

BYLAWS
of the
**TELECOMMUNICATIONS EMPLOYEES ASSOCIATION
OF MANITOBA**
Local 161 of the
**INTERNATIONAL FEDERATION OF PROFESSIONAL
AND TECHNICAL ENGINEERS AFL-CIO & CLC**

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Revised March 9, 2010

BYLAW 1 – MEMBERSHIP IN GOOD STANDING

Definition of “Member in Good Standing”

- 1.1 A member in good standing is any person who meets the eligibility requirements of Article 3 of the Constitution, including any member of TEAM who:
 - 1.1.1 is actively employed by the Employer(s) and who is not in arrears for his/her membership dues;
 - 1.1.2 is currently on a leave of absence from his/her employment but is expected to return to active employment with the Employer;
 - 1.1.3 has been laid off or terminated from employment by the Employer, but is challenging his/her termination through an active grievance under the grievance and arbitration procedure in TEAM’s Collective Agreement.

Loss of Good Standing

- 1.2 The following shall constitute offenses the commission of which, once established and shown to be material, shall subject any officer or member of TEAM to disciplinary action as set forth in this Bylaw:
 - 1.2.1 Violating any provision of the Constitution of TEAM or failing to perform duties or functions specified or required therein;
 - 1.2.2 Engaging in any activity or course of conduct contrary or detrimental to the welfare or best interest of TEAM;
 - 1.2.3 Engaging in dual unionism or in a secessionist movement that fosters or promotes a rival organization;
 - 1.2.4 Obtaining membership through fraudulent means or by misrepresentation;
 - 1.2.5 Making known the business of TEAM or of any local union to persons not entitled to such knowledge. This provision shall not be construed to prohibit TEAM or its Officers from establishing and maintaining an archival repository by agreement with a university or other suitable repository and placing therein the historical records of TEAM;
 - 1.2.6 Causing or advocating a stoppage of work without having the consent of the Board;
 - 1.2.7 Wilfully engaging in any act or course of conduct which is inconsistent with the duties and obligations of a member of a union or which constitute a breach of an existing collective bargaining agreement;
 - 1.2.8 Refusing to follow lawful directives, orders or regulations of the President or the Board;
 - 1.2.9 Mishandling, misappropriating or otherwise misusing union funds or properties;
 - 1.2.10 Wilfully making any false or fraudulent report or wrongfully failing to make a report required by statute to be filed;
 - 1.2.11 Failing to exercise responsibility toward TEAM or engaging in conduct which would interfere with TEAM’s performance of its obligations;
 - 1.2.12 Threatening violence or assaulting any union member or officer;

- 1.2.13 Disrupting or disturbing a union meeting or interfering with the orderly conduct thereof, or appearing at any such meeting in an intoxicated condition or failing to obey lawful orders, directions or ruling of the presiding officer of any union meeting;
- 1.2.14 Acting in an adversarial manner against TEAM contrary to his/her duties, or holding or acquiring any pecuniary or personal interest which conflicts with the interest of TEAM, excluding personal financial holdings in the Employer(s);
- 1.2.15 Wrongfully taking or retaining any money, books, records, papers or other property belonging to TEAM; wilfully making a false entry in, or wilfully concealing, withholding or destroying any books, records, reports or statements required by statute to be kept by him/her for and on behalf of TEAM;
- 1.2.16 Crossing a legal and authorized picket line of a local union to perform non-TEAM bargaining unit work for the struck company;
- 1.2.17 Slandering, libelling or wilfully wronging an officer or fellow member of TEAM;
- 1.2.18 Using the name of TEAM to solicit funds or advertise without the written consent of the Board Officers;
- 1.2.19 Furnishing, without prior authority, any membership information, to any person or persons other than those whose official position in TEAM would entitle them to have such information;
- 1.2.20 Deliberately interfering with an official of TEAM in the discharge of duties;
- 1.2.21 Sexually or otherwise harassing another member.

Determination of Loss of Good Standing

- 1.3 Determination of member not in good standing under the provisions of this Bylaw shall be made by motion of the Board pursuant to the following procedure:
 - 1.3.1 Where it is alleged that a member has committed any act or offence under Bylaw 1.2, the Board shall give written notice of the allegation to the member in question. Such notice shall state the nature of the alleged act or offence, and shall provide a date, time and meeting place, when, if the member chooses, he/she may appear in person to respond to the allegations.
 - 1.3.2 Having received proper notice, should the member decline or neglect to appear before the Board, the Board may proceed to consider the matter and pass any resolution as to the member's status in the member's absence.
 - 1.3.3 If the member does appear, the Board shall consider the information presented by the member in question, and any other information or evidence which the Board deems relevant to the matter. Thereafter the Board shall vote upon any resolution as to the member's status which has been duly proposed.

