

Note:

Changes associated with Agenda item 2.1 are shown in blue.

Changes associated with Agenda item 2.2 are shown in red.

Article I – Name

The name of the corporation shall be the University of Waterloo Staff Association.

Article II – Purpose

Vision

Championing staff interests to ensure the University of Waterloo is recognized as one of the top workplaces in Canada.

Mission

A professional association that represents the interests of university support staff through partnerships with administration and other representative groups across the campus community. With our partners, we cultivate a progressive work environment where staff are empowered to grow and develop.

Values

Our association is built upon a dedication to a safe and respectful work environment, supporting professionalism and confidence in the workplace. As an association we value leadership, creativity, talent, and teamwork.

Article III - Membership

1) Eligibility

Membership is available to all University Support Staff whose appointment is to exceed four months and is not represented by a union. Members have full voting privileges on matters brought before the general membership for a vote and are eligible to serve on the UWSA board of directors (board).

2) Resignation

Members may resign by completing the resignation form available at the Staff Association Office and forwarding the completed form to the Secretary. Resignation will become effective on the last day of the month in which the completed form is received.

Article IV – Dues and Finances

1) Dues

- a) Dues are to be set at a General Meeting based on the recommendations of the board.
- b) Dues are to be collected by payroll deduction or by special arrangement by cheque for a year in advance.

2) The Fiscal Year

The Fiscal year of the corporation is from the first day of May to the last day of April.

Article V - The Board of Directors

1) Composition

The board shall consist of the following directors:

- a) President
- b) Past-President
- c) **President-Elect**
- d) six (6) additional Directors

2) Duties

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The board shall:

- a) have general supervision of the affairs of the association between meetings;
- b) act on behalf of the association including the formulation and execution of policy;
- c) establish study committees, task forces, and/or commissions to prepare reports, working papers and recommendations for consideration by the Association;
- d) report decisions of the association to the appropriate University committees; and
- e) perform such other duties as are specified in these bylaws.

3) Election of Directors

- a) The President **Elect** and six (6) Directors are elected by the membership as described in Article V, Elections
- b) **The President normally shall be the President Elect from the previous year.**
- c) The Past-President normally shall be the President from the previous ~~year~~ year.
- d) The President and six (6) Directors must be members of the association.

4) Duties of Officers

1. President

The president shall:

- a) preside at all **general** meetings of the association,
- b) appoint chair of committees to the extent provided in these bylaws,
- c) liaise with University administration,
- d) be the official spokesperson for the association,
- e) **attend all meetings of the standing committees,**
- f) **advance the strategic directions of the organization as defined by the Board of Directors,**
- g) **provide bi-weekly updates to the Board of Directors of their activities,**
- h) fulfill such other duties as may be assigned by the association.

2. Past President

The past-president shall:

- a) assume the President's office during the President's absence or in the event of the President's resignation,
- b) **assume the President Elect's office during the President Elect's absence or in the event of the President Elect's resignation.**

3. **President-Elect**

The president elect shall:

- a) **chair the regular meetings of the Board of Directors.**

4. **Secretary**

The secretary shall:

- a) keep a record of the minutes of the association,
- b) be the custodian of all documents including association bylaws, special rules of order, and standing rules,
- c) conduct correspondence as directed by the association,
- d) send a call of the meeting to each association member, including a copy of the previous association meeting minutes,
- e) oversee the creation, maintenance, and appropriate use of the association membership lists,
- f) fulfill such other duties as may be assigned by the association.

5. **Treasurer**

The treasurer shall:

- a) be custodian of all funds, disbursing them as directed by the association,
- b) ensure that all funds are deposited to the accounts of the association in a recognized financial institution selected by the board,
- c) maintain proper records of receipts and expenditures,
- d) present to the board a full and detailed account of the association's monthly receipts and expenditures on a quarterly basis, within 30 days of the end of the quarter,
- e) present a proposed budget to the board for review and approval on an annual basis, within 30 days of the fiscal year end,
- f) present a financial statement to the membership for review at least 30 days in advance of the annual meeting,
- g) present the association's books to the appointed auditors not later than thirty days following the end of the operating year or as requested by the board,
- h) fulfill such other duties as may be assigned by the association.

