



# BYLAWS

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Created: September 11, 2018  
1<sup>st</sup> Ratified: September 26, 2018

Last updated: December 13, 2018  
Last ratified: December 13, 2018

Revised September 07, 2021

## 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. - governing practices of PDAC
- “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 or employer or Board of Governors.
- “*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 who holds a PostDoctoral Appointment at the University of Calgary
- “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.
- “VP” refers to Vice President.
- “AGM” refers to the PDAC Annual General Meeting
- “SGM” refers to a PDAC Special General Meeting
- “CRO” refers to Chief Returning Officer – a person appointed to oversee an election
- “RO” refers to Referendum Officer – a person appointed to oversee a referendum
- “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.
- Employee refers to a non-voting member who is a direct employee of the PDAC Association. An employee can be an office manager, Executive Director, or a Labour Relations Officer
- “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

### 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 always adhered to.
  - 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 THE ASSOCIATION, 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: Purposes**

3.1. PDAC is an association for postdoctoral fellows continued as a corporation under the Province of Alberta Post-Secondary Learning Act. In addition, PDAC is a trade union as established under the Labour Relations Code.

### 3.1. Purposes

- a) To do everything as required of THE ASSOCIATION under the Post-Secondary Learning Act.
- b) To undertake all powers, authority, and responsibilities of a trade union for postdoctoral fellows under the Labour Relations Code.
- c) To represent the collective interests of its membership within the governance structures of THE UNIVERSITY of Calgary.

- d) To promote and protect academic freedom in teaching, research, and academic governance within THE UNIVERSITY.
- e) To foster a postdoc community among the members of THE ASSOCIATION.
- f) To represent the collective interests of academic staff and raise awareness of issues of concern to academic staff in the broader community.
- g) To collaborate with other bodies whose interests may be similar, with provincial, national, and international associations of university academic and professional staff.
- h) To create or identify and share information and resources of relevance and/or utility to the postdoctoral community of THE UNIVERSITY.
- i) To support national and provincial advocacy efforts that focus on improving policies pertinent to postdocs, as per the vision and mission of THE ASSOCIATION, 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 THE ASSOCIATION regardless of the source(s) of funding for an individual's salary and/or stipend. Membership in THE ASSOCIATION begins on the first day of an individual's appointment / position at THE UNIVERSITY.

4.1.2. 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.

### **4.2. Membership Fees**

4.2.1 Membership dues may be changed from time to time on a resolution presented by the Executive to the membership. Any changes must be approved by a majority vote (referendum) of the entire membership.

4.2.2 Members shall pay the dues of THE ASSOCIATION by means of deductions from salary, which payments shall begin with the commencement of employment and continue automatically.

### **4.3. Members have the following Rights:**

4.3.1 To attend any General Meetings of THE ASSOCIATION and to vote on motions and resolutions presented to General Meetings.

4.3.2 To propose or second motions or resolutions presented to General Meetings of THE ASSOCIATION.

4.3.3 To nominate for election to the Executive, pending eligibility criteria.

4.3.4 To hold elected or appointed office on the Executive.

4.3.5 To receive the regular communications of THE ASSOCIATION.

4.3.6 To vote on the ratification of any Collective Agreement concluded between THE ASSOCIATION and the Board of Governors of THE UNIVERSITY and any amendments and schedules thereto. Where a negotiated agreement is applicable only to a specific class or set of members of THE ASSOCIATION, the Board of Directors shall determine who shall be eligible to vote on its ratification.

4.3.7 To vote on any job action in accordance with the Labour Relations Code.

4.3.8 To receive such benefits and discounts as may be arranged by THE ASSOCIATION on behalf of members.

4.3.9 To enjoy such other rights as may be conferred by these by-laws or by amendments to the by-laws properly enacted.

4.3.10 To inspect copies of any PDAC governing documents, meeting minutes, annual financial statements, or other books/records of THE ASSOCIATION once per fiscal year.

4.3.11 To propose an amendment to these Bylaws, in accordance with the guidelines for amendments.

#### **4.4. Membership Status while on Leave**

4.4.1 A member shall retain all rights and privileges while on paid leave, as negotiated by THE ASSOCIATION and the University in the Collective Agreement. Paid leave shall be deemed to include, but is not limited to sick time, long-term disability, compassionate leave, and parental leaves.

4.4.2 While on unpaid leave, as provided for in the Collective Agreement, a member will be deemed to have waived rights of membership.

