

**BY-LAWS OF THE
Canadian Association of Postdoctoral Administrators/
Association Canadienne des Administrateurs Postdoctoraux**

Approved November 3 2013

1. STATUS, NAME AND LOCATION

A non-profit organization, the name of the organization shall be the Canadian Association of Postdoctoral Administrators/Association Canadienne des Administrateurs Postdoctoraux hereinafter referred to as CAPA/ACPA or the Association. The Association shall maintain a national office at the home university of one of the members of the Executive. The initial location shall be at the University of Waterloo, Ontario for a two year period ending December 31 2015.

2. OFFICIAL LANGUAGES

The official languages of the Association shall be English and French. The Association encourages the use of both languages in its activities, and publishes documents in either language, and where possible in both. The official version of these By-Laws shall be the English version.

3. DEFINITIONS AND INTERPRETATION

- a. Senior academic administrators normally refers to Vice-presidents/Vice Rectors Academic or Research, Deans, and Associate Provosts/Vice Provosts/Associate Vice-Presidents responsible for postdoctoral affairs;
- b. Administrative staff or postdoctoral coordinators normally refers to university or research institution staff with responsibilities for postdoctoral affairs; and
- c. "Member" refers to an Institutional Member or Associate Member of the Association.

4. OBJECTS

- a. The Association is an interest group of universities in Canada dedicated to advancing postdoctoral studies in Canada through:
 - b. sharing information and promoting the exchange of ideas on challenges, opportunities, and best institutional practices; and
 - c. advocacy with government and public agencies charged with funding research and training of highly qualified personnel.

5. MEMBERSHIP AND DUES

5.1 Categories of Membership

- 5.1.1 Institutional Membership: open to all Canadian universities that formally recognize postdoctoral fellows as members of their institution. Canadian university institutional members must be members in good standing of the Association of Universities and Colleges of Canada (AUCC). Except as provided herein, only a single Membership is allowed per university, and the membership rests with the unit with lead responsibility for postdoctoral fellows and postdoctoral studies. Institutional Members have the right to vote (e-vote) at meetings (e-meetings) and special meetings of the Members.

- 5.1.2 Associate Membership: other institutions or organizations which also aim to advance postdoctoral studies in Canada may apply for associate membership, as recommended by the Board of Directors. This includes (among others) research hospitals. Associate Members and their representatives are not eligible to serve on the Board. Associate Members do not have voting privileges at meetings or special meetings of Members.

5.2 Application for Membership

The Board shall determine the eligibility of applicants for Membership. Upon determination that the applicant is eligible, approval of the application, and payment of the applicable Membership fee, the applicant shall become a Member of the Association.

Application criteria for Membership will be as follows:

- 5.2.1 A letter of application by the President or equivalent;
- 5.2.2 A statement indicating agreement with the objectives of CAPA/ACPA and with any policy statement or policies as published in the Operations and Policy Manual;
- 5.2.3 A copy of (or web link to) institutional policies regarding the administration of postdoctoral affairs;
- 5.2.4 The name of the senior academic administrator currently responsible for postdoctoral affairs at the institution;
- 5.2.5 A statement as to the approximate number of postdoctoral fellows at the institution on September 1st of the year prior to the application.

5.3 Representatives

Members shall be represented in the Association by the senior academic with responsibility for postdoctoral studies, or his/her delegate. A member may change or withdraw its representative(s) at will by filing a written notice with the Association. If the representative sends a delegate in his/her place to a meeting, advance notice will be provided in writing.

5.4 Notices, Directory, Mailings

A requirement in these by-laws that information, including information in a notice (including without limitation notice of meetings of Members, directors and committees), be created or provided, is satisfied by a written document or the creation or provision of an electronic document or facsimile. Delivery of an electronic document is deemed received when it has been sent and delivery of a written document when mailed, hand delivered or delivered by courier. An electronic document means any form of representation of information or of concepts fixed in any medium in or by electronic, optical or other similar means and that can be read or perceived by a person or by any means, and also includes electronic mail and listservers.