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6. Returning Officer

The returning officer shall:

- a) appoint three Election Officers to be selected from the membership,
- b) act as a liaison between the election committee and the board.

7. Privacy Officer

The privacy officer shall:

- a) ensure information collection and retention policies and practices are established and followed,
- b) table proposals to amend the policies of the association to ensure compliance with any regularity requirements.

8. Executive Manager

The Executive Manager shall:

- a) act as advocate for staff,
- b) manage the day to day business of the Association,
- c) research and publish information on issues of interest to members,
- d) preside as chair of the member's advisory committee,
- e) provide a monthly report on staff relations issues to the board,
- f) fulfill such other duties as may be assigned by the association.

5) Term of Office

- a) A term of office shall be ~~two~~ three consecutive years.
- b) The term of office of the directors shall ~~alternate to elect three in odd number years and three in even number years~~ be such that a two directors and a President Elect are elected every year.
- c) The members of the board shall hold office from the adjournment of the Annual General Meeting immediately following their election until the adjournment of the Annual General Meeting at the end of their term.
- d) Members of the board may be nominated for further terms of office.
- e) The board shall at their first meeting following an Annual General Meeting appoint one director to serve, for one half term, as Treasurer.
- f) The board shall at their first meeting following an Annual General Meeting appoint one director to serve, for one half term, as Secretary.
- g) No director may concurrently hold both the office of the secretary and the office of the treasurer.
- h) ~~With the exception of the past president~~ The maximum uninterrupted number of terms anyone can serve on the board in an elected position shall be ~~six~~ four, after which only be eligible for re-election to the board after a one term absence.

6) Vacancies

- a) With the exception of the office of the president the board shall have the authority, between Annual General Meetings, to fill any position which becomes vacant.
- b) If the office of the president should become vacant, a past-president of the association may be appointed as president, between Annual General Meetings, upon approval of the board.

7) Removal of a Director

- a) A director may be removed from office by a resolution passed by at least a majority of votes cast at a General Meeting called for that purpose.

8) Election Committee

The Election Committee shall:

- a) be an ad hoc committee of the Association appointed by the Association's Secretary, or delegate,
- b) oversee the election procedures of the Association,
- c) advertise the vacant posts and receive nominations according to the Election schedule,
- d) ensure that nominees agree in writing to stand for election,
- e) ensure that all nominations are signed by three members of the association,
- f) ensure that the list of nominees for offices be distributed to the members in accordance with the Election schedule,
- g) be responsible for the printing, distribution, counting, and destruction of the ballots,
- h) distribute the call for nominees at least 30 working days prior to the date of the Annual General Meeting stating a close of nominations at least 20 working days prior to the date of the Annual General Meeting,
- i) distribute a list of nominees and ballots at least 12 working days prior to the date of the Annual General Meeting stating a close of the polls at least 5 working days prior to the date of the Annual General Meeting,
- j) announce the results of the election at the Annual General Meeting.

1. Election Procedure:

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- a) Elections shall be by secret ballot and may be electronic.
 - b) Votes shall be counted by the three Election Officers.
 - c) The Returning Officer shall not participate in the counting.
 - d) In the event of a tie, a runoff election shall occur.
 - e) Ballots
 - (1) The Election of the President **Elect** shall be determined on a single ballot and the candidate receiving a majority of the votes shall be elected.
 - (2) The election of the directors shall be determined on a single ballot and the candidates receiving the greatest individual totals shall be elected.
 - (3) The number of directors elected in any given year is number of vacant positions as of the next Annual General Meeting.
2. The Returning Officer will, on acceptance of the results, hold the ballots for five working days after the Election results have been announced. After which time, the ballots shall be destroyed.
- 9) Removal of an Officer
- a) An officer may be suspended (with pay, if applicable) from office by a resolution passed by a majority of directors at a Board of Directors meeting.
 - b) If the President is suspended from office, a General Meeting must be called within 5 days of suspension for the specific purpose of removing the director from office.
- 10) Board of Directors Meetings
- a) The Board of Directors shall meet at least once per month.
 - b) The Board of Directors shall meet at the request of any director, through a written request to the Secretary, with at least 5 working days notice.