Reinstatement of Good Standing

- 1.4 Any person who, under the provisions of this Bylaw has lost his/her status as a member in good standing of TEAM may, after 6 months, apply to the Board for reinstatement as a member in good standing. The Board may consider any evidence or information it deems relevant.

BYLAW 2 – FISCAL YEAR

- 2.1 The fiscal year shall be from January 1st to December 31st.

BYLAW 3 – ACCOUNTING

- 3.1 The Treasurer shall receive and be responsible for all moneys, properties and securities belonging to TEAM, and for the depositing of all monies into TEAM's accounts.
- 3.2 At the end of each fiscal year or as otherwise specifically required the Treasurer shall present to the Board for approval a review of TEAM's financial statements and records prepared by a qualified professional accountant in accordance with generally accepted accounting principles.
- 3.3 The Treasurer shall personally present a Financial Report at the General Meeting.
- 3.4 The Board is authorized to approve and make payment of all accounts and bills of TEAM.
- 3.5 The President, Vice President, Treasurer and any other officers designated by the Board shall be the signing officers of TEAM in any financial transaction. All cheques require two authorized signatures.
- 3.6 Signing authorities may not sign cheques that would cause a budget line to be exceeded without Board approval.
- 3.7 Signing authorities may not enter into agreements or contracts that exceed the value of \$10,000 without Board approval.

BYLAW 4 – FEES AND DUES

- 4.1 TEAM dues shall be set by the Board.
- 4.2 Any changes to the amount of TEAM dues shall be determined by mailed referendum of members in good standing, and shall remain in effect until altered by a subsequent referendum. Such referendum shall be ratified by a simple majority vote of the ballots returned.
- 4.3 Subject to any change by referendum under this Bylaw and Bylaw 5.2, regular TEAM dues for each member shall be calculated according to the following formula:

An amount equal to one (1) hour of pay at the member's normal hourly rate of pay, paid bi-weekly.
- 4.4 A special assessment may be levied by the Board following its submission to the membership in the form of a mailed referendum of members in good standing. Such referendum shall be ratified by a simple majority vote of the ballots returned.

BYLAW 5 – DEFENCE FUND

- 5.1 An amount not less than 13.5% per cent of the annual dues shall be transferred into the TEAM Defence Fund each year that the total balance in the Fund remains below \$2.5 million. The Fund will provide defence for TEAM members in the event of a strike, lockout or other dispute.
- 5.2 On attaining a Defence Fund balance of \$2.5 million, the dues amount shall be reduced by 25%.

BYLAW 6 – PAYMENT OF TEAM DUES

- 6.1 Subject to Article 8 of the Constitution, all dues shall be paid to TEAM directly from the Employer as a result of the Collective Agreement, or as may be determined by the Board.

BYLAW 7 – DUTIES AND POWERS OF THE BOARD

- 7.1 Where TEAM has the power to make appointments to any Board, Commission or other body, the Board shall have the power to make/rescind such appointments by resolution.
- 7.2 Upon election and after holding their first meeting as a Board, the Board will undertake to carry on to completion all Bylaws, reports and proceedings under consideration by the previous Board.
- 7.3 The Board may make regulations with regard to the time and place of holding its meetings and special meetings, and generally for governing its organization and proceedings.
- 7.4 Without affecting the generality of the foregoing, the Board may, subject to such conditions as it shall impose, delegate to any committee of Board members and members-at-large any of its responsibilities respecting the examination of any question, the management of any business or the execution of any specific duties.
- 7.5 Notwithstanding Bylaw 7.4 the Board remains accountable for all actions taken on its behalf.

Employment of the Executive Director

- 7.6 The Board shall hire the Executive Director under the terms and conditions agreed to in an employment contract.
 - 7.6.1 A panel consisting of all Board Officers shall conduct a performance review by January 15th of each year.
- 7.7 The hiring procedure for the Executive Director shall be as follows:
 - 7.7.1 The Executive Director position shall be posted internally within the Employer(s) premise. All TEAM members in good standing and TEAM office staff shall be eligible to apply for this position.

- 7.7.2 Should the Board not find a qualified candidate internally, the Board shall have the right to hire an Executive Director external to the Employer(s) premise and the TEAM office.

