION is the betterment of the postdoctoral experience at THE UNIVERSITY. Toward that goal, THE ASSOCIATION will advocate for improvements in THE UNIVERSITY’S policies related to postdoctoral training, working conditions, and labour relations based on input from members of THE ASSOCIATION and work to strengthen the postdoctoral community at THE UNIVERSITY by enhancing engagement in University governance, organizing events and initiatives to increase social support and wellbeing, and providing services and support to our members.

3.2.2. The ASSOCIATION shall pursue its mission by:

- a) collecting data regarding the experiences and views of our members via surveys and other means to ensure appropriate representation of their interests;
- b) acting, based on that data, as the collective voice for our members in discussions with THE UNIVERSITY administration regarding postdoctoral policy, guidelines, and services at THE UNIVERSITY;
- c) acting as the exclusive bargaining agent for all postdocs at THE UNIVERSITY;
- d) collaborating with the Postdoctoral Office, the Office of the Vice-President (Research), and other groups on campus to promote and develop effective training and career development opportunities for postdocs;
- e) holding career and professional development events for members (e.g., annual Professional Development Day);
- f) creating or identifying and sharing information and resources of relevance and/or utility to the postdoctoral community of THE UNIVERSITY;
- g) recruiting and nominating postdoctoral representatives for academic councils and committees as required and facilitating communication among postdoctoral representatives across THE UNIVERSITY campus;
- h) promoting postdoctoral engagement in events or initiatives in the wider UCalgary community;
- i) building and maintaining a strong, caring and supportive postdoctoral community by providing support services for members and facilitating communication and interaction among members via social or networking events and other initiatives; and
- j) supporting national and provincial advocacy efforts that focus on improving policies pertinent to postdocs, as per the vision and mission of PDAC, and the input of members.

Article 4: MEMBERSHIP

4.1. General

- 4.1.1. Every individual holding a postdoctoral appointment or occupying a postdoctoral position at THE UNIVERSITY shall be considered a member of PDAC regardless of the source(s) of funding for an individual's salary and/or stipend.
- 4.1.2. For current postdocs at THE UNIVERSITY, membership in PDAC begins on the date that these Bylaws are first ratified.
- 4.1.3. For new postdocs, membership in PDAC begins on the first day of an individual's appointment / position at THE UNIVERSITY.
- 4.1.4. Membership in THE ASSOCIATION is non-transferable and ceases immediately upon the date that an individual ceases to hold a postdoctoral appointment or occupy a postdoctoral position at THE UNIVERSITY, provided the loss of said position is not contested.
- 4.1.5 An individual may willingly become a non-voting member, as per article 4.7.

4.2. Membership Fees

- 4.2.1. THE ASSOCIATION is empowered to levy a mandatory membership fee that must be paid by all members, which shall be governed by the most recent **Schedule of Fees** approved by the Membership.

4.2.2. At a minimum, the **Schedule of Fees** shall include:

- a) the amount of membership fees;
- b) the due date(s) for payment of fees in full; and
- c) instructions regarding acceptable methods of payment.

4.2.3. The **Schedule of Fees** shall be reviewed annually and any changes to that document must be approved by a majority vote of the entire membership.

4.2.4. THE ASSOCIATION shall seek to negotiate a collective agreement that includes the automatic deduction of membership fees from the gross income of any member paid by through THE UNIVERSITY payroll. If a collective agreement that includes such a clause is approved by the members of PDAC, those who are paid through THE UNIVERSITY payroll shall be subject to payroll deductions equivalent to THE ASSOCIATION membership fees. In the absence of such an arrangement, all members shall be required to pay membership fees directly to THE ASSOCIATION.

4.2.5. Default fees, due dates, and payment methods

In the absence of an approved **Schedule of Fees** the following membership fees, due dates, and payment methods shall automatically apply:

- a) PDAC membership fees for all postdocs whose fees are automatically deducted by UCalgary payroll shall be set at the rate approved by the membership in the previous fiscal year’s **Schedule of Fees** (as per Section 4.2.1 to 4.2.4.4);
- b) THE ASSOCIATION membership fee for all postdocs whose fees are not automatically deducted by UCalgary payroll shall be set at the rate approved by the membership in the previous fiscal year’s **Schedule of Fees** (as per Section 4.2.1 to 4.2.4.4), due in installments as described in Table 1;
- c) members paid a stipend via one or more lump sum per year shall pay a monthly membership fee equivalent to their total gross annual income divided by 12 according to the schedule shown in Table 1; and
- d) electronic fund transfers shall be the only acceptable method of payment for members who pay fees directly to THE ASSOCIATION.

TABLE 1 – MEMBERSHIP FEE PAYMENT SCHEDULE

Deadline for fee payment	Membership fees due for
3 months after a person becomes a member	Month 1-4 of contract
6 months after a person becomes a member	Month 5-8 of contract
9 months after a person becomes a member	Month 9-12 of contract
12 months after a person becomes a member	Month 13-15 of contract
At 15 months after a person becomes a member and every 3 months thereafter	The following 3 month period

4.2.6. THE ASSOCIATION reserves the right to refuse payments that do not comply with the **Schedule of Fees** and/or these Bylaws.

4.2.7. Members who pay fees directly to THE ASSOCIATION may request to make alternative arrangements for the payment of membership fees without penalty, but such arrangements must be approved in writing by the PDAC Executive prior to the due date of fees to avoid penalty charges on overdue fees.

4.2.8. Late or inadequate membership fee payment penalties:

The Executive is empowered to establish additional fees, interest charges, and/or other penalties for members who fail to pay membership fees in full by the due date or are found to have paid lower fees than required according to their net income.

- a) Any member found to owe THE ASSOCIATION membership fees shall have his/her membership (including all rights and privileges) suspended until such time as the debt is paid in full or appropriate payment arrangements have been made and the approved by the Executive.
- b) No member shall be subjected to penalties for late or inadequate membership fee payments that arise due to an error on the part of another party (e.g., UCalgary payroll), provided that the member in question makes appropriate payment arrangements within 1 month of being notified that they are in arrears by the PDAC Executive.

