

# University of Guelph Professional Staff Association Constitution and Bylaws

## ARTICLE I: NAME

The name of the association shall be the **UNIVERSITY OF GUELPH PROFESSIONAL STAFF ASSOCIATION**, hereafter referred to as the **PSA**.

## ARTICLE II: PURPOSE

The purpose of the **PSA** is to promote the professional interests of its Members and to provide an effective means of communication between its Members and other members of the University community and the University Administration in a manner that best represents the Members and which will strive to achieve the Members' goals and interests.

## ARTICLE III: MEMBERSHIP

1. To be eligible for membership in the **PSA**, an individual must be a current employee of the University and hold a position within the Professional and Managerial group, however this does not include the University of Guelph's President or Vice Presidents (including Associate and Assistant Vice-Presidents).
2. The method for eligible individuals to become a Member shall be regulated by the By-Laws.

## ARTICLE IV: THE EXECUTIVE COMMITTEE

### 1. Executive Powers

The Executive Committee (henceforth referred to as the Executive) shall be responsible for executing the policies and day-to-day business of the **PSA** subject to the provisions of the **PSA** Constitution, By-Laws, and Procedures and any directions approved by the Members at a General Meeting. The Executive may appoint Members to represent the **PSA** on other bodies as appropriate.

### 2. Composition

- a. The voting Executive Members shall consist of four (4) Officers (Chair, Vice Chair, Secretary, Treasurer), and eight (8) Members-At-Large. The Officers and Members-At-Large shall serve for a two (2) year term.
- b. The non-voting Executive Members shall be the immediate Past-Chair and the Office Assistant.
- c. All Executive Members are eligible for re-election or re-appointment. The existing Chair may only be re-elected once, restricting their role to two consecutive terms. The Past-Chair may be re-elected without restriction.
- d. No person may simultaneously occupy two positions on the Executive.

### 3. Remuneration

The remuneration for the Chair, Vice-Chair, Secretary, and Treasurer shall be regulated by

the By-Laws.

#### **4. Termination**

In the event that a voting Executive Member ceases to be a Member in good standing, they shall also cease to be an Executive Member.

The Members may, by a two-thirds majority vote at a General Meeting, remove any Officer and/or Member-At-Large for a justified cause before the end of their term of office, provided specific notice of motion has been given. They may elect any Member in their stead for the remainder of the vacated term by simple majority vote at the same General Meeting.

### **ARTICLE V: MEETINGS OF THE MEMBERSHIP**

- 1.** The Annual General Meeting shall be held each year within the sixty (60) day period after the fiscal year-end.
- 2.** The Chair shall call other General Meetings as directed by Members at the Annual General Meeting, or as directed by the Executive, or at the written request to the Chair by twenty (20) Members, the request to be accompanied by the proposed Agenda and the meeting to be called within twenty-one (21) days of said request.
- 3.** The Negotiating Committee may call General Meetings at its discretion (e.g. a General Meeting to ratify a proposed agreement between the PSA and the University).
- 4.** Notice of an Annual or General Meeting shall include the Agenda and relevant Committee Reports which must be made available to the Members not less than fourteen (14) days prior to the date of the meeting. Notwithstanding the above, notice of a General Meeting called by the Negotiating Committee must be made available to the Members not less than two (2) days prior to the meeting, and need not include an Agenda or Reports.
- 5.** A quorum for Annual and General Meetings shall be 10% of membership at the time of the previous Annual Meeting or fifty (50) Members, whichever is less. Failing a quorum, the Chair shall adjourn the meeting for not more than fourteen (14) days.
- 6.** Each Member in good standing shall be entitled to speak and vote at Annual and General Meetings. Voting shall be by show of hands, unless a secret ballot is requested by 10 or more Members.
- 7.** There shall be no voting by proxy at either Annual or General Meetings of the **PSA**.
- 8.** Electronic voting at Annual or General Meetings is permitted, at the discretion of the Chair and pursuant to regulations in the By-Laws.
- 9.** In the event of a paper ballot, up to four (4) Members may be designated as scrutineers. All ballots shall be retained for at least seven (7) days after the Meeting.
- 10.** "Robert's Rules of Order Newly Revised" shall govern the conduct of all Meetings.