Appointment of the Pension Committee Representative

- 7.8 After the three year term of the current elected Pension Committee Representative expires on December 31, 2012, or he retires or resigns, the Board shall henceforth appoint the TEAM representative to the Employer(s) Pension Committee(s).
- 7.9 The appointee shall be a member in good standing and a member of the Employer's Defined Benefit Pension Plan.
- 7.10 Subject to Bylaw 7.1, the Pension Committee Representative shall serve for a term of three (3) years. The Board shall have the option of extending the term at its discretion.

BYLAW 8 – DUTIES OF THE BOARD OFFICERS

Duties of the President

- 8.1 The President shall:
 - 8.1.1 Be the presiding officer at all membership meetings and Board meetings, and shall be an ex officio member of any committee of TEAM;
 - 8.1.2 Perform all other duties as may be assigned to him/her by the Board or the membership;
 - 8.1.3 Have the power to appoint/rescind other committees as he/she deems necessary for conducting the work of TEAM, with concurrence of the Board;
 - 8.1.4 Serve as a signing officer for all cheques issued by TEAM;
 - 8.1.5 Sign every Bylaw, under the Seal of TEAM;
 - 8.1.6 Sign Collective Agreements;
 - 8.1.7 Subject to Board approval, nominate members to fill vacant Board positions and ensure that all Board Officer positions are filled;
 - 8.1.8 Serve as principal spokesperson for TEAM;
 - 8.1.9 Support and mentor Board Members whenever feasible;
 - 8.1.10 Recruit and direct volunteers to accomplish any project or activity undertaken by TEAM;
 - 8.1.11 Be the first delegate to and the chair of the TEAM delegation to IFPTE, CLC and MFL conventions;
 - 8.1.12 Shall when chairing meetings always be courteous and fair, but at the same time he/she should be firm in protecting the Board from imposition;
 - 8.1.13 May, over and above release time for Board meetings and negotiations, be released from his/her duties with the Employer for up to 50 days per fiscal year to conduct TEAM business as required;
 - 8.1.14 Take a lead role in any membership communication network activities.

Duties of the Vice-President

8.2 The Vice-President shall:

- 8.2.1 Perform the duties of the President when the President is unavailable;
- 8.2.2 Perform all such duties as may be assigned to him/her by the President, the Board, or the membership;
- 8.2.3 Maintain TEAM's Board Policy Book;
- 8.2.4 Assist and support the President;
- 8.2.5 Support and mentor Board Members whenever feasible;
- 8.2.6 Take a lead role in any membership communication network activities;
- 8.2.7 Serve as a signing officer for all cheques issued by TEAM.

Duties of the Secretary

8.3 The Secretary shall;

- 8.3.1 Keep the IFPTE and TEAM Corporate Seal;
- 8.3.2 Be responsible for all correspondence and records of TEAM except those relating exclusively to the finances of TEAM;
- 8.3.3 Notify or cause to be notified all members of the date, place and time of meetings;
- 8.3.4 Perform all such other duties as may be assigned to him/her by the President, the Board, or the membership;
- 8.3.5 Turn over, at the end of his/her term, to his/her successor all properties and assets, funds, books and records belonging to TEAM;
- 8.3.6 Receive letters of resignation from any member of the Board;
- 8.3.7 Sign every Bylaw, under the TEAM Corporate Seal;
- 8.3.8 Every year, make or cause to be made a corrected alphabetical list of all persons entitled to vote, and shall certify its accuracy and completeness. In an election year such list shall be made at least two weeks prior to the date of elections;
- 8.3.9 Ensure that minutes are prepared, distributed, and stored for all TEAM Board and Business meetings;
- 8.3.10 Establish and maintain archives, to contain minutes, newsletters, legal documents (with the exception of financial records) and other TEAM related documents of permanent interest;
- 8.3.11 Send out or cause to be sent out membership applications to new employees;
- 8.3.12 Receive and process member initiated requests for Special General Meetings;
- 8.3.13 Establish and maintain a record of all persons who are members of TEAM;
- 8.3.14 Take a lead role in any membership communication network activities;
- 8.3.15 Train their successor.

