

**CFA Bylaws
Amended by the CFA Assembly, April 2023**

BYLAWS

**CALIFORNIA FACULTY ASSOCIATION
1100 K Street
Sacramento, CA 95814**

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Amended, November 1984
Amended, May 1987
Amended, February 1988
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ARTICLE I
NAME

The name of this organization shall be the California Faculty Association, hereinafter referred to as CFA.

ARTICLE II
PURPOSES

The CFA is established to strengthen the cause of higher education for the public good; to promote and maintain the standards and ideals of the profession; to provide a democratic voice for employees in higher education; to provide legislative advocacy; and to maintain collective bargaining agreements covering salaries, working conditions, and other items and conditions of employment. The Association shall seek:

- a. To obtain explicit guarantees of academic freedom, tenure, and academic due process;
- b. To create orderly and clear procedures for prompt consideration of problems and grievances;
- c. To promote and protect the professional and economic interests of CFA and all bargaining unit members;
- d. To promote unity among employees and thereby enhance the effectiveness of the CFA in representing these employees; and,
- e. To promote racial and social justice and thereby challenge systems of racial oppression and social inequity.

ARTICLE III
POLICY AUTHORITY

Authority for the governance of the CFA is ultimately vested in its members. CFA Officers, members of the Board of Directors, committees, representative bodies and staff are responsible to CFA's membership, as are local chapter Officers, boards and representative bodies.

The Assembly is the primary governing body of CFA and is the direct representative of members. The Assembly has primary authority to set broad policy for CFA, adopt budgets and authorize action on behalf of CFA.

The Officers and Board of Directors of CFA oversee the governance of CFA, carry out its policies, and act for the Assembly between meetings of that body. The Officers and Board of Directors act on behalf of the membership and the Assembly under provisions specified in these Bylaws.

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The Chapter Presidents Council, the Council of Lecturers, and the Council for Racial and Social Justice may provide recommendations to the Board of Directors and Officers of CFA regarding governance, policies, and operations under provisions specified in these Bylaws.

At the local campus level each chapter shall organize; develop local programs and policy; coordinate work of the CFA; represent the interests of members in the Association; and communicate and carry out the Association programs and policies on the campus.

ARTICLE IV
MEMBER RIGHTS

CFA provides strong, effective and professional representation to all bargaining unit members and CFA members in good standing enjoy rights and privileges which include, but are not limited to, the following:

1. The right to elect chapter Officers and representatives to the Assembly;
2. The right to participate in CFA meetings;
3. The right to petition the Association and its chapters on policy and governance matters;
4. The right to recall chapter Officers and to petition for recall of CFA Officers;
5. The right to serve on various committees and appointed bodies within CFA, to run for election to chapter and state offices, and to run for election to bodies or organizations with which CFA is affiliated;
6. The right to regular and timely information about the activities of CFA; and,
7. The right to participate in the development of CFA bargaining proposals and strategies.

ARTICLE V
MEMBERSHIP STATUS

SECTION 1. Active Membership.

- a. Any academic employee of a California institution of public higher education shall be eligible for Active membership in CFA.
- b. Lecturers shall remain Active members upon direct payment of dues as long as they are employed in the CSU for at least one semester/two quarters during the year, or are in the process of grieving non-reappointment. Lecturers not paying dues by payroll deduction or lecturers grieving non-reappointment shall remain Active members upon payment of minimum dues.
- c. Active members who are not members of CSU bargaining unit 3 shall not have rights with respect to decisions affecting the CFA-CSU collective bargaining agreement. Active members who

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are not members of CSU bargaining unit 3, or who hold positions designated as administrators, shall not be eligible to hold elected governance positions in CFA or its affiliates except those designated for administrators.

d. Faculty Early Retirement Program (FERP) members.

CFA members participating in the Faculty Early Retirement (FERP) Program shall be Active members of CFA.

e. Pre-Retirement Reduction in Time Base (PRTB) Program members.

