

SAIT Academic Faculty Association

(“SAFA”)

BYLAWS

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TABLE OF CONTENTS

1.	NAME.....	1
2.	ORGANIZATION.....	1
3.	INTERPRETATION.....	1
4.	DEFINITIONS.....	1
5.	OBJECTIVES.....	3
6.	MEMBERSHIP.....	3
7.	MEMBERSHIP FEES.....	4
8.	BUSINESS & AFFAIRS.....	4
9.	MEETINGS & CONDUCT OF BUSINESS AT MEETINGS.....	10
10.	COMMITTEES.....	11
11.	MEMBERSHIP CONDUCT.....	13
12.	TRIALS & CHARGES.....	13
13.	AMENDMENTS.....	14

BYLAWS

1. NAME

1.00 The name of the Association is “The SAIT Academic Faculty Association.”

1.01 The acronym of the Association is the “SAFA.”

2. ORGANIZATION

2.00 SAFA is a statutory corporation established under the *Technical Institutes Act*, RSA 2000, c. T-3, s. 37(2), and continued pursuant to the *Post-Secondary Learning Act*, RSA 2003, c P-19.5, s 128(3).

2.01 SAFA is an “academic staff association” under the *Post-Secondary Learning Act*, RSA 2003, c P-19.5, and it consists of the academic staff members employed by The Board of Governors of the Southern Alberta Institute of Technology (“BGSAIT”).

2.03 SAFA is deemed to be a trade union for the limited purposes of acting as bargaining agent for the academic staff members employed by BGSAIT pursuant to the *Labour Relations Code*, RSA 2000, c L-1, s 58.3(2). SAFA is statutorily designated as the bargaining agent for the academic staff members employed by BGSAIT and has exclusive authority to bargain collectively on behalf of the academic staff and to bind them by a collective agreement pursuant to the *Labour Relations Code*, RSA 2000, c L-1, s 58.3(1)(c).

2.04 These Bylaws are the bylaws governing the affairs of SAFA as an “academic staff association” pursuant to the *Post-Secondary Learning Act*, RSA 2003, c P-19.5, s 86(2).

3. INTERPRETATION

3.01 In these Bylaws:

3.01.01 The gender-neutral pronoun of his/her or he/she shall interchangeably mean all genders.

3.01.02 The mention of a specific statute shall be deemed to include predecessor, amended, and successor statute(s), as the context requires.

4. DEFINITIONS

4.00 “Academic Staff Member”, “Academic Staff” and “Member of the Academic Staff” means an employee of BGSAIT who, as a member of a category of employees or individually, is designated as academic staff by BGSAIT pursuant to the *Post-Secondary Learning Act*, RSA 2003, c P-19.5, s 60(2), or determined to be academic staff by the

Alberta Labour Relations Board pursuant to *Labour Relations Code*, RSA 2000, c L-1, s 58.6(2).

4.01 “Association” or “SAFA” shall mean The SAIT Academic Faculty Association.

4.02 “BGSAIT” means The Board of Governors of the Southern Alberta Institute of Technology.

4.03 “Department” means the schools and departments within each Division as set out in Policy.

4.04 “Division” means the division of the schools and departments within the Southern Alberta Institute of Technology (“SAIT”) as set out in Policy.

4.05 “Executive Board” means the “executive” of SAFA which manages the business and affairs of SAFA, the Officers of which shall be elected by the Academic Staff Members employed by the BGSAIT, pursuant to the *Post-Secondary Learning Act*, RSA 2003, c P-19.5, s 86(1). The Executive Board shall consist of the Table Officers and the Department Representatives.

4.06 “Extraordinary Resolution” is a resolution passed by a majority of not less than two thirds (2/3) of such Members entitled to vote and actually voting at a General Membership Meeting, or Special Membership Meeting; or through a mail-in or electronic ballot process which processes shall be set out in Policy.

4.07 “Member” or “Members” or “Membership” means an individual member, or a collective of members as the context requires, of SAFA, which consists of the Academic Staff Members employed by the BGSAIT.

4.08 “Officer” means an individual duly elected by the SAFA Membership to a position on the SAFA Executive Board pursuant to these Bylaws.

4.09 “Policy” means subordinate rules of SAFA promulgated by the SAFA Executive Board, as amended from time to time.