Duties of the Treasurer

- 8.4 The Treasurer shall;
 - 8.4.1 Be responsible for the receipt, deposit, disbursement and withdrawal of all funds of TEAM and shall render statements to the Board at least quarterly;
 - 8.4.2 Furnish a financial statement to the membership at its General Meeting;
 - 8.4.3 Keep a record of all persons who are members of TEAM, showing the date the membership commenced and the dates on which the fees of TEAM have been paid;
 - 8.4.4 Perform all such other duties as may be assigned to him/her by the President, the Board, or the membership;
 - 8.4.5 Turn over, at the end of his/her term of office, to his/her successor all properties and assets, funds, books and records belonging to TEAM;
 - 8.4.6 Present the financial statements to the Board for approval as required and specifically at the end of the fiscal year;
 - 8.4.7 Serve as a signing officer for all cheques issued by TEAM;
 - 8.4.8 Establish and/or maintain TEAM financial records;
 - 8.4.9 Maintain TEAM's cheque book, financial/bank accounts and disburse TEAM funds;
 - 8.4.10 Lead in the preparation of TEAM's annual budget;
 - 8.4.11 Establish and/or maintain necessary reporting to Revenue Canada and other governmental tax boards, as appropriate and required;
 - 8.4.12 Support and mentor Board Members whenever feasible;
 - 8.4.13 Perform other duties as requested by the President and/or the Board;
 - 8.4.14 Take a lead role in any membership communication network activities;
 - 8.4.15 Train their successor.

BYLAW 9 – DUTIES OF THE PENSION COMMITTEE REPRESENTATIVE

- 9.1 The Pension Committee Representative shall:
 - 9.1.1 Fairly represent the interests of TEAM and its members in all matters relating to pension issues;
 - 9.1.2 Report annually in writing to the general membership, or more frequently as determined by the Board;
 - 9.1.3 Submit a written report to the Board and Executive Director after each Pension Committee meeting;
 - 9.1.4 Report to the Board in person as requested by the President or the Board;
 - 9.1.5 Chair any TEAM committees that are set up to address pension issues;
 - 9.1.6 Identify to the Board for concurrence a member of TEAM to receive relevant training on pension related matters;

BYLAW 10 – BOARD ELIGIBILITY

- 10.1 Members in good standing are eligible for election to the Board.
- 10.2 Notwithstanding 10.1 employees of TEAM are not eligible to hold a Board position.

BYLAW 11 – BOARD MEMBERS AND BOARD MEMBER DUTIES

- 11.1 In addition to the Board Officers, there shall be six (6) elected Board Members.
- 11.2 Where possible, the Board Members shall include at least one (1) representative from each VP group of the Employer(s).
- 11.3 The Board Members shall:
 - 11.3.1 Assist in the identification and resolution of issues affecting the members;
 - 11.3.2 Serve on a minimum of one committee;
 - 11.3.3 Maintain communications with the membership;
 - 11.3.4 Take a lead role in any membership communication network activities;
 - 11.3.5 Perform all such duties as may be assigned by the President, the Board, Officers or the membership.

BYLAW 12 – LIMITATION OF LIABILITY AND INDEMNITY

- 12.1 Limitation of liability: While executing the duties of his/her office, no Officer, Board Member or committee member of TEAM shall be liable for any loss, damage, misfortune, or for any act, omission, neglect or default of any other Officer, Board Member, committee member, member of TEAM, or employee of TEAM.
- 12.2 TEAM indemnifies and saves its elected representatives and/or employees harmless from any personal or financial liability for actions or causes of actions arising directly or indirectly from their conscientious conduct of TEAM affairs, either by act or omission.

BYLAW 13 – VACANCIES AND RESIGNATIONS

- 13.1 A vacancy in a position on the Board shall occur when:
 - 13.1.1 The sitting member resigns the position in writing;
 - 13.1.2 The sitting member is no longer eligible for membership in TEAM as defined in Article 3 of the Constitution and Bylaws 1.1, 1.2 and 10.2;
 - 13.1.3 No eligible candidate stands for election to the position in accordance with Bylaw 14.
- 13.2 Where a vacancy occurs on the Board, the Board must approve, by majority vote, any member nominated pursuant to Bylaw 8.1.7 to serve the unexpired term of the vacant position provided the appointee completes the nomination form with the signatures of 10 members-at-large in good standing.
- 13.3 Notwithstanding 13.2 if the office of President becomes vacant, in accordance with Bylaw 8.2.1 the Vice-President shall assume the duties until the next election.

- 13.4 The resignation of any member of the Board shall be made in writing to the Secretary and shall be deemed to be effective on the date of receipt thereof by the Secretary, unless a later effective date is specified in the resignation.