4.2.9. Any Member whose contract is terminated for any reason prior to their established end date is entitled to apply for reimbursement of any portion of THE ASSOCIATION membership fees paid in advance for months that they will no longer be employed by THE UNIVERSITY. The number of months due to be reimbursed will be rounded up or down to the nearest whole number depending on the specific start and end dates of the individual's contract.

4.3. Rights and Privileges of Members

4.3.1. Any Member of THE ASSOCIATION in good standing shall have the right to:

- a) receive notice by email and attend general meeting of PDAC;
- b) nominate themselves or other members for positions on the PDAC Executive;
- c) be nominated and elected to positions on the PDAC Executive;
- d) cast a single vote on any question or motion being decided by a vote of the general members of PDAC during an election, referendum, or general meeting;
- e) inspect copies of any PDAC governing documents, meeting minutes, annual financial statements, or other books/records of THE ASSOCIATION once per fiscal year;
- f) participate in any consultations related to collective bargaining;
- g) vote on any collective bargaining agreements that THE ASSOCIATION negotiates with THE UNIVERSITY on their behalf;
- h) petition the Executive via email regarding any matter related to the mission of PDAC;
- i) move a motion, in accordance with Article 5.2.5.2, for the removal of any member of the PDAC Executive; and
- j) propose an amendment to these Bylaws, in accordance with the guidelines for amendments set out in Articles 10.2 and 10.3.

4.3.2. Automatic Suspension of Specific Rights

- a) Any member who is expelled from a meeting of THE ASSOCIATION (as per Article 7.5.1) shall automatically forfeit the right to attend meetings of PDAC (Article 4.3.1a) and shall be barred from all meetings for a period of 6 months.
- b) Any elected official who is expelled from office prior to the end of their term (as per Article 5.2.5) shall be automatically stripped of the rights to be nominated or elected to seats on the PDAC Executive (Article 4.3.1(b), (c)) in subsequent elections for the duration of their time as a member of PDAC.

4.3.3. Privileges

The PDAC Executive may, at its discretion, establish privileges associated with membership, which are not considered rights and may therefore be altered or rescinded by a majority vote of the Executive at any time.

4.4. Obligations of Members

Members of THE ASSOCIATION shall have the following obligations:

- a) to pay any membership fees levied by THE ASSOCIATION in accordance with these Bylaws and the *Schedule of Fees*;
- b) to respect the authority of the PDAC Executive as established by these Bylaws and other governing documents approved in accordance with these Bylaws; and
- c) to observe these Bylaws and any policies established in accordance with these Bylaws.

4.5. Withdrawal, Suspension and Expulsion of Members

4.5.1. Every individual holding a postdoctoral appointment or occupying a postdoctoral position at THE UNIVERSITY will be an active member or a non-voting member of THE ASSOCIATION and may only withdraw from THE ASSOCIATION on religious grounds as described in Section 29 of the *LRC*.

4.5.2. Any Member who fails to pay, or make acceptable payment arrangements for, the full amount of membership fees owed to THE ASSOCIATION by the due dates laid out in Table 1 (Article 4.2.5) shall be subject to penalties including the suspension of membership (and all associated rights and privileges) until payment is received or appropriate payment arrangements have been made as per Article 4.2.8.

4.5.3. The Executive may, if a majority of the membership approves, develop additional regulations regarding the suspension and/or expulsion of members in accordance with Section 26 of the *LRC*.

4.6. Liability of Members

4.6.1. Regardless of how a Member ceases to be a Member, he/she remains liable for any debts owed to THE ASSOCIATION at the date of ceasing to be a Member.

4.6.2. Former members have no continuing obligations to THE ASSOCIATION with the exception of Article 4.6.1.

4.7. Waiver of the Rights of Membership

4.7.1. As per Section 29(2) of the *LRC*, a member who objects to joining THE ASSOCIATION, or objects to the paying of dues to THE ASSOCIATION for reasons of religious belief, may sign a declaration affirming that the member has such objections to participation. Such a declaration shall also include statements that the member voluntarily waives the rights of membership (save for those rights guaranteed by the Post-secondary Learning Act), and that the member agrees to hold THE ASSOCIATION, the members of the Board of Directors, and the employees of THE ASSOCIATION free from harm with respect to any act of THE ASSOCIATION, the members of the Executive, or the employees of THE ASSOCIATION taken in accordance with these by-laws. A declaration under this provision must be made in writing within ninety days of becoming a postdoctoral fellow member, or ninety days after any change has been made to these Bylaws, and reconfirmed by the member in writing each year between June 15 and 30 in order to

remain in force following June 30. Such a member would then become immediately a non-voting member.

- 4.7.2. As per Section 29(2) of the LRC, the dues of a member who signs a declaration under 4.7.1 will be deposited into a trust fund held by THE ASSOCIATION and remitted to a charitable organization agreed upon by the employee and THE ASSOCIATION.
- 4.7.3 In the event that a declaration is not reconfirmed, as specified in Section 4.7.1, the member shall be deemed to be an active member.
- 4.7.4 A member who wishes to revoke a declaration made under 4.7.1 may do so by signing a further written declaration to that effect and by returning it to the offices of THE ASSOCIATION.
- 4.7.5 Notwithstanding a member's having waived the rights of membership, THE ASSOCIATION shall fairly represent the member in the councils of THE UNIVERSITY, in negotiations between THE ASSOCIATION and the Board of Governors of the University and in any such matters as shall affect the employment or academic freedom of the member.