CFA members participating in the Pre-Retirement Reduction in Time Base program shall be Active members of CFA.

f. Extension members shall remain Active members upon direct payment of dues as long as they are employed in the CSU for at least one semester/two quarters during the year, or are in the process of grieving non-reappointment. Extension members not paying dues by payroll deduction or extension members grieving non-reappointment shall remain Active members upon payment of minimum dues.

SECTION 2. Associate Membership. CFA Active members on full leave without pay, or layoff shall be reclassified to Associate members, upon payment of Associate member dues. Associate members shall have neither rights with respect to decisions affecting the CFA-CSU collective bargaining agreement nor rights to hold elected governance positions within CFA or its affiliates.

SECTION 3. Retired Membership. Any person who is a fully Retired member of CSU Unit 3, not participating in the FERP program, may become a CFA Retired member upon payment of CFA Retired member dues. Retired members may not vote or hold office at the state or chapter level except as retired representatives to chapter executive committees, as retired representatives to the Assembly or as Retired members of the Board of Directors.

SECTION 4. Honorary Membership. Anyone who is not eligible for the above membership categories who wishes to support CFA may become an Honorary Member upon payment of Honorary dues. Honorary members shall have no rights of governance, voting, or benefits. Honorary members shall receive CFA publications.

SECTION 5. Membership in Good Standing. A member shall be in good standing upon the receipt of the first month's dues at the CFA Headquarters, except that members teaching only through extension shall be in good standing upon the first day of the month after the appointment begins provided they have submitted a copy of their current contract to the CFA Headquarters.

SECTION 6. Staff. CFA staff shall be considered CFA members for purposes of affiliate benefit rights but shall have no other rights of membership.

ARTICLE VI
THE ASSEMBLY

SECTION 1. Authority and Powers. Subject to the limitations of the Articles of Incorporation, the laws of the State of California and to any rights or authority reserved to the affiliated associations or to the members by these Bylaws or otherwise, the Assembly shall have full authority to administer and regulate the CFA and to establish organizational and/or corporate policy.

SECTION 2. Commitment to Racial and Social Justice. CFA has an explicit commitment to racial and social justice throughout the organization, including helping to ensure opportunity for and representation of historically underrepresented groups within the CFA Assembly and in carrying out the duties thereof.

SECTION 3. Members. Representation in the Assembly shall be determined as follows:

- a. **Chapter Presidents.** The president of each chapter shall be a member of the Assembly.
- b. **Chapter Lecturer Representatives.**
 - 1) One (1) lecturer representative of each chapter's lecturer membership shall be a member of the Assembly.
 - 2) Lecturer representatives shall be members of local chapter boards.
 - 3) Elections. Chapter lecturer representatives shall be elected for a two-year term of office during chapter elections.
 - 4) Only lecturers may serve as alternates for chapter lecturer representatives.
- c. **Chapter Representatives to the Council for Racial and Social Justice.**
 - 1) One (1) racial and social justice representative from each chapter's membership shall be a member of the Assembly.
 - 2) Racial and social justice representatives shall be members of local chapter boards.
 - 3) Elections. Chapter racial and social justice representatives shall be elected for a two-year term of office during chapter elections.
 - 4) Only members from historically underrepresented groups may serve as alternates for chapter racial and social justice representatives.

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d. **At-Large Chapter Representatives.**

- 1) Number of At-Large Representatives. Each chapter shall elect At-Large representatives to the Assembly in proportion to Active and Associate CFA membership in the chapter, using the following formula where R is the number of representatives from a chapter:

$$R = \frac{30 \times \text{Total Chapter Active and Associate membership}}{\text{Total State Active and Associate membership}}$$

Any major fractional remainder for R (0.5 or greater) shall be rounded up to the next whole number. A minor fraction shall be rounded down. The above calculation shall be performed twice per year using current CFA members of record on June 30 and December 31 of that year.