4.10 “Regular Resolution” is a resolution, other than an Extraordinary Resolution, passed by a simple majority of such Members entitled to vote and actually voting at a General Membership Meeting, Special Membership Meeting, or Executive Board Meeting; or through a mail-in or electronic ballot process which processes shall be set out in Policy.

4.11 “Table Officers” means the President, Past Executive Representative, Secretary/Treasurer and Divisional Representatives.

5. OBJECTIVES

5.01 The objectives of the SAFA are to carry out its business and affairs as a corporate “academic staff association”, deemed “trade union” and designated “bargaining agent”, including but not limited to:

5.01.01 Regulating relations between the BGSAIT and the Academic Staff it employs.

5.01.02 Acting with exclusive authority as bargaining agent for the Academic Staff employed by the BGSAIT, to bargain collectively on their behalf in collective bargaining with the BGSAIT, and to bind them by the collective agreement.

5.01.03 Acting as party to the collective agreement with the BGSAIT.

5.01.04 Preserving and improving the terms and conditions of employment of the Academic Staff employed by the BGSAIT, including but not limited to: their academic freedom; and their professional and educational development.

6. MEMBERSHIP

6.01 The Membership of SAFA consists of the Academic Staff Members employed by the BGSAIT while such employment is extant.

6.02 Members shall abide by these Bylaws and the Policies of the Association.

6.03 The Association shall not suspend any of its Members’ participation rights or take disciplinary action against or impose any form of penalty on any of its Members for any reason other than a failure to pay the periodic dues and/or assessments uniformly required to be paid by all Members, unless that Member has been found guilty under the Trials & Charges process contemplated in Section 12.

6.04 Members must be in good standing with the Association to run for, be elected to, hold, or continue to hold, any Office in the Association; or attend and/or participate in any meetings of the Association. Members not in good standing include those Members:

6.04.01 Who fail to pay the periodic dues and/or assessments uniformly required to be paid by all Members, and whose debt remains in arrears for more than 30 days; or

6.04.02 Who are charged under Section 12 of these Bylaws, found guilty of the charge or charges, and the penalty assessed includes a declaration that the Member is not in good standing.

7. MEMBERSHIP FEES

7.01 Membership Fees shall consist of regular Association dues and special assessment fees.

7.02 The amount of regular Association dues shall be 1.4% of gross income.

7.03 SAFA may cause the Membership to pay special assessment fees where circumstances warrant following the process set out in Policy, which process shall include collection of specially assessed fees.

7.04 Dues for Members on Long Term Disability (LTD) Leave shall be waived commencing on the first day of LTD leave and thereafter for the duration of the leave period.

8. BUSINESS & AFFAIRS

8.01 The business and affairs of the SAFA shall be in furtherance of the objectives of the SAFA and shall be managed by the Executive Board, the members of which shall be elected by the academic staff members.

8.02.01 Between Executive Board meetings, management of the business and affairs of SAFA shall be delegated to the Table Officers.

8.02.02 Between meetings of the Table Officers, management of the business and affairs of SAFA shall be delegated to the President.

8.02 SAFA, through the Executive Board or delegate, has the capacity, and may exercise all the rights, powers and privileges, of a corporate “academic staff association” pursuant to the *Post-Secondary Learning Act*, RSA 2003, c P-19.5, a deemed “trade union” and designated “bargaining agent” pursuant to the *Labour Relations Code*, RSA 2000, c L-1, and of a “corporation” pursuant to the *Interpretation Act*, RSA 2000, c I-8, s 16.

8.03 Financial Affairs

8.03.01 SAFA, through the Executive Board or delegate, is empowered to acquire, manage and dispose of personal property of SAFA in the course of carrying out its business and affairs.

8.03.02 SAFA, through the Executive Board or delegate, is empowered to manage its real property. SAFA, through the Executive Board, is empowered to acquire or dispose of real property of SAFA in the course of carrying out its business and affairs, including but not limited to fee simple or leasehold interests in real property.

8.03.03 SAFA, through the Executive Board or delegate, is empowered to borrow or loan monies, mortgage real property, invest monies, and otherwise deal with its finances without limitation in the course of carrying out its business and affairs. Cheques of SAFA shall require two signatures of Executive Board Officers with Signing Authority.

8.03.04 The Executive Board or delegate will develop and approve an annual SAFA budget, and present it to the Membership at the Annual General Membership Meeting.