5.5 Withdrawal

Any member may withdraw from the Association by delivering to the Association a written resignation.

6. MEMBERS' MEETINGS

a) Annual General Meeting

- 6.a.1. Timing: An Annual General Meeting will be held once a year, usually at an annual conference, or at such other time and place as the Board shall determine. The Annual General Meeting approves all by-laws, financial statements and major policy directions such as the Mission Statement and Strategic Plan. The organization may adopt or amend by-laws by a majority vote of the member institutions.
- 6.a.2. Quorum: Quorum for the conduct of official business shall be 50% + one of the Institutional Members.
- 6.a.3. Votes: Each Institutional Member institution shall be accorded one vote on all matters requiring a vote of the Annual General Meeting.
- 6.a.4. Designated voting representative: Member Institutions must inform the Board Secretary/Treasurer in advance of the meeting who the designated voting representative will be.
- 6.a.5. Rules of Order: Business meetings shall be conducted according to Robert's Rules of Order.
- 6.a.6. Chair: The Annual General Meeting will be chaired by the President, or, if the President is not present the Vice-President, and failing that another Officer selected by the Directors.
- 6.a.7. Decision on Questions: A majority of the votes cast by the voting Members present shall determine the questions in meetings unless required by these By-Laws or generally at law.
- 6.a.8. Election of Directors: The election of Directors of the Association shall be conducted at the Annual General Meeting. The Chair of the Nominating Committee shall present the list of nominees and call for additional nominations from the floor or a motion that nominations be closed.
- 6.a.9. Appointment of Officers: the Officers are appointed by the Directors. A proposed list of Officers will be provided by the Nominating Committee at the Annual General Meeting, along with the list of Directors. The new Directors will meet as soon as possible following the Annual General Meeting to appoint the officers.
- 6.a.10. Matters: Reports, proposal and motions to be submitted for action by Members of the Association at a general meeting of Members must be filed with the Board at least one month before the Members' meeting. Such matters will be considered by the Board, and if deemed appropriate, presented for general discussion and for a vote by the Association. Such matters may also be deferred for further discussion and action prior to or at the next meeting of Members.

b) Special Meetings

- 6.b.1. Called by Board: The Board shall have power to call, at any time, a special meeting of Members and determine its place (including teleconferences or video conferences). The Board shall provide sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- 6.b.2. Called by Members: The Board shall call a special meeting of Members on written requisition of two-thirds of the voting Members, which requisition shall specify the nature of the business to be discussed and a draft of any resolution proposed.
- 6.b.3. Notice: Fourteen (14) days' notice shall be given to each Member of a Special Meeting.

7. BOARD OF DIRECTORS

7.1. Composition

The Board shall consist of eight (8) members:

- a. Five or six of these will be senior academic administrators from an Institutional Member.
- b. Two or three of these will be postdoctoral coordinators from an Institutional Member.
- c. The eight members shall normally include representation from each of Atlantic Canada, Quebec, Ontario and Western Canada, and not more than one member shall serve on the Board from any particular Institutional Member at any time.
- d. The Board shall appoint one of its members as President, one as Vice-President, one as Secretary/Treasurer, and one as Chair of the Nominating Committee.
- e. The President and at least one other Officer shall each be a senior academic administrator from an Institutional Member.
- f. The other two Officers shall each be either a senior academic administrator or a postdoctoral coordinator from an Institutional Member
- g. The Board may invite a representative of the Canadian Association of Postdoctoral Scholars to attend Board meetings as a non-voting guest, and other individuals as determined by the Board.

7.2. Election

The Directors shall be elected by the Institutional Members at the Annual General Meeting. The Directors shall be elected as individuals and not as institutional representatives.

7.3. Term

The term of Directors shall be two years, with possibility of one renewal for a further two years. The term of office of Directors shall commence at the conclusion of the meeting in which they are elected.