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**ARTICLE VI: COMMITTEES**

1. The Standing and *ad hoc* Committees of the PSA shall be the following:
  - a. The Executive Committee
  - b. Remuneration Review Committee
  - c. Finance Review Committee
  - d. Elections Committee
  - e. Negotiating Committee (*ad hoc*)
2. The duties, powers, and composition of each Standing and *ad hoc* Committee shall be as regulated in the Constitution and/or By-Laws.
3. The Working Committees of the PSA shall be listed in the Procedures and shall report to the Executive.
4. All Committees, except the Negotiating Committee, shall provide written reports for consideration at the Annual General Meeting. Such reports must be submitted to the Secretary at least twenty-one (21) days prior to the date of the meeting to enable distribution to the Members.

**ARTICLE VII: AMENDMENTS**

1. The Constitution may be amended only at a properly constituted Annual or General Meeting, by a two-thirds majority vote. Such amendment duly signed by the mover and seconder must be submitted to the Secretary in writing, at least forty-two (42) days prior to the Meeting. The Executive shall circulate the proposed amendment to the Members at least twenty-eight (28) days prior to the Meeting.
2. The By-Laws may be amended only at a properly constituted Annual or General Meeting, by a simple majority vote. The amendment duly signed by the mover and seconder must have been submitted to the Secretary in writing, at least forty-two (42) days prior to the Meeting. The Executive shall circulate the proposed amendment to the Members at least twenty-eight (28) days prior to the Meeting.
3. The Procedures may be amended by a two-thirds majority vote at any properly constituted meeting of the Executive.

**ARTICLE VIII: DISSOLUTION OF THE PROFESSIONAL STAFF ASSOCIATION**

If, for any reason, the PSA finds it necessary to terminate its affairs, it shall determine the disposition of its assets and files at the final Annual or General Meeting.

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**UNIVERSITY OF GUELPH PROFESSIONAL STAFF ASSOCIATION BY-LAWS****1. BYLAW 1: Membership**

- a. Individuals seeking membership to the PSA must submit an application to the PSA.
- b. Each Member in good standing shall pay dues of \$10 per month by University payroll deduction.
- c. Membership shall terminate upon:
  - i. Notification by the Member, in writing or by email to the PSA, to withdraw from PSA membership, or
  - ii. Confirmation from University's Human Resources that a Member has ceased employment at the University or moved to a position not eligible for PSA membership.

**2. BYLAW 2: The Executive**

- a. The Executive shall meet at the call of the Chair, or within seven (7) days' written notice to the Chair from any two (2) Executive Members. At least two (2) meetings shall be held each semester.
- b. Quorum for meetings of the Executive shall be five (5) Executive Members including one (1) of the Chair or Vice-Chair.
- c. There shall be no voting by proxy at meetings of the Executive.
- d. Members have the right to attend all meetings of the Executive. Notwithstanding this provision, the Executive may, by majority vote, meet *in camera* to discuss, but not vote on, any sensitive topic or motion.
- e. Members have the right to speak at meetings of the Executive, provided that a written notification, specifying the topic of discussion, has been submitted by the Member to both the Chair and Secretary no less than twenty-four (24) hours in advance of the meeting. Notwithstanding this provision, the Chair may limit the total time allotted to such requests to one quarter ( $\frac{1}{4}$ ) of the time allocated for the meeting.
- f. The Secretary shall record the attendance of Executive Members in the minutes of meetings of the Executive. Executive Members who miss a meeting without informing the Secretary of their absence *prior* to the meeting shall be recorded as "Absent". In the event a voting Executive Member is recorded as "Absent" for two consecutive meetings, the Secretary shall inform the entire Executive in writing (or via e-mail). The Executive at its discretion may, by two-thirds vote, declare the position vacant at its next meeting.

**Executive Vacancies**

- g. Should the position of Chair become vacant prior to the next regular election, then the Vice-Chair shall become the Acting Chair for the remainder of the term. The Executive may appoint, from the existing Executive Members, an Acting Vice-Chair until the next regular election.
- h. Should the position of any Officer become vacant prior to the next regular election, or remain unfilled after a regular election, the Executive shall inform the membership and solicit nominations for the vacant position. After a fourteen (14) day nomination

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period, the Executive may appoint a Member to fill the vacant position for the duration of the two-year term.