#### **4.5. Obligations of Members**

4.5.1 To pay any membership fees levied by THE ASSOCIATION

4.5.2 To respect the authority of the Executive as established by these Bylaws and other governing documents approved in accordance with these Bylaws; and

4.5.3 To observe these Bylaws and any policies established in accordance with these Bylaws.

#### **4.6. Waiver of the Rights of Membership**

4.6.1. 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.

4.6.2. As per Section 29(2) of the LRC, the dues of a member who signs a declaration under 4.6.1 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.

4.6.3 In the event that a declaration is not reconfirmed, as specified in Section 4.6.1, the member shall be deemed to be an active member.

4.6.4 A member who wishes to revoke a declaration made under 4.6.1 may do so by signing a further written declaration to that effect and by returning it to the offices of THE ASSOCIATION.

4.6.5 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 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 The Executive shall be composed of 7 elected officials, also known as "Executive Officers,". All are voting Members of the Executive. All are elected for a one – year term. The elected positions on the Executive shall include the following:

- a) President
  - i. Is the Chief Executive Officer and shall act as chair of the PDAC Executive Officer
  - ii. Shall preside over all ASSOCIATION meetings, and be responsible for the approval of Executive Meeting agendas and minutes.
  - iii. Is the spokesperson for THE ASSOCIATION and is responsible for official correspondence.
  - iv. Is responsible for the interpretation and application of the by-laws.
  - v. Shall supervise employees of the Association including but not limited to the Labour Relations Officer and the Office Manager.
  - vi. Is empowered to countersign approved cheques, financial transactions, and documents.
  - vii. Presents an annual report to the Annual General Meeting on behalf of the Executive.
  - viii. Is responsible for making available, with reasonable expediency, copies of Executive Officers, Annual General Meeting and General Meeting minutes to all Members of THE ASSOCIATION upon request.
- b) Vice President Internal
  - i. Is the spokesperson for THE UNIVERSITY.

- ii. Is in charge of maintaining good relationship with THE UNIVERSITY: Provost, VPs, Postdoc Office.
  - iii. Has a seat at the Joint Committee.
  - iv. Helps organizing, assists and reports on meeting with THE UNIVERSITY.
  - v. Ensures that the Association is included in discussions, round tables and committees organized by THE UNIVERSITY.
- c) Vice President External
- i. Is the spokesperson for THE ASSOCIATION's partners outside of the University.
  - ii. Ensures that THE ASSOCIATION is forwarding opportunities for which Members might be eligible.
  - iii. Is in charge of finding and building new partnerships that could beneficate the Members.
- d) Vice President Communications
- i. Cultivates bi-directional communication between the Executive and members, both in person and through multiple virtual platforms including email, website and social media.
  - ii. Communicates with Members to gain an understanding of their activities.
  - iii. Works with Executive Officers to promote upcoming events and PD opportunities.
  - iv. Seeks out newsletter content and contributors.
  - v. With the Executive Officers to source swag, giveaways, and donations for Member events.
  - vi. With the Executive Officers, promotes the Annual General Meeting, the General Meeting, and the Year End Social.
- e) Vice President Operations
- i. Acts as the Executive Director in their absence.
  - ii. Shall carry out the President's duties in their absence or assume the office, if it becomes vacant, until a by-election can be held.
  - iii. Oversees documents and assures continuity between the Executive Officers
  - iv. Is in charge of the organization of meetings in the absence of the Office Manager
  - v. Is in charge of the research and the implementation of best practices and procedures.
- f) Vice President Finance
- i. Compiles budgets provided by the Executive Committee and presents a preliminary budget to the Executive for approval.
  - ii. Reviews, with the Office Manager, financial transactions for completeness and prepares financial reports prior to the annual third-party audit.
  - iii. Presents results of the third-party audit and financial reports to the Executive prior to the Annual General Meeting.
  - iv. Creates an annual report with the Office Manager and presents findings to THE ASSOCIATION Membership at the Annual General Meeting.
  - v. Presents for ratification of the proposed budget at the Annual General Meeting.

- vi. Provides information to the Membership regarding current financial standing if requested.
- vii. Is empowered to countersign approved cheques, financial transactions, and documents.
- g) Vice President Community Engagement.
  - i. Is in charge of the organization of THE ASSOCIATION monthly engagement and social activities, online or in-person.
  - ii. Acts as primary contact for guests in THE ASSOCIATION events.
  - iii. Provides insights for THE ASSOCIATION to propose and hold various types of events: social, engagement at THE UNIVERSITY, professional development, community building.

