

WINNIPEG
ASSOCIATION
IFPTE LOCAL 162



CONSTITUTION
&
BY-LAWS

CONSTITUTION

The masculine nouns and pronouns throughout the Association's Constitution, By-Laws and Rules of Order are used for succinctness and refer to both female and males.

1. **NAME:**

The name of this organization shall be the Winnipeg Association of Public Service Officers (WAPSO) IFPTE Local 162, hereinafter referred to as the "Association".

2. **MISSION STATEMENT:**

The mission of WAPSO is to proactively represent its members who are employed in an Administrative, Supervisory, or Professional capacity with their employer regarding all matters of compensation, benefits, working conditions and other employment issues.

WAPSO is dedicated to and strives to achieve the following goals for the membership:

- **effectiveness** as a bargaining unit
- **economic** security for its members
- **employment** security for its members
- **quality** of work life for its members

3. **ELIGIBILITY FOR MEMBERSHIP:**

a. A person shall be recognized as a member of WAPSO if: i) they are identified under a WAPSO bargaining unit certification, ii) are in good standing with the Association and iii) pay dues to the Association.

b. Notwithstanding the provisions of Sub-clause 3a. the Board of Directors of the Association shall have the sole and exclusive authority to determine whether an applicant is eligible or not eligible to be a member of the Association.

4. **THE BOARD OF DIRECTORS:**

The Officers of the Association, the immediate Past President and the Members-at-Large shall constitute the Board of Directors of the Association.

a. Officers: The Officers of the Association shall include a President, 1st Vice-President, 2nd Vice-President, and Secretary/Treasurer.



b. Members-at-Large: The number of Members-at-Large elected from the general membership will be a minimum of seven (7) and a maximum of twelve (12).

5. **ELECTION OF THE BOARD OF DIRECTORS AND IFPTE CONVENTION DELEGATES:**

The Officers and the Members-at-Large of the Association shall be elected at Annual General Meetings of the membership, by a majority vote of the members attending such Annual Meetings.

Elections for the following Board of Directors positions of President, 2nd Vice-President and Members-at-Large from Groups 1, 3 and 5 shall take place at the Annual General Meeting in odd numbered years.

Elections for the following Board of Directors positions of 1st Vice-President, Secretary/Treasurer and Members-at-Large from Groups 2, 4 and 6 shall take place at the Annual General meeting in even numbered years.

IFPTE Convention Delegates shall be elected at the Annual General Meeting immediately proceeding the IFPTE Convention, by a majority vote of the members attending such Annual meeting. Nominations from the floor at the Annual General Meeting for members wishing to be considered by the membership to attend and be a delegate for WAPSO at the IFPTE Convention must be present and in attendance to accept the nomination.

6. **TERMS OF OFFICE and ELECTORAL GROUPS:**

a. All Officers and Members-at-Large shall serve for a term of two years or until such time as successors are elected.

b. Board of Directors shall be recruited from the following identified Groups and shall be recruited on the basis of having as wide a representation as reasonably possible. These Groups should be reviewed annually by staff of the Association who shall make a recommendation at each Annual General Meeting that shall be voted on by the membership.

- Group 1 Riverview Health Centre
 Winnipeg Regional Health Authority
- Group 2 City Clerk's Department
 Fire Paramedic Service
 Assessment & Taxation Department
 Corporate Support Services Department
 Corporate Finance Department
 Special Operating Agencies



- Group 3 Public Works Department
- Group 4 Water and Waste Department
- Group 5 Community Services Department
- Group 6 Planning, Property & Development Department
 Transit Department

7. **DUTIES OF THE OFFICERS:**

a. Duties of the President: The President shall be the presiding Officer at all general membership meetings of the Association and at all Board of Directors and Executive Committee meetings, shall be a delegate to IFPTE Conventions and shall be an ex-officio member of any Committee of the Association. He/she shall have general supervision of the business of the Association and perform all such other duties as may be assigned to him by the Board of Directors or the membership. The President may appoint at any time by resolution such other Committees, as he/she deems necessary for conducting the work of the Association.

b. Duties of the 1st Vice-President: The 1st Vice-President shall perform the duties of the President in the event of his/her absence for any reason, shall be a delegate to IFPTE Conventions and shall perform all such duties as may be assigned to him/her by the President, the Board of Directors or the Membership.

c. Duties of the 2nd Vice-President: The 2nd Vice-President shall perform the duties of the 1st Vice-President in the event of his/her absence for any reason whatsoever, shall be the 2nd alternate delegate to IFPTE Conventions in the event that the President or 1st Vice President is unable to attend and shall perform all such duties as may be assigned to him/her by the President, the Board of Directors or the Membership.