7.4. Vacancies

Any individual who ceases to be a senior administrator or postdoctoral coordinator is ineligible to continue as a Director of the Association beyond the next Annual General Meeting. If a Director is unable or ineligible to complete a term of office, the Board may appoint a replacement until the next meeting of Members in which directors are elected.

7.5. Removal

Directors shall be subject to removal by a two-thirds majority of voting Members on a vote on a resolution at a meeting of Members.

7.6. Duties

The Board will be responsible for acting on behalf of the organization throughout the year, is expected to consult with the membership on all major policy issues, and will report to the membership at regular intervals in addition to the Annual Meeting. Without restricting the generality of the foregoing, the Board shall:

- a) administer the funds of the Association and authorize expenditures; employ staff and establish such offices as necessary;
- b) adopt policies and procedures for the Association;
- c) authorize expenditures on behalf of the Association, and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees;
- d) take appropriate steps to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association;
- e) appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment;
- f) take initiatives and act for the Association for all matters, including drafting policy and public statements; be responsible for organizing the program of the Annual Conference; and
- g) be responsible for preparing the agenda for the Annual General Meeting and other Members' meeting.

7.7. Rules of Procedure at Board Meetings

- 7.7.1. **Calling:** The Board shall meet at least once between the Annual General Meetings at the time and place determined by the President. Additional meetings shall be at the discretion of the President. Directors may participate in a meeting of the Board of Directors, or a committee of the Board of which they are a member, by means of teleconference or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute the presence in person at the meeting. A Board meeting other than the Annual General Meeting may be held with all Board members participating by teleconference.
- 7.7.2. **Notice:** Notice of the time and place of a meeting of the Board shall be given to each Director not less than seven (7) days before the meeting.
- 7.7.3. **Chair:** The Chair of any meeting of Board shall be the President or, if the President is not present, the Vice-President.
- 7.7.4. **Quorum:** Five (5) Directors shall constitute a quorum at any meeting of the Board.
- 7.7.5. **Voting:** All the Directors have a vote at the Board meetings.
- 7.7.6. **Decision on Questions:** A majority of votes cast by the voting Members present shall determine the questions. The Chair shall not have a second or casting vote in the event of a tie, in which event the motion shall be lost.
- 7.7.7. **Absentee:** if a Director cannot participate in a meeting, he or she may not be represented by a substitute.

8. OFFICERS

The Officers of the Association shall be a President, Vice-President, Chair of the Nominating Committee and Secretary/Treasurer. Eligibility for Officers is as described in section 8.1.

8.1. Election

The Officers shall be appointed from among the members of the Board. The Board shall meet following the Annual General Meeting of Members, to appoint the Officers (normally later the same day).

8.2. Term

The term of office shall be:

- a) One (1) year in the case of the President and the Vice-President, renewable for one (1) additional year; and
- b) Two (2) years, renewable for one (1) additional year, in the case of the Secretary/Treasurer and Chair of the Nominating Committee

The term of office for all Officers shall commence at the conclusion of the Annual General Meeting or at the conclusion of the annual conference when the Annual General Meeting is held during the annual conference.

8.3. Vacancies

An individual who ceases to be a senior academic administrator or postdoctoral coordinator shall cease to be an Officer of the Association at the end of the next meeting of Directors at which Officers are appointed. His or her successor at his or her Member Institution does not succeed to the Officer position.

If an Officer of the Board is unable or ineligible to commence or complete a term of office or resigns from office, the Board of the Association shall appoint an eligible interim replacement for the term or remainder of term. Such replacement shall normally be a current serving Director.

8.4. Removal

Officers shall be subject to removal by resolution of the Board, and a three-quarters majority (six votes, when all Board positions are filled)..

8.5. Duties

The President shall be the Chief Executive Officer of the Association. The President shall chair any meeting of the Members, Board, and the Executive Committee, and see that all their resolutions are carried out, and oversee the management of the affairs of the Association.