#### 5.2.2 Members at large

- iv. Are Members of THE ASSOCIATION.
- v. Can attend Executive meetings.
- vi. Have the non-voting power to attend THE ASSOCIATION Executive meetings.
- vii. As the power to represent THE ASSOCIATION and the Members in THE UNIVERSITY Committees.
- viii. Report to THE ASSOCIATION Executive Officers.
- ix. Are nominated by the Executive Officers.

5.2.3. The Executive is empowered as the sole governing body of THE ASSOCIATION, with exclusive authority to manage the business, operations, and affairs of THE ASSOCIATION and shall be ultimately responsible for ensuring the continuity of THE ASSOCIATION, managing employees, acting in the best interest of the members of THE ASSOCIATION, and pursuing the mandate, vision, and mission of THE ASSOCIATION.

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

- a) Authority to bargain collectively with THE UNIVERSITY on behalf of members.
- b) Authority to speak on behalf of THE ASSOCIATION and its members as a group.
- c) Authority to hire, manage, discipline and termination employees.
- d) Authority to manage all funds, finances, assets, and/or properties of THE ASSOCIATION.
- e) 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) Authority to create policies and manage and direct the activities of THE ASSOCIATION in relation to strikes, lockouts, or other job action. In particular, the Executive shall have the authority to establish, maintain, and approve expenditures related to THE ASSOCIATION's Defense Fund.
- g) Authority to establish policies and make any decisions consistent with being a member of the Defense Fund. Such policies and decisions shall include, but not be limited to, appointing Trustees, receiving funds, and deciding on the allocation of funds received.



- h) **Residual discretionary power:** The Executive shall possess residual discretionary power over matters not explicitly governed by the regulations set out in these Bylaws.

5.2.5 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 THE ASSOCIATION.
- c) Protection of THE ASSOCIATION and its members with respect to privacy/confidentiality and liability.
- d) Management of all THE ASSOCIATION accounts, investments, assets, or properties, and the keeping of all official records of accounts, as well as records of PDAC meetings, elections, and referendums.
- e) Negotiation and approval of all contracts and agreements entered into by THE ASSOCIATION.
- f) Any and all external representation of THE ASSOCIATION and its members as a group (e.g., interactions with media, government, or other agencies).
- g) Organization and execution of all THE ASSOCIATION meetings, elections, and referendums.
- h) Appointment of representatives from THE ASSOCIATION to seats on the councils and committees that govern THE UNIVERSITY as requested, required, or negotiated.

### 5.3. Regular Executive Meetings

5.3.1. The Executive shall meet once per calendar month either online (using a secure livestreaming platform/application) or in-person.

5.3.2. These Executive meetings shall be called by the President, with a minimum of 1 week' notice.

5.3.3. These meetings shall be chaired by the President, or under special circumstances, another member of the Executive appointed by the President.

### 5.4. Emergency Executive Meetings and decisions

5.4.1 When justified, emergency meetings of the Executive may be called by the President or any member of the Executive with only 3 days' notice and shall be held either online via secure live-streaming or in-person. If there is a need to make a decision on a time-sensitive matter, the vote can be held online.

### 5.5. Executive decisions

5.5.1 All Executive Officers have the right to cast one (1) vote on any motion or decision being considered by the PDAC Executive. 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.

## **5.6. Meeting Minutes**

5.6.1 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.

5.6.2 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.

5.6.3 Executive Officers shall have the right to move motions for consideration by the Executive at any time and without support from any other member.

## **5.7. Terms of Office**

5.7.1 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.

5.7.2 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.

5.7.3 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.

5.7.4 Executive Officers are expected to train the next Executive team at the end of their term.

5.7.5 An Executive Officer shall notify the Executive if they will be away from their email/out of reach for more than five (5) business days, to ensure the continuity of THE ASSOCIATION business.

## **5.8. Removal of an Executive Officer**

5.8.1 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.

5.8.2 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 three (3) months.
- b) Done or failed to do anything judged to be harmful to THE ASSOCIATION.
- c) Been found guilty of acts deemed unbecoming of an officer of the Executive (e.g., illegal acts, abuse of power, etc.).

5.8.3 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.

### **5.9. Succession and Continuity of the Executive**

5.9.1 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.

5.9.2 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.

5.9.3 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

### **5.10. Remuneration of Executive Officers**

5.10.1 The Executive Officers will be remunerated for the time and effort they contribute to PDAC, and the value of that remuneration will be set in the Annual Budget and must be approved by a majority vote of the members via general meeting or referendum.