d. Duties of the Secretary/Treasurer: The Secretary/Treasurer shall be responsible for all correspondence and records of the Association including the receipt, deposit, disbursement and withdrawal of all funds and shall render periodic financial statements to the Board of Directors. He/she shall also furnish a financial statement to the Membership at its Annual General Meeting. He/she shall be responsible to ensure a record be kept of all persons who are members of the Association, showing the date membership commenced and the date on which the fees of the Association have been paid. He/she shall notify or cause to be notified all members of the date, place and time of meetings. He/she shall be the 1st alternate delegate to IFPTE Conventions in the event that the President or 1st Vice President is unable to attend and shall perform such other duties as may be assigned to him/her by the President, the Board of Directors or the Membership.

At the end of his/her term of office the Secretary/Treasurer shall turn over to his/her successor, all properties and assets, including funds, books, and records belonging to the Association.

e. Subject to the provisions of Article 5 of the Constitution and of Section 14. of the Association's By-Law, at each Annual General Meeting of Members, an Executive Committee shall be elected that shall consist of the President, 1st Vice-President, 2nd Vice-President and the Secretary/Treasurer whose responsibilities will focus on the day to day operational and limited administrative needs of the Association as assigned by the Constitution and By-Laws of the Association. The Executive Committee does **not** have the authority to make policy but will have the authority to interpret By-Law policy on an interim basis between meetings of the Board of Directors. The Board of Directors may also delegate to such Executive Committee any powers of the board except those which, under The Corporations Act (Manitoba), the Executive Committee has no authority to exercise.

8. **DUES:**

The Association dues shall be determined by the majority at a duly authorized General Meeting of the Association and may be amended only by a General Meeting of the Association.

9. **GOVERNING POWER:**

The powers of the Board of Directors to govern shall be exercised through By-Law. The Board of Directors shall have the right to create new By-Laws or amend existing ones as they may consider necessary for the well-being of the Association. It is an obligation of the Board of Directors to notify each member by mail/email at least two (2) weeks prior to the creation or amendment of any By-Law.

10. **AMENDMENTS TO THE CONSTITUTION:**

The provisions of this Constitution may be amended, repealed, or re-enacted only at any General Meeting of the Association, provided that a notice of motion to so amend has been filed with the Secretary/Treasurer at least thirty (30) days prior to such meeting. Each member shall be notified in writing of any proposed change to the Constitution and such notice shall be mailed/emailed or delivered to each member not less than one week prior to the holding of a general meeting. A change in this Constitution shall be effected only with support of two-thirds of votes cast by members present at the General Membership Meeting.

BY-LAWS

A by-law relating generally to the transaction of the business and affairs of the **WINNIPEG ASSOCIATION OF PUBLIC SERVICE OFFICERS (WAPSO)**, IFPTE Local 162.

1. DUTIES AND POWERS OF THE BOARD OF DIRECTORS:

- a. Where the Association has privilege to make appointments to any board, commission or other body, the Board of Directors shall have the power to make such appointments, by resolution or By-Law.
- b. Upon and after the annual or other election of the members thereof and their having organized and held their first meeting as the Board of Directors, every Director may take up and carry on to completion all By-Laws, reports and proceedings which had been under consideration by the Board of Directors, either in the next preceding year or subsequent thereto, and it shall not be necessary to begin “denovo” with any By-Law, resolution, proceeding, report, matter or thing entertained by the Board of Directors in such preceding year, or subsequent or prior thereto.
- c. Where a vacancy occurs on the Board of Directors caused by resignation, death or otherwise, the Board of Directors shall have the authority to appoint any member of the Association to serve the unexpired term of the vacant position. This rule shall not apply to the office of President, to which, when a vacancy occurs, the First Vice-President shall immediately succeed. The resignation of any member of the Board of Directors shall be made in writing to the Secretary/Treasurer and shall be deemed to be effective at the date of receipt thereof by the Secretary/Treasurer, unless a later effective date is specified in the resignation.
- d. The Board of Directors may make regulations with regard to the time and place of holding its meetings, the calling of special meetings, and generally for governing its organization and proceedings.

Without affecting the generality of the foregoing, the Board of Directors may, subject to such conditions as it shall impose, delegate to any Committee of its members any of its powers respecting the examination of any question, the management of any business or the execution of any specific duties.