- i. Should one or more Member-At-Large positions become vacant prior to the next regular election, or remain unfilled after a regular election, the Executive shall inform the membership and solicit nominations for the vacant position(s). After a fourteen (14) day nomination period, the Executive may appoint a Member(s) to fill the vacant position(s) until the next election.

### **Duties and Powers of Executive Members**

#### **j. Chair**

The Chair shall normally preside at all meetings of the **PSA** and of the Executive. The Chair shall also be charged with the general management and supervision of the affairs and operations of the **PSA**.

#### **k. Vice-Chair**

During the absence or inability of the Chair, the Vice-Chair shall exercise those duties and powers.

#### **l. Secretary**

- i. The Secretary shall attend all meetings of the Executive and of the **PSA** and shall record all facts and minutes of the proceedings.
- ii. The Secretary is responsible to ensure that all required notices to the Membership are delivered or made available in a timely manner consistent with the Constitution and Bylaws.
- iii. The Secretary shall create, manage and maintain custody of all minutes, papers, records, correspondence, contracts and other documents belonging to the **PSA** in a reasonably secure and retrievable form.
- iv. Such documents of the **PSA**, including those generated by the Treasurer, shall be retained for at least three (3) years.

#### **m. Treasurer**

- i. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the **PSA** and deposit all monies in the name, and to the credit, of the **PSA**.
- ii. The Treasurer shall administer the funds of the **PSA** as directed by the Executive and shall regularly inform the Executive of the financial position of the **PSA**.
- iii. The Treasurer shall present to the Annual General Meeting the financial position of the **PSA** and budgets for all funds controlled by the Association.

#### **n. Member-At-Large**

The Members-At-Large shall attend Executive Meetings and represent the interests of the **PSA** in meetings and committees.

### **3. BYLAW 3: Finances and Finance Review Committee**

- a. The fiscal year of the **PSA** shall be from May 1<sup>st</sup> to April 30<sup>th</sup>.

- b. The signing officers of the **PSA** shall be the Treasurer, the Chair, and the Vice-Chair. All disbursements of **PSA** funds shall require the signature of two signing officers.
  
- c. A **Finance Review Committee** shall be appointed by the Executive no later than April 1<sup>st</sup> each year. This committee shall consist of three (3) Members, none of whom shall be current Officers. The committee shall review the financial records of the **PSA** prior to the Annual General Meeting and shall report any irregularities or other items of concern at the Annual General Meeting.

#### **4. BYLAW 4: Remuneration and Remuneration Review Committee**

- a. The Officers shall each receive an honorarium, payable quarterly.
  
- b. In the event that an Officer serves only a portion of a term, the honorarium shall be pro-rated on a weekly basis.
  
- c. A **Remuneration Review Committee** shall be appointed by the Executive no later than April 1<sup>st</sup> of each year. This committee shall consist of the Past-Chair and three (3) Members not currently serving on the Executive. (In the event the Past-Chair is unavailable, the Executive may appoint a fourth Member.)
  
- d. The Committee shall report the current honoraria paid to Officers and may present recommendations for the increase, decrease, creation, or elimination of honoraria at the Annual General Meeting, to be ratified by a majority vote. Ratified changes to honoraria shall take effect immediately and may not be applied retroactively.

#### **5. BYLAW 5: Elections Committee and Election of the Executive**

- a. An **Elections Committee** shall be appointed by the Executive no later than February 1<sup>st</sup> each year. This Committee, consisting of the current Past-Chair, two (2) Members, and the Office Assistant (non-voting), is responsible for managing and conducting the election of the Executive. In the event the Past-Chair is unavailable, the Executive shall appoint a third Member. No member of the Elections Committee may run in the election for which the Committee has been struck.
  
- b. The Committee shall decide whether the election is to occur at the Annual General Meeting or via electronic voting prior to the Annual General Meeting, subject to the following:
  - i. For an election at the Annual General Meeting: fourteen (14) days prior to the Annual General Meeting, the Committee shall send an electronic secret ballot to all eligible Members not physically located for work purposes on the University of Guelph campus; all ballots received twenty-four (24) hours before the start of the Annual General Meeting will be included in the vote.