Article 5: GOVERNANCE

5.1. General Principles

- 5.1.1. In accordance with Section 92.2(1) of the *PSLA*, the business and affairs of THE ASSOCIATION shall be managed by the PDAC Executive, which shall be elected by the members of THE ASSOCIATION in accordance with these Bylaws and any other policies regarding election procedures approved in accordance with these Bylaws.
- 5.1.2. THE ASSOCIATION shall remain an autonomous body with the rights and privileges given to it under the *PSLA* and *LRC* and shall not enter into any agreements that require abandoning any of those rights or privileges.
- 5.1.3. Should any conflict arise among the governing documents of THE ASSOCIATION, these Bylaws shall have supremacy and thus override any other approved policies, rules, or regulations with the exception of binding collective agreements approved by the Membership.

5.2. The Executive

5.2.1. Composition

- 5.2.1.1 The PDAC Executive shall be comprised of 6 elected officials, also known as "Executive Officers" of PDAC, who shall be elected as described in Article 6.
- 5.2.1.2 Unless altered by the Executive in the PDAC ***Policies & Procedures*** (as per Article 5.2.2.3f), the elected positions on the PDAC Executive shall include the following:
 - a) President
 - b) Vice President Internal
 - c) Vice President External
 - d) Vice President Communications
 - e) Vice President Operations; and
 - f) Vice President Finance

5.2.2. Powers and Responsibilities

- 5.2.2.1 The Executive is empowered as the sole governing body of PDAC, with exclusive authority to manage the business, operations, and affairs of PDAC and shall be ultimately responsible for

ensuring the continuity of PDAC, acting in the best interest of the members of PDAC, and pursuing the mandate, vision, and mission of PDAC.

5.2.2.2 Decisions made by the Executive in accordance with these Bylaws or official PDAC ***Policies & Procedures*** established in accordance with these Bylaws, are binding on all members of PDAC.

5.2.2.3 The **powers of the Executive** shall include, but not be limited to:

- a) the authority to bargain collectively with THE UNIVERSITY on behalf of members;
- b) the authority to speak on behalf of THE ASSOCIATION and its members as a group;
- c) the authority to create, approve, and amend PDAC ***Policies & Procedures***, which describe additional rules, regulations, and guidelines established by the Executive to govern the management and operation of THE ASSOCIATION;
- d) the authority to manage all funds, finances, assets, and/or properties of PDAC;
- e) the authority to delegate portions of the Executive's powers and responsibilities to other parties for the purposes of performing specific functions or tasks as needed, without limiting the general responsibility of the Executive;
- f) the authority to alter the number, titles, and specific duties of Executive Officers through the adoption of new ***Policies & Procedures***; provided at least 5 (five) officer positions are maintained and all of the duties described in Article 5.2.3.2 and elsewhere in these Bylaws are assigned to an existing Executive Officer; and
- g) **Residual discretionary power:** The Executive shall possess residual discretionary power over matters not explicitly governed by the regulations set out in these Bylaws.

5.2.2.4 The **responsibilities of the Executive** shall include, but not be limited to:

- a) collecting input from members to ensure appropriate representation of their interests in any consultations/negotiations with THE UNIVERSITY;
- b) collective bargaining with THE UNIVERSITY on behalf of the members of PDAC;
- c) the creation of ***Policies & Procedures*** to ensure efficient and effective operation and management of THE ASSOCIATION and its properties or assets, and the sharing of said policies with the Membership;
- d) adherence to and enforcement of these Bylaws and any other ***Policies & Procedures*** developed in accordance with these Bylaws;
- e) the protection of PDAC and its members with respect to privacy/confidentiality and liability;
- f) the management of all PDAC accounts, investments, assets, or properties, and the keeping of all official records of accounts, as well as records of PDAC meetings, elections, and referendums;
- g) the negotiation and approval of all contracts and agreements entered into by THE ASSOCIATION;
- h) the creation and approval of an annual budget for THE ASSOCIATION each year;
- i) any and all external representation of THE ASSOCIATION and its members as a group (e.g., interactions with media, government, or other agencies);
- j) the organization and execution of all PDAC meetings (Article 7), elections (Article 6), and referendums (Article 8.6); and

- k) the appointment of representatives from THE ASSOCIATION to seats on the councils and committees that govern THE UNIVERSITY as requested, required, or negotiated.

5.2.3. Executive Officers

5.2.3.1 Common Responsibilities and Powers

- a) Executive Officers are obliged to fulfil the general responsibilities of the Executive as a group, as well as the duties and responsibilities associated with their particular position on the Executive, as described in Article 5.2.3.2.
- b) Executive Officers shall have voting rights with respect to Executive decision making as per Article 8.3.
- c) Executive Officers shall have the right to move motions for consideration by the Executive at any time and without support from any other member

5.2.3.2 Details of Roles

Unless altered by an Executive policy adopted in accordance with Article 5.2.2.3(f), the duties and powers associated with each Executive Officer position shall be as follows:

- a) President
 - Supervises and guides the affairs and actions of the Executive.
 - Conducts or oversees all negotiations done on behalf of THE ASSOCIATION or its members, including collective bargaining.
 - Chairs all meetings of THE ASSOCIATION, unless delegated to another officer.
 - Is an *ex officio* member of all Committees of THE ASSOCIATION.
 - Acts as the spokesperson for THE ASSOCIATION.
 - Is primarily responsible for ensuring the effective and efficient functioning of the Executive and THE ASSOCIATION and for ensuring the continuity of THE ASSOCIATION.
- b) Vice President Internal
 - Acts as the primary liaison between the Executive of THE ASSOCIATION and the faculties, departments, institutes, and offices internal to THE UNIVERSITY.
- c) Vice President External
 - Acts as the primary liaison between the Executive of THE ASSOCIATION and any individuals, organizations, or groups external to THE ASSOCIATION and THE UNIVERSITY, including other postdoctoral associations at the provincial and national levels.
- d) Vice President Communications
 - Acts as the point of first contact for the members of THE ASSOCIATION.
 - Responsible for communicating the affairs of THE ASSOCIATION and the Executive to the Membership via email and posts on THE ASSOCIATION website and/or social media accounts.
- e) Vice President Operations
 - Organizes Executive meetings as well as meetings of the general membership.
 - Records and minutes from for all meetings of THE ASSOCIATION and the Executive.
 - Manages the storage of all official records of THE ASSOCIATION and the Executive and the sharing of those records with members as needed.

f) Vice President Finance

- Conducts all financial transactions on behalf of THE ASSOCIATION.
- Manages all of THE ASSOCIATION's financial accounts including the maintenance and storage of financial records and the sharing of those records with members as needed
- Responsible for developing the annual budget of THE ASSOCIATION in consultation with other members of the Executive.