8.03.05 The accounts of SAFA shall be audited annually, and the audited financial statements and report shall be approved by the Executive Board, and presented to the Membership at the Annual General Membership Meeting. The annual audit shall be carried out by an accountant qualified to prepare audited financial statements.

8.03.06 SAFA shall maintain a contingency fund for the purpose of paying professional expenses resulting from costs associated with extraordinary dispute resolution circumstances.

8.03.07 SAFA shall maintain a strike/lockout fund, or at the discretion of the Executive Board, participate in a pooled trust fund whose objective is to provide strike/lockout financial relief to contributors' members when on lawful strike or locked out.

8.03.08 If SAFA is discontinued as a corporation by the Alberta Legislature, subject to legislative requirements, all of its assets, after payment of its liabilities and of any salary, benefit or severance due its employees, shall be distributed as determined by a Special Meeting in one or more of the following ways:

8.03.08.01 The disposition of assets pro rata to the members at the time of dissolution;

8.03.08.02 The assignment of assets to a successor association of academic staff or to another organization;

8.03.08.02 A disposition in trust to a designated person or corporation to be held on terms as may be designated.

8.04 Executive Board

8.04.01 The Executive Board shall consist of the following positions:

8.04.01.1 The President

- 8.04.01.2** The Past Executive Representative
- 8.04.01.3** The Secretary/Treasurer
- 8.04.01.4** One Divisional Representative from each Division as set out in Policy, nominated by Members within the Division, and elected by the Membership.
- 8.04.01.5** One Department Representative from each Department as set out in Policy, nominated by Members within the School or Department, and elected by the Membership.

8.04.02 Subject to (a) and (b), Members in good standing of the Association and Non-Members may be nominated for election to any voting position on the Executive Board, and elected thereto, by the Membership.

- (a) Non-Members include, but are not limited to, individuals previously appointed to limited-term academic staff appointments that have expired.
- (b) The Offices of The President and the Secretary/Treasurer shall only be filled by Members in good standing of the Association appointed to a permanent indefinite-term academic appointment.

8.04.03 Executive Board Officers are elected for a term of two years commencing 1 July.

8.04.04 No person shall hold more than one position on the Executive Board concurrently. Mid-term Executive Board position vacancies shall be filled through appointment or by-election as set out in Policy.

8.04.05 Executive Board Officers shall only be removed from Office prior to the expiry of their term after being found guilty under the Trials & Charges process contemplated in Section 12, or upon the loss of their permanent indefinite-term academic appointment after final resolution of grievance arbitration, if viable, under the Collective Agreement.

8.04.06 The Executive Board may make, alter and rescind Policies of SAFA, which Policies are subordinate to these Bylaws, and if there are inconsistencies between these Bylaws and Policies, these Bylaws prevail. In addition to mandatory Policies mentioned elsewhere in these Bylaws, the Executive Board may make, alter and rescind any Policies in furtherance of the business and affairs of SAFA, and to augment these Bylaws, including but not limited to Policies addressing:

- 8.04.06.01** Strategic goals of SAFA and plan to achieve them

8.04.06.02 Financial Affairs of the SAFA

8.04.06.03 Setting out duties of employees (subject to the terms of employment contracts), and Officers of the SAFA

8.04.06.04 Collective Bargaining

8.04.06.05 Grievance Handling and other Member services

8.04.06.06 Meetings (Annual General Membership Meetings; Special Membership Meetings; Executive Board Meetings; Table Officer Meetings) procedures, including schedules, notices, agendas

8.04.06.07 Human Resources

8.04.06.08 Release time and compensation

8.04.06.09 Records and Reports

8.04.06.10 Elections and by-elections, including timing, processes, nominations and vacancies

8.04.06.11 Codes of Conduct, including for Executive Board Officers, Members, employees (subject to the terms of employment contracts), contractors, agents

8.04.06.12 Voting procedures including in person at meetings, and via electronic or mail-in ballot

8.04.06.13 SAFA Committees

8.04.07 Executive Board Officers' Duties, Powers & Remuneration

8.04.07.01 Without limiting the general powers in Section 8.01.02, the President shall:

- Be the Chief Executive Officer of the Association and shall act as Chairperson of the Executive Board;
- Call, chair, and preside over all meetings of the Association;
- Be responsible for preparation and approval of the agenda of all meetings;
- Be responsible for the official correspondence of, and act as the official spokesperson for, the Association;
- Be the official liaison between SAFA and the BGSAIT or its delegates on behalf of SAFA
- Be an *ex-officio* member of all SAFA committees;