BYLAW 14 – ELECTION PROCEDURE

- 14.1 The Board shall appoint an Election Committee prior to October 1st of each election year. It shall be comprised of at least three (3) members at least one (1) of whom shall not be a Board Officer or Board Member.
- 14.2 The Committee shall call for nominations no later than October 10th of each election year.
- 14.3 The Committee shall submit the list of eligible candidates to the Secretary by November 15th of each election year. Nominations received after November 15th will not be considered.
- 14.4 Nominations will be received from members provided such nominations bear the signatures of the Nominee and at least ten (10) members-at-large in good standing.
- 14.5 Board Officers and Board Members shall be elected by mailed ballot vote of the membership.
- 14.6 All candidates for election shall be members in good standing.
- 14.7 Where there is only one candidate for any office, he/she shall be declared elected.
- 14.8 Notwithstanding Article 5.5 of the Constitution, no person shall run for more than one (1) position elected by the general membership at a time.
- 14.9 The Committee shall invite all candidates for a contested position to submit a written campaign statement of not more than 100 words. This statement shall not be edited in substance but shall be truncated by the Committee if necessary to meet the required length. Biographical data and written campaign submissions shall be included in the ballot material.
- 14.10 TEAM shall not be responsible for election communications other than those provided for in Bylaw 14.9.
- 14.11 The committee shall provide a mailed ballot to each member in good standing by November 25th of each election year.
- 14.12 Ballots shall be returned by December 15th of each election year.
- 14.13 IFPTE Convention delegates and alternates are elected in accordance with the IFPTE Constitution and shall be elected on a schedule to comply with IFPTE's convention timing requirements. Delegates and alternates other than the President and Vice President shall be elected by the members according to a process established by the Board.
- 14.14 The Board will determine the number of IFPTE Convention delegates who will be funded to attend any Convention.

BYLAW 15 – VOTING FOR BOARD POSITIONS AND REFERENDA

- 15.1 Each member in good standing shall have only one vote for each position in an election for the Board, or when voting in a TEAM referendum.
- 15.2 The proper list of electors to be used in an election shall be the last revised list of members in good standing.
- 15.3 Notwithstanding that the list has been revised and corrected in accordance with Bylaw 8.4.3, any person:
 - 15.3.1 Who is qualified to vote but whose name had been omitted from the list;
 - 15.3.2 Who has registered with the Secretary but whose name has been omitted from the list;
 - 15.3.3 Whose name has been misspelled on the list and who is otherwise entitled to vote;may make application to the Secretary of TEAM for verification of membership.
- 15.4 To be counted, all ballots shall be verified against the proper list of electors.
- 15.5 A majority of ballots returned by eligible voters shall decide each referendum, except where otherwise expressly required or specified in the Constitution or Bylaws.
- 15.6 Candidates for all elected positions shall be elected by plurality of votes cast.
- 15.7 Mail-in ballots shall be sent out to members not less than 15 days prior to the return date.

BYLAW 16 – VOTING AT BOARD MEETINGS

- 16.1 Notwithstanding where there is a requirement for greater than a simple majority, a majority of the votes cast by the Board Officers and Board Members in attendance at Board meetings shall decide all matters of business at Board meetings.
- 16.2 Board Officers and Board Members in attendance by telephone or videoconference may vote on a motion only if they are in attendance for the full discussion of the motion.
- 16.3 All Board Officers and Board Members, including the President, shall have one vote only.

BYLAW 17 – COLLECTIVE AGREEMENTS

- 17.1 At a time deemed appropriate by the Board, the Board shall appoint a Collective Bargaining Committee of up to ten (10) members but not less than four (4), two of whom shall be the Labour Relations Officer and the Executive Director. Where possible the committee shall be broadly representative of the membership, by VP group, job function, wage classification, gender, race and orientation.
- 17.2 General collective bargaining objectives shall be established by the Bargaining Committee from information, gathered from but not limited to surveys, focus groups, meetings, interviews and problems arising from ambiguous language in the Collective Agreement.

- 17.3 Specific contract proposals shall be determined by the Bargaining Committee which shall present its recommendations to the Board.
- 17.4 The Board shall communicate the general nature of the proposals to the membership for feedback and direction.
- 17.5 The Negotiating Committee shall be chaired by the President and be comprised of the President, the Executive Director or his/her designate and up to three (3) additional committee members approved by the Board with input from the Executive Director or his/her designate.
- 17.6 The Negotiating Committee shall have the authority to reach a settlement with the Employer(s) subject to ratification by the general membership pursuant to Bylaw 17.7 hereof.
- 17.7 Prior to the signing of a Collective Agreement, the Board shall call for information meetings to present the negotiated settlement. Voting shall be held following the meeting(s). Ballots will only be mailed to members working outside of Winnipeg and Brandon, and in circumstances such as, but not limited to, short-term illness, long term disability, scheduled vacation.
- 17.8 Ratification shall be by a simple majority of votes cast.