5.2.4. Terms of Office

5.2.4.1 Executive Officers shall hold their elected positions for one full year and shall assume their positions the day after the end of term date for the previous Executive, with the exception of the Executive Officers forming the first elected Executive, who shall assume their roles the day after the first election closes.

5.2.4.2 Executive Officers can resign from their position on the Executive at any point by submitting an electronic or paper letter of resignation to the President or informing the Executive at an Executive meeting.

5.2.4.3 Executive Officers are expected to give at least two (2) months' notice prior to resigning and the resignation of an officer takes effect either at the end of the notice provided or on the date the Executive appoints another member to fill that position.

5.2.5. Removal of an Executive Officer

5.2.5.1 An Executive Officer is automatically and immediately removed from the Executive upon death or the end or termination of their postdoctoral work at THE UNIVERSITY.

5.2.5.2 A motion to remove an officer of the Executive may be put forward by any member or officer of THE ASSOCIATION if the officer in question has:

- a) Failed to perform his/her duties as described in these Bylaws for a period of at least two (2) weeks without providing a warning or explanation to the Executive;
- b) Failed to abide by these Bylaws or any rules established in the ***Policies & Procedures***;
- c) Done or failed to do anything judged to be harmful to THE ASSOCIATION; or
- d) Been found guilty of acts deemed unbecoming of an officer of the PDAC Executive (e.g., illegal acts, abuse of power, etc.).

5.2.5.3 If a motion to remove an officer of the Executive is put forward by any member or officer of THE ASSOCIATION, the motion must be put to a vote by the membership vote within two (2) weeks, from the date the motion was submitted. In this two (2) week period, the member of the Executive will be suspended without remuneration.

5.2.6. Succession and Continuity of the Executive

5.2.6.1 Mid-term Appointments

- a) If a position on the Executive is left unfilled after an election or vacated for any reason prior to the end of an Executive Officer's elected term, the Executive has full and exclusive authority to appoint another person to take that position until the time of the next election.
- b) Except for the terms of offices, the powers and responsibilities of Executive Officers appointed mid-term shall be identical to those of an elected official.

5.2.6.2 Mid-Term Appointment of a President

- a) If the position of President is vacant for any reason at any time, the Executive must immediately select another officer from the current Executive to assume that role
- b) If an Executive vote to determine a new President ends in a tie, the outcome shall be decided by a coin toss conducted in the presence of the Executive.

5.2.6.3 Mid-Term Appointment of a Vice President

- a) If any other seat on the Executive is vacated prior to the end of term, the Executive may choose to leave the seat empty until the subsequent election or to appoint a new member to fill that role.
- b) The Executive must appoint a new member if more than one VP position will be left vacant for more than 2 months.
- c) Once the decision to appoint a new VP is made, the position must be advertised to the members in a call for nominees.
- d) Nominees for VP mid-term appointments shall be required to submit the same information as required for an election nomination (as per Article 6.4.3) by a predetermined date set by the Executive.
- e) The restrictions on eligibility for election (Article 6.3.1.1) do not apply to mid-term appointment nominations.
- f) The decision of which candidate is appointed to that role shall be made by a majority vote of the Executive during an *in camera* session.

5.2.7. Remuneration of Executive Officers

- 5.2.7.1 The Executive Officers will be remunerated for the time and effort they contribute to PDAC and the value of that remuneration will be set by a separate policy document entitled the ***Executive Remuneration Schedule***.
- 5.2.7.2 Changes to the ***Executive Remuneration Schedule*** may be made once per fiscal year and must be approved by a majority vote of the members via general meeting or referendum.
- 5.2.7.3 The Executive Officers of PDAC will each receive an honorarium for every month that they serve on the Executive. In the absence of an approved ***Executive Remuneration Schedule***, the value of the honorariums for officers will be set at the rate approved by the membership in the previous fiscal year's ***Executive Remuneration Schedule***.

Article 6: EXECUTIVE ELECTIONS

The procedures respecting the election of the first executive of PDAC are prescribed by the Order in Council that created the incorporated association (OC 180/2018). Those procedures have been incorporated into the following articles, which shall govern all PDAC elections.

6.1. Overview

- 6.1.1. Elections for the Executive shall be held annually and shall officially begin with the opening of nominations, which must occur at least 60 days prior to the end of term of any previously elected Executive.
- 6.1.2. The Executive initiates election proceedings by appointing a Chief Returning Officer (CRO) to oversee the upcoming election.

6.2. Chief Returning Office

- 6.2.1. The CRO should be a neutral party with respect to the election, so preference shall be given to outgoing or former Executive members (particularly those close to the end of their postdoctoral position) or individuals who are not members of PDAC.
- 6.2.2. The CRO shall be appointed at least 70 days prior to the close of the election, which must occur prior to the end of term of the sitting Executive.
- 6.2.3. In consultation with (and the assistance of) the sitting Executive, the CRO is responsible for overseeing all processes and procedures related to the election.
- 6.2.4. With respect to election-related matters, the CRO has final say over any and all matters not explicitly governed by these Bylaws or other approved election-related *Policies & Procedures*.
- 6.2.5. In consultation with the Executive, the CRO shall establish dates for:
 - a) the call for nominations;
 - b) the deadline for submission of nominations;
 - c) the deadline to submit biographical information and campaign statements (if required);
 - d) the start and end of the campaign period (if required); and
 - e) the start and end of the voting period.