- Be SAFA's member of the ACIFA Council of Presidents, or designate an alternate, if SAFA is a member of ACIFA
- Have Co-Signing Authority, including Financial, on behalf of SAFA;
- Have custody of the Great Seal of the Association, affix it when authorized to do so;
- Preserve order and enforce these Bylaws, including ensuring that the other Executive Board Officers perform their duties;
- Delegate the Duties of President, at his or her sole discretion;
- Be bondable and bonded;
- Name, prior to the Annual General Meeting, one of the Executive Board Officers to be the Acting President to fulfill the responsibilities of the President in his/her absence.

8.04.07.02 The Secretary/Treasurer shall:

- Present the audited and Executive Board-approved financial statements and report to the Membership at the Annual General Membership Meeting;
- Present the Executive Board-approved annual SAFA budget to the Membership at the Annual General Membership Meeting;
- Maintain accurate SAFA records, including: financial record-keeping; overseeing and causing to be recorded, all Minutes of Executive Board meetings, Table Officer meetings, General and Special Membership Meetings, and any Sub-Committee meetings that may be requested; ensuring accuracy of the Minutes and causing to be maintained the files of correspondence and records of the Association;
- Periodically report to the Executive Board and Membership as to the state of SAFA finances
- Be responsible for the preparation and custody of minutes of meetings (Membership, Executive & Table Officers') subject to Section 8.11
- Be responsible for the preparation and custody of the books and records of the Association subject to Section 8.11
- Ensure there is quorum for meetings
- Maintain an up-to-date list of Members.
- Have Financial Co-Signing Authority on behalf of SAFA

8.04.07.03 Other than voice and vote on the Executive Board, all other Executive Board Officer positions have only such additional specific duties, powers & remuneration, if any, as set out in Policy.

8.05 The Executive Board shall hire all employees of SAFA. All employment relationships shall be by written contracts of employment between SAFA and each employee, signed by the President on behalf of SAFA, and by the employee. The

Executive Board only shall decide if, when and how SAFA will lawfully terminate employment contracts to which SAFA is a party.

8.06 The Executive Board may cause SAFA to affiliate with other labour and/or academic staff organizations for the purpose of advancing the objectives of SAFA.

8.07 The Executive Board has the exclusive authority to cause the Association to bargain collectively on behalf of the academic staff and to bind them by a collective agreement. The Executive Board may delegate the collective bargaining function to the Negotiating Committee pursuant to Section 10.01.04. The Executive Board and/or Negotiating Committee shall inform the BGSAIT at the outset of each round of collective bargaining, in writing, that the Executive Board's agreement to Collective Agreement amendments and renewals is subject to ratification by the Membership.

8.07.01 The ratification vote shall be by Regular Resolution conducted by secret electronic or mail-in ballot three to five business days following a Special Meeting called to consider the proposals.

8.07.02 Notwithstanding anything else in these Bylaws, the Executive Board has the exclusive authority to cause SAFA to enter into mid-term Letters of Agreement with BGSAIT, which may have the effect of amending the Collective Agreement, without being subject to Membership ratification.

8.07.03 Notwithstanding anything else in these Bylaws, all Members (including Members not in good standing) may vote in Collective Agreement amendment and renewal ratification votes.

8.08 SAFA, through the Executive Board or delegate, shall designate one or more individuals to be responsible for ensuring that SAFA complies with the *Personal Information Protection Act*, SA 2003, c. P-6.5 ("PIPA"). The process for development of PIPA policies and practices shall be set out in Policy, and SAFA shall develop and follow policies and practices that are reasonable for SAFA to meet its obligations under PIPA.

8.09 SAFA, through the Executive Board or delegate, shall make such appointments and nominations as statutorily required or enable through procedures set out in Policy, including:

8.09.01 Nomination of two Academic Staff Members to the BGSAIT pursuant to *Post-Secondary Learning Act*, RSA 2003, c P-19.5, s 44(1)(b)(ii) (which academic staff member shall not be: (1) a member of the Executive Board Officer of SAFA, or (2) a person who has the responsibility, or the joint responsibility with others, of negotiating the terms and conditions of service of Members with the BGSAIT, on behalf of SAFA).

8.09.02 Appointments to committees created by the BGSAIT.

8.09.03 The election to Academic Council of not more than 10 academic staff members by the SAFA pursuant to *Post-Secondary Learning Act*, RSA 2003, c P-19.5, s 46(1)(c).