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

The Secretary/Treasurer shall have the custody of the funds of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association.

He or she shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association. S/he is responsible for giving notice of all meetings of the Members, the Board and the Executive Committee, and recording minutes of all proceedings.

9. COMMITTEES

The Association shall have an Executive Committee and a Nominating Committee as defined below. The Board may appoint any other ad hoc or standing committees and determine their terms of reference. Ad hoc or standing committees may include Members or their officers or employees or representatives, as well as persons possessing expertise deemed appropriate by the Board for the activities to be carried out by the committee, however Board members shall constitute the majority of voting members on such ad hoc or standing committees.

9.1. Executive Committee

The Executive Committee shall consist of the four Officers of the Association. The term of office of members of the Executive Committee shall commence at the conclusion of the Annual General Meeting or at the conclusion of the annual conference when the Annual General Meeting is held during the annual conference. Meetings of the Executive Committee shall be held at any time and place to be determined by the President provided that forty-eight (48) hours written notice of such meeting shall be given to each member of the Committee. Three (3) members of the Committee shall constitute a quorum. The Executive Committee shall exercise such powers as are authorized by the Board, shall act on its behalf in the interval between meetings of the Board and shall report on its actions at the next meeting of the Board.

9.2. Nominating Committee

The Nominating Committee shall consist of five (5) members; two (2) shall be senior academic administrators of Institutional Members of the Association who are not on the current Board, and one (1) shall be a postdoctoral coordinator of an Institutional Member of the Association who is not on the current Board, and two (2) shall be members of the Board, of whom one has been appointed as Chair of the Nominating Committee.

The Nominating Committee shall be appointed by the Board before April 30 prior to the next Annual General Meeting. Members of the Nominating Committee shall be subject to removal by resolution at a meeting of the Board. The Nominating Committee shall, two (2) months prior to the Annual General Meeting put out a call for nominations for positions on the Board, to establish a list of nominees for the Board ensuring at least one nominee for each vacancy, and to provide a report to the Annual General Meeting on its activities. All nominees must signify their willingness to serve if elected.

10. DUES

Membership dues shall be set by the Board and shall be effective when set but subject to ratification by the voting Members at the following Annual General meeting. The Membership year shall correspond to the calendar year.

11. MEETINGS

The Association shall hold an Annual Conference. The Association shall organize other meetings, conferences, workshops and symposia as approved by the Board, to further the objectives of the Association.

12. REIMBURSEMENT

The Association shall exist solely for educational purposes and no member shall enjoy any pecuniary profits from its operation. Directors, Officers and members of committees shall receive no remuneration for acting as such. Anyone conducting authorized business on behalf of the Association shall be reimbursed for expenses if these expenses are approved by the President and the Secretary/Treasurer. If the President or the Secretary/Treasurer incurs expenses, these shall be approved by two other members of the Executive Committee.

13. EXECUTION OF DOCUMENTS

Except as the Board may otherwise authorize, contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two Officers and when so signed shall be binding upon the Association without any further formality.

14. FINANCIAL YEAR

The fiscal year of the Association shall correspond to the calendar year. The finances of the Association are held by the Canadian Association of Graduate Studies as a special project, and as such are audited as part of the accounts of the Canadian Association of Graduate Studies.

15. AMENDMENTS

Amendments to or repeal of the By-Laws may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by a two-thirds (2/3) of the Members present and eligible to vote at the next Annual General Meeting or at a special meeting called for that purpose. Amendment or repeal of these By-Laws may be proposed by a majority of the Board of Directors or by any five (5) voting Members of the Association who have submitted their amendment in writing to the Secretary-Treasurer at least seventy-five (75) days before the next Annual General Meeting.

16. DISSOLUTION

In the event of the dissolution of the Association, all then existing assets shall be distributed to a related association and/or organization, or shall be distributed in equal parts to Institutional members.