Article VI - Annual General Meeting and General Meetings

- 1) The Annual General Meeting will be held within the month of October and shall be at the call of the board.
- 2) At least fifteen working days notice shall be given to the membership prior to an Annual General Meeting. Pertinent information relating to the meeting agenda shall be distributed with the notice.
- 3) Special general meetings may be called by the President or the board or shall be called at the written request of fifty members of the Association or a majority of the entire membership of the association, whichever is less. The purpose of the meeting shall be stated in the call and at least fifteen working days written notice shall be given.
- 4) Any member may be represented at a general meeting by duly completing a proxy form which will be distributed with the notice and must be submitted to the secretary at least 24 hours in advance of the meeting.

Article VII - Quorum

- 1) Fifty members of the association or a majority of the entire membership of the association, whichever is less, shall constitute a quorum at an AGM or GM.
- 2) Five members or 60% of the board, whichever is less, shall constitute a quorum at a meeting of the board of directors.

Article VIII - Amendments

This constitution may be amended at any general meeting of the association by a two-thirds vote with the previous notice.

Article IX - Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, or any special rules of order the association may adopt.

Article X – Indemnification

The Association shall indemnify and save harmless, out of the funds of the Association, every director, officer, or employee of the Association and other person who has undertaken or is about to undertake any liability on behalf of the Association or any organization controlled by it, and their heirs, executors and administrators, and estate and effects respectively, from and against:

- 1) all costs, damages, charges and expenses which a director, officer, employee or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;

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- 2) all other costs, damages, charges and expenses which a director, officer, employee or other person sustains or incurs in or about or in relation to the affairs of the Association; except such costs, damages, charges or expenses as are occasioned by willful neglect or default.

Article XI - Standing Committees

- 1) There shall be the following Standing Committees:
 - a) Communications & Membership - The committee shall actively encourage membership in the association, and act as a communications vehicle to enhance awareness throughout the University community to the activities sponsored by the association, and benefits of membership for University Support Staff.
 - b) Members' Advisory - The committee shall work with the Executive Manager and provide institutional guidance and support for staff tackling University of Waterloo policies and procedures and provide recommendations to the board on how legal funds are to be utilized.
 - c) Nominating - The committee shall nominate or appoint members as representatives to both standing and ad-hoc University and UWSA committees.
 - d) Pension, Benefits & Staff Compensation - The sub-committee shall monitor the UW Pension and Benefits Package and the UW Compensation Package which includes salary, overtime and vacation entitlements.
 - e) Fund Raising and Social - The committee shall raise funds for the association through organizing of social and recreational events for the enjoyment of staff members.
- 2) Terms of reference for the committees are defined by the board.
- 3) Standing committees shall report to the board as directed in the terms of reference.
- 4) Unless it is a specific responsibility of an officer, committee chairs are appointed by the board for one year.
- 5) All committee members shall be Members of the association.
- 6) With the exception of the chair, a committee chair may appoint a member to fill any vacancy in the committee for the remainder of the term of the vacant position.

Constitution:

Revised December 5, 1995, Revised December 4, 1996, Revised March 2, 1998, Revised June 1, 2001, Revised June 2, 2004, Revised June 1, 2006, Revised February 08, 2008, Revised December 14, 2010, Revised October 27, 2011, Revised October 25, 2012, Revised November 29, 2012, Revised June 30, 2013.