8.10 SAFA shall indemnify and save harmless Officers of the Executive Board in relation to civil actions or administrative complaints against them personally for erroneous acts or omissions committed within the scope of their SAFA duties, acting in good faith. Such indemnification shall include reasonable legal defense costs, and any damages awarded against the Executive Board Officer personally. Indemnification shall not be extended to Executive Board Officers' willful misconduct or neglect, or to conduct outside the scope of their SAFA duties. The Executive Board may cause SAFA to purchase insurance to provide errors and omissions coverage to Officers of the Executive Board equal to or better than, and in place of, the indemnification contemplated in this clause, if available for purchase at a reasonable cost.

8.11 SAFA shall maintain minutes, books and records at its primary office location. **Subject to PIPA**, Members may inspect the SAFA minutes, books and records during normal business hours at SAFA's primary office location. Pursuant to PIPA general (non-Officer) Members shall **not** be allowed to inspect SAFA minutes, books or records when such inspection would result in the disclosure of any "personal information" collected and held for use by SAFA, including but not limited to: "personal information" of employees of SAFA; "personal information" of Members and Grievers represented by SAFA; any other individual's "personal information" collected and used by SAFA in the course of carrying out its business and affairs.

9. MEETINGS & CONDUCT OF BUSINESS AT MEETINGS

9.01 The conduct of business at meetings of the Association shall be governed by the most recent edition of Robert's Rules of Order.

9.02 General Membership Meetings shall be called at the discretion of the Executive Board or delegate annually ("Annual General Membership Meeting") during the month of April or May, and once each semester between 1 September and 30 April. Other General Membership Meetings may be called at the discretion of the Executive Board or delegate throughout the year when circumstances warrant. Quorum at General Membership Meetings is 15% of Members in good standing. General Membership Meeting processes augmenting the Bylaws shall be set out in Policy.

9.03 Special Membership Meetings may be called at the discretion of the Executive Board or delegate at any time throughout the year. Quorum at a Special Membership Meetings is 15% of Members in good standing. Special Membership Meeting processes augmenting the Bylaws shall be set out in Policy

9.04 A 50% plus one majority of all of the Members of SAFA have the power to compel the Executive Board to bind SAFA.

9.05 Executive Board Meetings shall be held at the discretion of the Executive Board and/or the President, on a monthly basis. Quorum at Executive Board Meetings is a majority of the Executive Board Members, including at least 2 Table Officers.

9.06 Meetings of the Table Officers shall be held at the discretion of the Table Officers and/or the President. Quorum at Meetings of the Table Officers is (1/2) one half of the Table Officers with either the President or Vice-President in attendance.

9.07 Voting

9.07.01 There shall be no voting by proxy.

9.07.02 Any issue, including elections, may be voted on by the Membership through a mail-in or electronic ballot process, which processes shall be set out in Policy.

9.07.03 Voting at General Membership Meetings, Special Membership Meetings and Executive Board Meetings shall be by a show of hands unless a secret ballot is required or directed (by Regular Resolution) to be taken.

9.07.04 Voting on an issue shall either be through a mail-in or electronic ballot, or in-person by a show of hands or secret ballot—mail-in or electronic voting shall not be combined with in-person voting on specific issues.

9.07.05 Elections will normally be conducted by electronic vote; when they cannot be conducted electronically they will be conducted by secret ballot at a General Membership or Special Membership Meeting.

9.07.06 Voting at Meetings of the Table Officers shall be by a show of hands.

9.07.07 Augmented voting procedures shall be set out in Policy.

9.08 Only Members in good standing may attend and/or participate in any meetings of the Association.

9.09 Augmented meeting procedures shall be set out in Policy.

10. COMMITTEES

10.01 The standing Association Negotiating Committee (the “Negotiating Committee”) is established.

10.01.01 The Executive Board shall appoint individuals to the Negotiating Committee for a term of office that commences prior to the nominal expiry of the current collective agreement, and ends with the appointment of successor

individuals to the Negotiating Committee for the subsequent round of collective bargaining.