6.3. Eligibility

- 6.3.1. All current members of THE ASSOCIATION in good standing are eligible to be nominated or self-nominated for election to any position on the PDAC Executive, subject to the following exceptions:
 - 6.3.1.1 No individual may be nominated or elected for the same position on the Executive for more than two (2) consecutive terms or more than 3 times in total.
 - 6.3.1.2 To help maintain stability and the effective and efficient functioning of THE ASSOCIATION, only individuals with a minimum of 6 months of previous experience serving on/with the Executive will be accepted as nominees for the position of President.
 - 6.3.1.3 If an eligible nominee for President has not stepped forward within the first half of the nomination period the CRO may choose to waive this requirement at any point thereafter.
- 6.3.2. Any individual who fails to adhere to the election procedures established by these Bylaws or the CRO (including the deadline for submission of statements, etc.) may have their nomination revoked immediately and automatically, at the discretion of the CRO.

6.4. Nomination Procedures

- 6.4.1. The CRO initiates election proceedings by announcing the call for nominations to all members of PDAC via email. This must occur at least 60 days prior to the close of voting
- 6.4.2. An individual may only be nominated for one position in each election, but nominees may change the position they are seeking up until the close of nominations.
- 6.4.3. Nominations must be submitted via email to the CRO prior to the close of the nomination period and must include the following information:
 - a) the nominee's first and last name;
 - b) the nominee's faculty and department/institute affiliations;

- c) the position for which the person is being nominated;
- d) the nominee's email address; and
- e) the first and last name and signature of the person or persons submitting the nomination.

6.4.4. The CRO shall contact each nominee to:

- a) Confirm acceptance of any third-party nomination;
- b) Request a brief biography and statement of interest/experience to be shared with the Membership during the campaign period.

6.4.5. The CRO is charged with recruiting nominees for each seat on the Executive and may contact nominees to request changes to nominations or actively recruit additional nominees to fulfill that goal at any time prior to the start of the campaign period.

6.4.6. The CRO may extend the nomination period if any Executive positions continue to lack a nominee when the deadline for nominations is reached.

6.5. Campaign Procedures

6.5.1. If there are multiple nominees for a single position on the Executive at the close of nominations, a campaign period shall be established by the CRO, which will last no longer than 2 weeks.

6.5.2. Campaign Rules:

- a) Nominees shall be forbidden from spending money on their campaigns.
- b) Nominees shall conduct themselves in a professional and courteous manner at all times and avoid personal attacks against their opponents.
- c) The Executive and the CRO shall be obliged to correct any misleading statements made by candidates, particularly during the campaign period.
- d) Additional campaign rules shall be developed by the CRO in consultation with the Executive and at a minimum, should establish when and how candidates shall be allowed to interact with the Membership via PDAC email list(s), online platforms, and/or general meetings.

6.6. Voting Procedures

6.6.1. A vote shall only be held if there is more than one nominee for a position.

6.6.2. The CRO will establish the dates for the opening and closing of voting (in accordance with Article 6.6.4), the latter of which must occur prior to the end of term for the sitting Executive.

6.6.3. Voting shall occur by online ballot using a secure online polling application that only allows eligible members to cast a single vote for each position.

6.6.4. Polling will open once an email with the link to the active election form is sent to the members of THE ASSOCIATION and will close at most seven (7) days later.

6.6.5. For each elected position, the ballot will include the names of all candidates as well as their primary faculty/institution affiliation, and their candidate statements.

6.7. Election Outcomes

6.7.1. The outcome of THE ASSOCIATION elections shall be decided as follows:

- a) If there is only one nominee for a position, that nominee shall be elected by acclamation.
- b) If there is more than one nominee for a position, the nominee who receives the greatest number of eligible votes shall be declared the winner.

- c) If a vote between multiple nominees for a single position ends in a tie, the winner shall be decided by a coin flip(s) administered by the CRO in the presence of the tied nominees.
- 6.7.2. The CRO shall be responsible for communicating the results of the election to the Executive and the Executive shall be responsible for communicating those results to the members and making suitable arrangements for the transfer of power.
- 6.7.3. Under exceptional circumstances, and with the consent of the CRO, the Executive may, by unanimous vote, extend election proceedings and/or delay the transfer of power to a new Executive for a period of time that shall not exceed 1 month.

Article 7: MEETINGS

7.1. Regular Executive Meetings

- 7.1.1. The Executive shall meet once per calendar month either online (using a secure livestreaming platform/application) or in-person.
- 7.1.2. These meetings shall be called by the President, with a minimum of 2 weeks' notice.
- 7.1.3. These meetings shall be chaired by the President, or under special circumstances, another member of the Executive appointed by the President.

7.2. Emergency Executive Meetings

- 7.2.1. When justified, emergency meetings of Executive may be called by the President with only 3 days' notice and shall be held either online via secure live-streaming or in-person.
- 7.2.2. Any member of the Executive may request an emergency meeting provided that the calling of the meeting is justified based on a need to make a decision on a time-sensitive matter that must be resolved in less than 2 weeks to avoid financial, or other 'significant', penalties to THE ASSOCIATION or its members.

7.3. Annual General Meeting

- 7.3.1. The PDAC Annual General Meeting (AGM) shall be held once a year with the date, time and location set by THE ASSOCIATION Executive and communicated to the members of THE ASSOCIATION with a minimum of 2 months' notice through THE ASSOCIATION email list(s) and via other means.
- 7.3.2. The AGM shall include presentations from Executive Officers reviewing:
 - a) activities and events of THE ASSOCIATION since the last AGM;
 - b) policy changes implemented since the last AGM;
 - c) the current financial situation of THE ASSOCIATION including its income, disbursements, assets, and liabilities, audited and signed by the person(s) who audited the accounts; and
 - d) nominations and procedures for any upcoming elections or referendums.