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- ii. For an election via electronic voting: the electronic voting process shall be pursuant to Bylaw 7.
  - c. The Committee shall direct the call for nominations, which shall commence forty-two (42) days prior to the start of the election. Recognizing and valuing diversity and equity, the Committee will conduct proactive outreach to attract candidates from equity-seeking groups.
  - d. Candidates for the positions of Chair and Vice-Chair must have previously served (or currently serve) on the Executive. For other positions, any Member in good standing may stand for election. All nominations require the consent of the candidate and must be sponsored by two (2) Members.
  - e. The deadline for nominations shall be twenty-eight (28) days prior to the start of the election.
  - f. In the event no valid nominations are received for the positions of Chair and/or Vice-Chair by the nomination deadline, the nomination deadline for the uncontested position(s) shall be automatically extended by seven (7) days and the requirement of prior Executive service shall not apply.
  - g. Twenty-one (21) days prior to the start of the election, the Committee shall invite all duly nominated candidates to submit a candidate statement of no more than 200 words.
  - h. Fourteen (14) days prior to the start of the election, the Committee shall distribute a list of all duly nominated candidates and their candidate statements to the Members.
  - i. This list of all duly nominated candidates shall comprise the final list of candidates. No further nominations, including nominations “from the floor” at the Annual General Meeting, shall be accepted.
  - j. If, for any position, the number of vacancies exceeds or equals the number of duly nominated candidates, the candidate(s) must each be ratified by a majority vote in the form of a “yes” or “no” ballot.
  - k. If, for any position, the number of duly nominated candidates exceeds the number of vacancies, each Member shall be able to cast a vote for as many candidates as there are vacancies. The election shall be by single ballot only (i.e. there shall be no second or runoff ballots, and candidates do not require a majority of votes to be elected).
  - l. Each candidate may appoint one Member as their scrutineer to observe the counting of paper ballots.
  - m. The Chair of the Elections Committee shall announce the results at the Annual General Meeting. In the event of a tied vote in the election, the Chair of the Elections Committee shall flip a coin to decide the winner.
  - n. All ballots shall be retained for seven (7) days after the election.

- o. In exigent circumstances, the Elections Committee may, by unanimous vote, take any election-related action it deems necessary, including the suspension of sections c through i of this Bylaw, or the creation of new rules or procedures. The Election Committee shall report any and all such actions to the Members at the Annual General Meeting prior to the announcement of the election results. The action(s) may be overturned by the Members by majority vote.

## 6. BYLAW 6: Negotiating Committee

- a. A **Negotiating Committee** shall be struck by the Executive as necessary to negotiate specific agreements between the PSA and the University. The composition of the Committee shall be at the discretion of the Executive.
- b. The Committee shall enjoy autonomy and shall not be required to report to the Executive.
- c. The Committee is empowered to call General Meeting(s) at its discretion and shall present any negotiated tentative agreements for ratification by the Members.
- d. The Committee may be dissolved at any time by the Executive and shall dissolve automatically upon the completion of the agreement for which the Committee was struck. For clarity, “completion” refers to the signing of the final text of the agreement.

## 7. BYLAW 7: Electronic Voting

- a. The PSA may conduct referenda, ratifications of agreements, or elections via an electronic voting process (including a voting process which employs a combination of electronic voting and paper ballot voting), subject to the following conditions:
  - i. The electronic voting process has been vetted and approved by the Executive; or in the case of an election, by the Elections Committee.
  - ii. The electronic voting process authenticates Members prior to allowing them to cast a vote.
  - iii. The electronic voting process maintains voter anonymity.
  - iv. In the case of the ratification of an agreement which was presented at a General Meeting (e.g. a Compact), an audiovisual recording of that Meeting shall be made available to the Members prior to the commencement of electronic voting. The Members may, by a two-thirds majority vote at the General Meeting, waive this requirement.
  - v. Upon conclusion of the vote, the numerical results are made available to the Members within seven (7) days.
- b. Notwithstanding the above section, electronic devices may be used for voting at Annual or General Meetings at the decision of the Chair, provided that the devices maintain voter anonymity and the Chair announces the numerical results on conclusion of the vote.