- e. The Board of Directors may make such regulations for the welfare of the members of the Association in matters not specifically provided for herein as may be deemed expedient.
- f. The Board of Directors shall meet at least every sixty (60) days at such time and place as the President, or a majority of the Executive may determine from time to time. A majority of the Executive shall constitute a quorum, provided at least two (2) Officers are present at such meetings.
- g. Any member in good standing of the Association may attend any Board of Directors meeting as an observer upon approval of the Directors.
- h. A member of the Board of Directors shall conduct themselves consistent with the Code of Conduct which states, "I will strive to attend all Board of Directors meetings, giving apologies ahead of time to the Chair if unable to attend." A member of the Board of Directors who are absent for three (3) meetings in a twelve (12) month period without reasons acceptable to the Chair may be removed from the Board by a majority vote of the Board of Directors at a properly commenced meeting of the Board.
- I.
 - i. In the event that a member of the Board of Directors is alleged to have acted in a manner that violates the Association's Code of Conduct, the Executive Committee of the Board shall meet with the member to hear their explanation and the Executive Committee shall take whatever further inquiries are needed to insure they are aware of all relevant facts.
 - ii. The Executive Committee shall determine if any sanctions are warranted and if so, shall impose such sanctions. The member shall be advised in writing of the decision of the Executive Committee.
 - iii. The member may, within fifteen (15) working days, of receiving the Executive Committee's decision, appeal the decision to the full WAPSO Board.
 - iv. Such an appeal shall be in writing and directed to the President of WAPSO requesting to be heard by the WAPSO Board.
 - v. The President shall either place the appeal on the agenda of the next Board meeting or call a special meeting of the Board to hear the appeal if deemed more timely and appropriate.
 - vi. The Board will hear the presentation by the member and shall also hear from a representative of the Executive Committee explaining the reasons for the Executive Committee decision.

vii. Following the meeting, the Board shall determine whether to uphold the decision of the Executive Committee or to vary or eliminate the sanction. The decision of the Board is final.

viii. The decision of the Board shall be communicated to the member in writing.

2. QUALIFICATIONS OF MEMBERS OF THE BOARD OF DIRECTORS:

- a. Only those persons whose names appear on the list of membership of the Association, and who have such other qualifications as the Board of Directors may fix by By-Law shall be eligible for election as Directors.
- b. Notwithstanding anything else contained in this By-Law, none of the following shall be qualified to be a member of Board of Directors.
 - i. a person who, either himself/herself or by or through another has any personal claim, action or proceeding against any member of the Association.
 - ii. a person having been convicted of any criminal offense upon conviction of which offense a person is liable for imprisonment.

3. MEMBERSHIP IN GOOD STANDING:

Subject to Clause Three (3) of the Constitution:

- a. The Board of Directors of the Association shall notify each applicant whether or not he/she has been accepted as a member of the Association, based on a decision made by the Board of Directors.

4. PAYMENT OF ASSOCIATION DUES:

- a. Subject to Clause Eight (8) of the Association Constitution, all dues shall be paid to the Association directly from the employer as a result of the Collective Agreement, or as may be determined by the Board of Directors.
- b. Each member shall be notified in writing of any proposed change to the dues, and such notice shall be mailed, emailed or delivered to each member not less than one week prior to the holding of a General Meeting.
- c. A special assessment may be levied following a decision to that effect by a majority of votes cast at a General Meeting of the Association. Such special assessment shall be paid to the Association directly from the employer, or as may be determined by the Board of Directors.

5. GENERAL MEETINGS:

- a. The Annual General Meeting of the Membership for the purpose of election of Directors and presentation of reports shall be held within ninety (90) days of the fiscal year end of the Association.
- b. Special General Meetings may be called by the President, the Board of Directors or any ten (10) members of the Association, such request for the calling of a Special General Meeting shall be signed by not less than ten (10) members in good standing and forwarded to the Secretary/Treasurer of the Association who shall then call for a Special General Meeting, provided that such request states specifically the purpose for which such meeting is to be called.
- c. When a Special General Meeting is convened as a result of the request of ten (10) or more members of the Association, it shall deal only with the purpose for which it was called.
- d. Notices of General Meetings shall be written notices and shall be forwarded to each member at his/her last known address or email address through the employer's internal email system, or his/her place of employment, stating the purpose of the meeting and such notices shall be mailed, emailed or delivered to each member not less than one (1) week prior to the holding of a General Meeting except in the case of an emergency as must be determined by the Board of Directors.
- e. WAPSO'S Rules of Order shall govern the proceedings of all meetings. On any point where the specific rules laid down by the Association are silent, Robert's Rules of Order shall apply; where they conflict with Robert's Rules of Order, WAPSO'S Rules of Order shall apply.