7.4. Special General Meeting

- 7.4.1. A Special General Meeting (SGM) of THE ASSOCIATION members shall be called as part of the proceedings of any referendum that does not coincide with an AGM and may also be called by a majority vote of the Executive should a meeting of the Membership be desired to discuss any important matter related to THE ASSOCIATION or its members.
- 7.4.2. All members will be notified of these meetings at least 10 working days prior to the scheduled meeting date.

7.5. Disruption of Proceedings

- 7.5.1. Any member who disrupts the proceedings of a meeting of THE ASSOCIATION may be expelled from the meeting by the chair or by a majority vote of the Executive members in attendance. Members shall be entitled to one warning prior to expulsion.
- 7.5.2. Dissenting opinions shall not constitute disruption, which shall only be defined as a failure to abide by the rules of the meeting and/or professional decorum (e.g., interrupting the chair, speaking over others, raising one’s voice or other displays of aggression, etc.).
- 7.5.3. Any member who is expelled from a meeting shall be automatically stripped of their meeting rights for a period of 6 months, as per Article 4.3.2(a).

Article 8: DECISION MAKING

8.1. General principles

- 8.1.1. Unless otherwise stated in these Bylaws, or an approved policy document made in accordance with these Bylaws, all decisions related to the governance and operation of THE ASSOCIATION shall be made by **majority vote** of the eligible voting members who cast votes either:
 - a) in person at a meeting of THE ASSOCIATION; or
 - b) online and by the deadline established for a given motion, election or referendum.
- 8.1.2. Any abstentions to in-person or online votes (regardless of purpose), shall be recorded but shall not count as a nay vote; except in the case where quorum is not met for a vote on a special resolution (e.g., amendments to these Bylaws) as per Article 8.2.3.

8.2. Quorum for meetings and decision making

- 8.2.1. Quorum for decision making shall be set according to the details provided in Table 2.
- 8.2.2. If quorum is not met then no decisions can be made regarding any motions put forward and the motion(s) in question must be withdrawn or tabled for future consideration, and the meeting may be cancelled at the sole discretion of the chair.
- 8.2.3. ***Quorum and decision making for special resolutions:** If quorum for deciding the outcome of a special resolution (Article 8.4) via referendum is not met, the outcome of the referendum shall remain valid and binding only if the resolution still passes once all of the missing votes up to quorum are counted as nays. For example, if quorum is 50 voting members, but only 20 members vote, the 30 missing votes would all be counted as nays, so the special resolution could not pass even if all the members who voted were in favour. In other words, 50% of quorum +1 votes in favour shall always be required to pass a special resolution.

TABLE 2: QUORUM FOR MEETINGS AND ONLINE VOTES

Type of Meeting or Vote	Quorum for approval/rejection of a motion
Regular Executive Meeting	50%+1 of the current Executive Officers of PDAC
Emergency Executive Meeting	40%+1 of the current Executive Officers of PDAC
Online Executive Vote	50%+1 of the current Executive Officers of PDAC
Elections	Not applicable
General Meetings	Not applicable
Referendum	10% of the current members of PDAC*

8.3. Executive Decisions

- 8.3.1. All Executive Officers have the right to cast one (1) vote on any motion or decision being considered by the PDAC Executive, with the exception of the President, who shall not have a vote on any regular motion moved in an Executive meeting or online, except in the case of a tie or when his/her vote is required to meet quorum.
- 8.3.2. For online motions, the President shall cast his/her vote only after the voting deadline has passed and immediately upon learning that his/her vote is needed to reach quorum or break a tie
- 8.3.3. **Online Executive Vote:** If there are grounds to justify expediting the vote on a motion rather than waiting until the next Regular Executive Meeting, the President may call an online Executive vote to decide any motion. These votes shall be conducted via email and/or using an online voting application. Motions decided in this manner should be non-contentious and expected to require little or no debate to pass (e.g., appointments to the Executive). More contentious motions should be decided by an Emergency Executive Meeting if possible.

8.4. Special Resolutions

- 8.4.1. Certain motion(s) or decision(s) (e.g., amendments to these Bylaws) shall require a vote by the entire membership and shall be called *special resolutions*.
- 8.4.2. A special resolution may be required by these Bylaws, adopted by the Executive, or put forward by any member(s) provided that a petition supporting a motion from the members is accompanied by a petition signed by at least 10% of the current members of PDAC.
- 8.4.3. Special resolutions can only be decided by a vote of the members via referendum.

8.5. General Meetings

To ensure maximum member engagement in decision making, all decisions made by the PDAC Membership shall be made via online voting in elections or referendums and General Meetings shall not include votes on any issue that is binding to the entire membership.

8.6. Referendums

8.6.1. General Guidelines

- 8.6.1.1 A referendum is initiated by a majority vote of the Executive in response to one or more special resolutions.
- 8.6.1.2 Immediately following the decision to hold a referendum the Executive shall appoint a Referendum Officer (RO), unless the referendum coincides with an election, in which case the CRO for the election shall act as the RO for the referendum.
- 8.6.1.3 All Referendum Questions must be in the form of a yes or no question, where “Yes” shall indicate the desire to change the status quo and “No” shall indicate the desire to retain the status quo.

8.6.2. Referendum Officer

- 8.6.2.1 The RO should be a neutral party with respect to the referendum questions, so preference shall be given to outgoing or former Executive members (particularly those close to the end of their postdoctoral position) or individuals who are not members of PDAC.
- 8.6.2.2 In consultation with (and with assistance from) the Executive, the RO is responsible for overseeing all processes and procedures related to the referendum.

8.6.2.3 With respect to referendum-related matters, the RO has final say over any and all matters not explicitly governed by these Bylaws or other approved referendum related ***Policies & Procedures***.

8.6.2.4 In consultation with the Executive, and within 14 days of his/her appointment, the RO shall:

- a) establish dates for the campaign and voting periods;
- b) determine whether a SGM shall be called to discuss and debate the referendum question(s) and if so, establish the date and time for that meeting; and
- c) finalize the background information and the specific questions that shall be included in the referendum.