### **5.11. Leaves**

5.11.1 If an Executive officer takes a leave from his postdoctoral position at THE UNIVERSITY, the Executive officer shall choose between taking a leave from his duties in THE ASSOCIATION or continuing to fulfill his duties. Executive Officers shall submit an electronic or paper letter to the President at least one month before the beginning of the leave if possible.

5.11.2 Depending on the duration of the leave, the Executive shall decide at an Executive meeting if the Executive on leave has to be replaced for the duration of the leave.

5.11.3 An Executive officer should notify the President and/or the Executive director for any leave or vacation longer than ten (10) working days.

5.11.4 An Executive Officer that will be away from THE ASSOCIATION business for more than 10 (10) business days shall implement an automatic email reply to their address as well as an automatic transfer to another Executive.

## **Article 6: EXECUTIVE ELECTIONS**

The procedures respecting the election of the first executive of THE ASSOCIATION 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 THE ASSOCIATION 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 Officer

- 6.2.1. The CRO should be a neutral party with respect to the election, so preference shall be given to former Executive members or individuals who are not members of THE ASSOCIATION.
- 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. The CRO is responsible for overseeing all processes and procedures related to the election.
- 6.2.4. 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).
  - 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 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 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.
- 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 THE ASSOCIATION 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. Annual General Meeting

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. 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.
- d) nominations and procedures for any upcoming elections or referendums.

### 7.2. Special General Meeting

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. All members will be notified of these meetings at least 10 working days prior to the scheduled meeting date.

### 7.3. Disruption of Proceedings

7.3.1. 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.

7.3.2. 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.).

7.3.3. 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: Authority of the Membership: Ballots and General Meetings

### 8.1. General principles

8.1.1. 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.
- 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).

### 8.2 General Meetings

8.2.1 To ensure maximum member engagement in decision making, all decisions made by the 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.

### 8.3 Ballots

8.3.1 A ballot will be used to conduct votes on:

- a) Elections.
- b) Changes to membership dues.
- c) Ratification of Collective Agreements concluded between THE ASSOCIATION and the Board of Governors of THE UNIVERSITY and any amendments and schedules thereto.
- d) Ratification of Collective Agreements proposed by a mediator under the provisions of the Labour Relations Code.
- e) Any decision to take strike action under the provisions of the Labour Relations Code.
- f) Resolutions to enact, amend or repeal the by-laws of THE ASSOCIATION.
- g) Items which are referred to a ballot by a motion of the Executive.
- h) A motion supported by a petition from the members signed by at least 10% of the current members of THE ASSOCIATION.

8.3.2 All questions submitted to the members by means of a ballot shall be decided by a simple majority of those members voting.

### 8.4. Quorum

8.4.1 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 THE ASSOCIATION
Emergency Executive Meeting	40%+1 of the current Executive Officers of THE ASSOCIATION
Online Executive Vote	50%+1 of the current Executive Officers of THE ASSOCIATION
Elections	Not applicable
General Meetings	Not applicable

Referendum	10% of the current members of THE ASSOCIATION*
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8.4.2 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.

8.4.3 If quorum 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.

## 8.5. Referendums

8.5.1. A referendum is initiated by a majority vote of the Executive in response to one or more special resolutions. 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. 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.

8.5.2. The Referendum Officer (RO) should be a neutral party with respect to the referendum questions.

8.5.3 In consultation with (and with assistance from) the Executive, the RO is responsible for overseeing all processes and procedures related to the referendum.

8.5.4 With respect to referendum-related matters, the RO has final say over any and all matters not explicitly governed by these Bylaws.

8.5.5 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.
- c) finalize the background information and the specific questions that shall be included in the referendum.

8.5.6 An announcement must be made to the members via email by 14 days after the Executive votes to initiate a referendum. 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.
- c) the proposed voting period.

8.5.7 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 questions. The campaign rules are:



- 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.

8.5.8 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).

8.5.9. 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.

8.5.10 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.

8.5.11 After voting closes, the RO examines the results in the presence of at least one member of the Executive. Supporting committees may select a single scrutineer to be present at this time. 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. 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.
- d) a closing statement wherein the RO comments on whether they believe the results of the election to be valid or invalid.

8.5.12 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;

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 THE ASSOCIATION.

9.2.2. The 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 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 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 estimated annual budget may be conducted or entered into by a single signatory from the Executive.
- b) Transactions / agreements valued at >1% of estimated annual budget for the current year shall require at least two signatories from the 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 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 available to members upon request by email 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.

### **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 audited by a third party on an annual basis.

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

#### **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 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.