10.01.02 The Negotiating Committee may consist of Members and/or Non-Members at the discretion of the Executive Board.

10.01.03 The Executive Board shall designate an appointed individual to serve as Chair of the Negotiating Committee.

10.01.04 The Executive Board conditionally delegates its power to collectively bargain with the BGSAIT on behalf of Members to the Negotiating Committee, which reports to the Executive Board. The Negotiating Committee must: consult with and take instruction from the Executive Board on all matters of negotiating policy; regularly consult with and take instruction from the Executive Board as to general strategy and response in principle to proposals from the BGSAIT; consult with Membership for the bargaining proposals to be exchanged with the BGSAIT at a General or Special Meeting, on or before February 1 of the negotiating year; present proposed collective agreement language to the Executive Board for approval.

10.01.04 With the approval of the Executive Board, the Negotiating Committee may represent SAFA in the event of interest arbitration.

10.01.05 If the Executive Board approves proposed collective agreement amendments or renewals agreed to by the Board of Governors, the proposed collective agreement amendments or renewals will be presented to the membership pursuant to Section 8.07.

10.02 The standing Association Finance Committee (the “Finance Committee”) is established.

10.02.01 The Executive Board shall appoint individuals to the Finance Committee pursuant to processes set out in Policy, which process shall address appointments, terms, composition, and functions of the Finance Committee.

10.02.02 The Secretary/Treasurer shall serve as Chairperson of the Finance Committee.

10.03 The standing Association Grievance Committee (the “Grievance Committee”) is established.

10.03.01 The Executive Board shall appoint individuals to the Grievance Committee pursuant to processes set out in Policy, which process shall address appointments, terms, composition, and functions of the Nominating Committee.

10.04 The standing Association Election Committee (the “Election Committee”) is

established.

10.04.01 The Executive Board shall appoint individuals to the Election Committee pursuant to processes set out in Policy, which process shall address appointments, terms, composition, and functions of the Nominating Committee.

10.05 The Executive Board may establish *ad hoc* committees as it deems appropriate to advance the business and affairs of SAFA. At the discretion of the Executive Board, members of *ad hoc* committees may be appointed, or elected through procedures set out in Policy.

11. MEMBERSHIP CONDUCT

11.01 Members, including Officers, shall not conduct themselves contrary to the objectives of SAFA, or in serious breach of these Bylaws or Policies, including but not limited to:

11.01.01 Members, including Officers, shall not cross a picket line to work for the BGSAIT when locked out, or when SAFA is on lawful strike unless specifically a “designated essential services worker”.

11.01.02 Members, including Officers, shall not act in a manner that causes SAFA to commit criminal or public welfare offences, including but not limited to causing SAFA to breach PIPA.

11.02 Members, including Officers, who breach the Membership Conduct provision are subject to Trials & Charges.

12. TRIALS & CHARGES

12.01 The Executive Board shall implement a Trials & Charges process in Policy, applicable to Members and Non-Member Executive Board Officers, which shall contain at least the following provisions:

12.01.01 The charging process

12.01.02 The charged person shall be served personally or by double registered mail with specific charges in writing

12.01.03 The charged person shall be given a reasonable time to prepare the person's defense.

12.01.04 The charged person shall be afforded a full and fair hearing, including the right to be represented by counsel (including legal counsel).

12.01.05 Collection processes if the charged person is found guilty of the

charge or charges, and if a monetary penalty has been imposed and the convicted person fails to pay it after having been given a reasonable time to do so.

12.01.06 Establishment of an independent and impartial decision-maker appointed by the Executive Board to hear and decide the trial of the charged person, which decision-maker may be an individual or an unevenly numbered panel.

12.01.07 If the charged person is found guilty of the charge or charges, the decision-maker may do one or more of the following:

12.01.07.01 Impose a reasonable monetary penalty commensurate to the conviction, and set a reasonable time limit for the convicted person to pay it.

12.01.07.02 If the convicted person is a Member, declare the convicted person to be a Member not in good standing for a specific period of time or until a specific event occurs; which declaration has the effect of suspending the convicted Member's participation rights in the Association's internal processes, and removing the convicted Member from any Office held.

12.01.07.03 If the convicted person is a Non-Member Officer of the Executive Board, remove the convicted Non-Member from Office.

12.01.07.04 If the convicted person is an appointee to a committee or committees created by the Board of Governors, remove the convicted person from the committee or committees.

13. AMENDMENTS

13.01 The manner of making, altering and rescinding these Bylaws shall be by Extraordinary Resolution through a mail-in or electronic ballot process, or at any duly called Membership Meeting, which processes shall be set out in Policy.