8.6.3. Referendum Announcement

8.6.3.1 An announcement must be made to the members via email by 14 days after the Executive votes to initiate a referendum.

8.6.3.2 The announcement must include:

- a) the background information and referendum questions;
- b) instructions (including a deadline) to establish a supporting committee to campaign during the referendum; and c) the proposed voting period.

8.6.4. Referendum Campaign Procedures

8.6.4.1 Members in good standing who represent a particular side of the debate around referendum topic(s) shall be encouraged to organize a supporting committee that will be allowed to campaign for e.g., Yes Campaign) or against (e.g., No Campaign) one or more referendum question.

8.6.4.2 Supporting committees shall be given instructions by the RO and provided specific opportunities to communicate with the entire membership during the campaign period, via email, online platforms, and/or a SGM (if called).

8.6.4.3 Campaign Rules:

- a) Supporting committees shall be forbidden to spend money on their campaign.
- b) Members of supporting committees shall conduct themselves in a professional and courteous manner at all times and avoid personal attacks against their opponents.
- c) The Executive and the RO shall be obliged to correct any misleading statements made by candidates, particularly during the campaign period.
- d) Additional campaign rules shall be developed by the RO in consultation with the Executive and at a minimum, should establish when and how candidates shall be allowed to interact with the Membership.
- e) Supporting committees must follow any and all campaign rules established by the RO and failure to do so will result in immediate loss of access to the Membership for the remainder of the campaign period.

8.6.5. Referendum Voting

8.6.5.1 The RO will establish the dates for the opening and closing of voting with the following caveats:

- a) There shall be no fewer than 30 days and no more than 60 days between the announcement of a referendum and the opening of voting.

- b) Voting shall open immediately following the campaign period and shall continue for at least two (2) and at most seven (7) days.

8.6.5.2 Voting shall occur by online ballot using a secure online polling application that only allows eligible members to cast a single vote on each referendum question.

8.6.6. Referendum Results

8.6.6.1 After voting closes, the RO examine the results in the presence of at least one member of Executive. Supporting committees may select a single scrutineer to be present at this time.

8.6.6.2 The results of any referendum shall be made public and shared with members via the PDAC email list immediately after the results have been confirmed.

8.6.6.3 The RO shall submit a brief written report to the Executive within 7 days after the close of voting, which includes:

- a) the tally of votes;
- b) the number of abstentions;
- c) any irregularities that may have taken place during campaigning or voting; and
- d) a closing statement wherein the RO comments on whether they believe the results of the election to be valid or invalid.

8.6.7. Enactment

Any actions required by the outcome of a referendum shall be enacted by the Executive within 30 days of the close of voting.

Article 9: MANAGEMENT

9.1. The Annual Budget

9.1.1. The Executive shall propose an annual budget each year, based in part on:

- a) the previous year's budget;
- b) established contracts and agreements that remain in force;
- c) recommendations made by the preceding/outgoing Executive; and
- d) input from members.

9.1.2. A proposed annual budget is by definition a special resolution and must be approved by the Membership via referendum before it can be adopted by the Executive.

9.1.3. Until a new budget is approved by the Membership, the most recently approved budget shall remain in effect.

9.2. Legal and Financial Authority

9.2.1. By default, the President and the VP Finance shall serve as signatories and share legal and financial authority on behalf of PDAC and the PDAC Executive.

9.2.2. The PDAC Executive may select another officer or paid staff member of THE ASSOCIATION to act as an additional or replacement signatory at any time by delegating particular legal/financial responsibilities to that person for a specified period of time.

9.2.3. Only the President, the VP Finance, and/or a delegate empowered by the PDAC Executive shall have the authority to:

- a) enter into legally-binding agreements on behalf of THE ASSOCIATION and its members;
- b) open, manage, or close any financial accounts related to THE ASSOCIATION;
- c) sign cheques or perform fund transfers on from THE ASSOCIATION's financial account(s);
- d) acquire, manage, and dispose of property on behalf of THE ASSOCIATION;

9.2.4. All legal or financial transactions shall be made in accordance with established agreements and the most recent annual budget approved by the Membership.

9.2.5. The Executive has sole authority to reallocate funds in the budget as needed, provided that reallocation does not exceed 10% of the total estimated annual budget for the current year. The reallocations of funds >10% of the annual budget shall require the approval of the Membership via referendum.

9.2.6. Once approved by the Executive, all financial transactions and agreements shall be conducted as follows:

- a) Transactions / agreements valued at 1% or less of PDAC's estimated annual budget may be conducted or entered into by a single signatory from the PDAC Executive.
- b) Transactions / agreements valued at >1% of PDAC's estimated annual budget for the current year shall require at least two signatories from the PDAC Executive.

9.3. Acquisition, management, and disposition of property

9.3.1. Any and all physical property owned by THE ASSOCIATION shall be acquired, managed, and disposed of in accordance with Article 9.2.

9.3.2. Any and all physical property shall remain the sole property of THE ASSOCIATION and the use or access to said property shall be governed by regulations set by the PDAC Executive.

9.4. Borrowing powers

9.4.1. The PDAC Executive may from time to time borrow money upon the credit of THE ASSOCIATION by obtaining loans or advances from an accredited financial institution.

9.4.2. Borrowed money must be repaid in full during the same budget year unless a long-term loan is approved by the Membership.

9.4.3. The limits described in Article 9.2.5 do not apply, provided the funds are borrowed to temporarily cover expenses included in the approved annual budget.

9.5. Preparation, custody, and access to official documents, books and records of THE ASSOCIATION

9.5.1. Preparation and Storage of official documents

9.5.1.1 The VP Operations shall be responsible for ensuring that up-to-date electronic copies of all governing documents and minutes from Executive and General Meetings are prepared, securely stored, and made available to members via the internet generally within 2 weeks following approval by the Executive or the Membership.