6. ORDER OF BUSINESS AT ANNUAL GENERAL MEETING:

The President shall occupy the Chair and shall conduct the business in the following order:

- a. Call to order
- b. Roll Call (necessity to be determined by the President)
- c. Reading of the Minutes
- d. Matters Arising
- e. Reports:
 - President
 - Special Report
 - Administrative Report
 - Audit Report
 - Secretary/Treasurer's Report
 - Proposed Budget

- f. Unfinished Business
- g. New Business
 - Nominations and Elections
 - Correspondence
 - Other New Business
 - Adjournment

7. QUORUM:

Twenty (20) members shall constitute a quorum at General Meetings.

8. VOTING:

- a. Elections: Every elector shall have only one vote, when voting for each member of the Board of Directors to be elected and a majority of votes cast by members present at a General Meeting shall decide each election, subject to Clause Five (5) of the Constitution.
- b. Counting of votes shall be decided by a show of hands or by members standing or by ballot, and the method employed shall be the decision of the Chairperson, unless by a majority of votes cast by members present at a General Meeting, who may elect the method of voting.
- c. Business: All matters of business shall be decided by a majority of votes cast by members present at a General Meeting, in a mail-in ballot or in a walk-in ballot.
- d. Any member who will be working or on vacation at an out-of-town location at the time of a meeting will be provided an alternative voting option through prior arrangements made with the Executive Director or designate.
- e. The Chairperson shall have the same rights as other members to vote on any question. In case of a tie vote, he/she shall cast the deciding vote.

9. ELECTION PROCEDURE:

Qualification of Voters at Elections:

- a. Except as otherwise hereinafter provided, those persons whose names appear on the list of membership of the Association shall be entitled to vote at a general membership election of Directors.



- b. No person shall be entitled to vote at any election unless he/she is one of the persons named, or purported to be named in the proper list of electors, or is entitled to vote by virtue of certification pursuant to Clause Three (3) hereof.

Notwithstanding that the list has been revised and corrected by the Secretary/Treasurer,

- c. Who at the time of election is qualified to vote but whose name has been omitted from the list; or,
- d. Who has registered with the Secretary/Treasurer but whose name has been omitted from the list; or,
- e. Whose name has been misspelled on the list and who is otherwise entitled to vote; may make application to the Secretary/Treasurer, or in his/her absence, any other authorized signing officer, for certification of membership, and upon being satisfied that such name was so omitted or misspelled and that the applicant is otherwise qualified to vote, the Secretary/Treasurer or other authorized signing officer may certify that that person is entitled to vote.

List of Electors:

- f. The proper list of electors to be used at an election shall be the last revised list of members in good standing.
- g. The Secretary/Treasurer shall every year, immediately prior to the date of elections, make up a correct alphabetical list of all persons entitled to vote, and shall certify the same as to its accuracy and completeness.

Nominations:

- h. Prior to the Annual General Meeting each year, the Board of Directors shall ensure the selections of a slate of candidates from eligible members. The selection should be made on the basis of having as wide a representation a reasonably possible. The list of candidates shall be submitted to the Secretary/Treasurer for distribution to the membership prior to the Annual General Meeting.
- i. Nominations will be received from the floor under the rules of parliamentary procedure (do not require to be seconded) provided the nominee will allow his/her name to stand for election.

10. COLLECTIVE AGREEMENTS:

Proposals of Collective Agreements:



- a. The Executive Director, or designate, shall request written proposals from the members no sooner than three (3) months and no later than one (1) month prior to the expiry date of a Collective Agreement.
- b. The Board of Directors will then cause to be prepared proposed changes to a Collective Agreement.

Negotiating Committee:

- c. The Board of Directors shall appoint a Negotiating Committee to meet with an employer (either the City of Winnipeg, Riverview Health Centre, Winnipeg Regional Health Authority, Assiniboine Park Conservancy), and such committee shall have the authority to reach a settlement with an employer, subject to ratification in accordance with subsection 10. f) below.
- d. The members of the Negotiating Committee dealing with the City of Winnipeg shall be as appointed by the Board of Directors but such committee shall include at least two (2) persons from the Board of Directors and any other persons deemed necessary by the Board of Directors.
- e. The members of the Negotiating Committee dealing with any other employer (Riverview Health Centre, Winnipeg Regional Health Authority, Assiniboine Park Conservancy) shall be selected by the respective membership.