9.5.1.2 The VP Finance shall be responsible for ensuring that electronic copies of all financial records are maintained, securely stored, and available to members upon request (see Article 9.5.3.6).

9.5.2. Meeting Minutes

9.5.2.1 At a minimum all minutes from THE ASSOCIATION meetings will include:

- a) The time, date, and location of the meeting.
- b) The names of all members in attendance.

- c) A record of all decisions made, and motions passed and the major points of discussion in reaching those decisions; discussions during *in-camera* (private) portions of Executive meetings (held to discuss sensitive or personal matters pertaining to individual members) are the exception to this rule, as these discussions are never recorded.

9.5.2.2 The minutes from all Executive and General Meetings must be approved by the Executive before entering the official record of THE ASSOCIATION and being available for dissemination or sharing with members.

9.5.3. Financial records and books

9.5.3.1 The VP Finance shall prepare all financial books and records, with assistance from other members of the Executive or outside contractors as deemed necessary by the Executive.

9.5.3.2 Financial documents, books, and records of THE ASSOCIATION shall be treated as confidential and stored in a secure electronic and/or physical location unless their express release and/or dissemination is approved by the Executive or required by law.

9.5.3.3 Any financial statements or records that are prepared by the VP Finance for sharing with the general members (e.g., the annual statement prepared for the AGM) must be approved by the Executive prior to dissemination to the members.

9.5.3.4 Financial records that have been openly disseminated to members previously remain available to any current member upon request.

9.5.3.5 Only the President and VP Finance have unfettered access to all of the financial records of THE ASSOCIATION at any time. Other elected officials and/or qualified personnel from external agencies may be provided access to any or all of THE ASSOCIATION's financial documents for a period of time as deemed necessary by the Executive (e.g., for the purposes of audit).

9.5.3.6 The financial records of THE ASSOCIATION may be examined by any Member after due notice has been given to the VP Finance or a designated officer who shall establish a suitable time and place for the inspection of records and the conditions of inspection. The inspection shall take place on THE UNIVERSITY campus in the presence of an officer of THE ASSOCIATION, and any account details or information related to an individual member of THE ASSOCIATION shall be redacted to ensure the privacy of members and the security of THE ASSOCIATION.

9.5.4. Records containing the personal information of THE ASSOCIATION members

9.5.4.1 Any and all THE ASSOCIATION records that contain the personal information of members are hereby deemed strictly confidential and private and shall only be accessed by officers of the Executive for the purposes of performing their duties as an elected official of THE ASSOCIATION.

9.5.4.2 Under no circumstances will such records or information ever be sold, shared, or disseminated either publicly or privately to any organization, group, or individual external to THE ASSOCIATION Executive, with the following exception:

- a) The Executive may on occasion hire qualified external contractors to perform tasks or duties that require access to records containing the personal information of members, in which case said contractors must be bound by a confidentiality agreement that assures the privacy of THE ASSOCIATION members.

9.5.4.3 These regulations include, but are not limited to, all membership lists and survey data; the latter of which may only be analyzed and reported as summarized data that does not reveal personal member information.

9.6. Audit of Accounts

9.6.1. The financial accounts of THE ASSOCIATION will be formally examined and verified (audited) on an annual basis at the end of each fiscal year.

9.6.2. That audited financial report shall be presented to members at the AGM each year.

9.6.3. The Executive shall choose between the following options each year to decide how the annual audit will be completed:

- a) Appoint two Executive Officers to audit THE ASSOCIATION financial accounts; or
- b) Hire a professional accountant to audit THE ASSOCIATION financial accounts.

9.7. Indemnities

9.7.1. No member of THE ASSOCIATION is, in the member's individual capacity, liable for a debt or liability of THE ASSOCIATION.

9.7.2. No Executive Officer, employee, or volunteer working for THE ASSOCIATION in any capacity can be held liable for any debt or liability of THE ASSOCIATION.

9.7.3. These Bylaws provide no protection to members, Executive Officers, employees, or volunteers who commit acts of fraud, dishonesty, and/or bad faith.

Article 10: AMENDMENT OF THE BYLAWS

10.1. These Bylaws may only be amended by a vote of the Membership via Referendum or General Meeting.

10.2. A motion to amend the Bylaws of THE ASSOCIATION may be submitted to the Executive by any member of THE ASSOCIATION at any time. If passed by a majority vote of the Executive at the next Executive Meeting, the motion becomes a special resolution that must be decided by a majority vote of the Membership at a general meeting or via referendum.

10.3. If a petition to amend the Bylaws signed by at least 10% of the voting members of THE ASSOCIATION is delivered to the Executive, it is automatically approved and becomes a special resolution that must be decided by a majority vote of the Membership via referendum.

10.4. The Executive shall have sole authority to determine the timing of a referendum vote to amend the Bylaws, notwithstanding the following restrictions:

- a) members must be informed of the proposed changes at least 14 days prior to the vote; and
- b) the vote must be held within 60 days after the proposal is approved.

Article 11: DISSOLUTION OF THE ASSOCIATION

11.1. THE ASSOCIATION can only be dissolved by a 2/3 majority vote of all members via referendum or general meeting.

- 11.2. THE ASSOCIATION does not pay any dividends or distribute its property among its members under any circumstances including dissolution.
- 11.3. If THE ASSOCIATION is dissolved and replaced by another organization tasked with representing and/or bargaining for postdocs at THE UNIVERSITY, any funds or assets remaining after all of the debts of THE ASSOCIATION are paid shall be passed on to that organization.
- 11.4. If THE ASSOCIATION is dissolved and not replaced by another organization tasked with representing and/or bargaining for postdocs at THE UNIVERSITY, any funds or assets remaining after all of the debts of THE ASSOCIATION are paid shall be passed on to one or more of the following organizations, at the sole discretion of the final PDAC Executive:
 - a) Redistributed equally between current and past members of the ASSOCIATION;
 - b) Passed on to a charity organization, as decided by a vote of the membership.