Ratification and Signing of the Agreement:

- f. Prior to the signing of a Collective Agreement, the Board of Directors shall call a Special General Meeting to present the negotiated settlement to those employees in the applicable bargaining unit for ratification.

11. FISCAL YEAR:

The fiscal year shall be from September 1st to August 31st.

12. ACCOUNTING:

- a. The Secretary/Treasurer shall be responsible for the accounting of all monies belonging to the Association either from collection or otherwise, and for the depositing of all monies into the Association's accounts. He/she shall present the Association's books for audit as required, and specifically at the end of the fiscal year. He/she shall present a financial report at the Annual General Meeting.
- b. The Board of Directors is authorized to approve and make payment of all accounts and bills of the Association.

- c. Signing Officers: The President and the Secretary/Treasurer shall be the designated Signing Officers of the Association in any financial transaction. In the event of the absence of either the President or the Secretary/Treasurer, the First Vice-President and the Second Vice-President are designated as alternate Signing Officers.

13. BY-LAWS GENERAL:

- a. Every By-Law shall be under the seal of the Association, and shall be signed by the President or Acting President and by the Secretary/Treasurer.
- b. If a member of the Association objects to the passing of a By-Law in accordance with Clause Nine (9) of the Constitution, he/she shall, on written application to the Board of Directors be at liberty to attend in person before the Board of Directors and if the Board of Directors cannot satisfy the member's objections, he/she is at liberty to request a meeting under the provisions of Clause 5 b. of the By-Laws. The proposed change to the By-Laws shall be placed before a Special General meeting for approval or otherwise, and the proposed change shall be null and void until such approval is given by two-thirds (2/3) of those votes cast by members present at the said meeting.
- c. The By-Laws of the Association shall govern all matters and for those points not covered herein general parliamentary law, shall be used for guidance.

14. COMMITTEES:

- a. Executive Committee: At each Annual General Meeting of Members, an Executive Committee shall be elected that shall consist of the President, 1st Vice-President, 2nd Vice-President and the Secretary/Treasurer whose responsibilities will focus on the day-to-day operational and limited administrative needs of the Association as assigned by the Constitution and By-Laws of the Association. The Executive Committee does **not** have the authority to make policy but will have the authority to interpret By-Law policy on an interim basis between meetings of the Board of Directors. The Board of Directors may also delegate to such Executive Committee any powers of the board except those which, under the laws of the Province of Manitoba, the Executive Committee has no authority to exercise.

The powers of the Executive Committee may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the officers of the Executive Committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such Executive Committee may be held at any place in or outside Canada. Minutes of all Executive Committee meetings shall be kept.

- b. Advisory Committees: The Board of Directors or the President may appoint other Committees at any time by resolution specifying the business to be dealt with by said Committee.

Committees shall be comprised of Directors or members in good standing and shall total the number of members required to conduct the business of the Committee.

Subject to approval of the Board of Directors, the Chairperson of each Committee shall be appointed by the President. Each Committee shall elect its own Vice-Chairperson and Secretary.

Fifty (50) percent of the members of a Committee shall constitute a quorum. Any member in good standing of the Association may attend any Committee meeting as an observer upon approval of the Chairperson.

The Committees established in accordance with this Clause shall be deemed to be committees of the Association and shall have all power and exercise authority as given to them by the Board of Directors on behalf of the Association.

General Duties of Committees:

To report to the Board of Directors from time to time whenever directed by the Board of Directors and as often as the interests of the Association may require, on all matters connected with the duties imposed on them respectively, and to recommend such action by the Board of Directors in relation thereto as may be deemed necessary. From time to time, at the request of the Board of Directors the Committee Chairperson shall attend regularly scheduled Board of Directors meetings to present Committee reports. Minutes of all Committee meetings shall be kept.

15. LIABILITY OF MEMBERS OF COMMITTEES:

Limitation of Liability: No Director, Executive Committee Officer or Committee Member of the Association shall be liable for the acts, receipts, neglects, or defaults of any other Director, Executive Committee Officer or Committee Member or employee of the Association, or for any loss occasioned by error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto, unless the same are occasioned by his/her willful neglect or default.

Indemnity: The Association shall indemnify and save harmless a Director, Executive Committee Officer or Committee Member of the Association, a former Director, Executive Committee Officer or Committee Member of the Association, and his/her heirs and legal representatives, against all costs, charges and expenses, including



an amount paid to settle an action or satisfy judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been an Officer or Committee Member of such Association, if:

- a. He/she acted honestly and in good faith with a view to the best interests of the Association, and
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that his conduct was lawful.