- 2) At-Large chapter representatives shall be members of local chapter boards.
- 3) Elections. At-Large chapter representatives shall be elected for a two-year term of office during chapter elections.

e. **Representatives from the Board of Directors.** All members of the CFA Board of Directors shall be members of the Assembly.

f. **Chairs of Standing Committees of the Assembly.** The chairs of standing committees of the Assembly as defined in Article XIII, Section 1 of these bylaws, shall become, if they are not already, members of the Assembly.

g. **CHESU Representative.** A member of the Professional Unit of the California Higher Education Staff Union, shall be a full voting member of the Assembly.

h. **Retired Representatives.** Two (2) retired members of CFA shall be full voting members of the Assembly. The Retired representatives shall be elected by all currently retired members of the CFA.

One of the retired representatives shall serve as chair of the Retired Faculty Committee, on the CFA Board of Directors and as CFA liaison to the CSU-ERFA Executive Committee and State Council. The other retired representative shall serve as an at-large member of the Assembly.

i. **At-Large Assembly Representatives.** CFA has an explicit commitment to racial and social justice throughout the organization. To help ensure opportunity for and representation of historically underrepresented groups within the CFA Assembly, an anonymous census of the CFA Assembly shall be conducted by the CFA Secretary, during the summer each year. The census shall request demographic information for the purpose of ensuring that the CFA Assembly contains members in historically underrepresented groups in at least equal proportion to those who are part of the CFA bargaining unit. The results of the census analysis shall be reported to the Board of Directors.

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If the census results identify a need for additional representatives in order to uphold the commitment to racial and social justice, the CFA President shall appoint, subject to consent by the Board of Directors, additional At-Large Assembly Representatives who self-identify as members of an underrepresented group, to serve until the end of the current academic year. For the purpose of identifying potential candidates, the CFA President shall solicit nominations from the CFA Assembly.

- j. **Leaves of Absence and Illnesses.** Should members of the Assembly take a leave of absence for one semester/quarter or more or suffer a long-term, debilitating illness, their chapters' executive committees may, by a two-thirds vote, elect replacements.

Should Assembly members with a one semester/quarter leave or more or a prolonged illness serve as representatives to other CFA bodies, they may be replaced upon a two-thirds vote of the total membership of the constituency from which they were elected in accordance with rules established by the Assembly.

SECTION 4. Meetings. The Assembly shall meet at least twice a year.

- a. **Time and Place.** The Assembly shall meet the fall and spring semesters of each academic year. The time a place of meetings of the Assembly shall be determined by the Board of Directors.
- b. **Special Meetings.** Special meetings of the Assembly shall be called upon:
- 1) a two-thirds vote of the Board of Directors; or
 - 2) a petition signed and presented to the Board of Directors by a majority of the CFA members in each of any four chapters.

A Special Meeting shall be limited to consideration of matters for which the meeting was called except that by a two-thirds vote of the total membership in attendance of the Assembly additional items may be added to the agenda.

- c. **Notice of Meetings.** A notice of meetings, Annual or Special, shall be given by email to members of the Assembly and to chapters by the President. Such notices shall be sent to the member's email address appearing in the records of the corporation, or supplied by him or her to the corporation for the purpose of notice, not less than one month before such meeting. Notice of any meeting of the Assembly shall specify the place, the day and the hour of meeting; and in case of a Special Meeting, the general nature of the business to be transacted.
- d. **Quorum.** A majority of the members, shall be requisite and shall constitute a quorum at all meetings of the Assembly for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If, however, such majority shall not be present, or represented at any meeting of the Assembly, the members entitled to vote there at present in person, shall have the power to adjourn the meeting.

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e. **Alternates.**

- 1) Chapter Representatives: President, Lecturer, Racial and Social Justice, At-Large. Alternate chapter representatives may be sent by the chapter to replace an absent representative. Alternates shall be certified by the chapter presidents in accordance with section 3 above.
- 2) Committee Chairs: In the absence of the chair, an Alternate representative of the committee may be designated by the chair or by the President for purposes of committee reports. Said alternate shall not hold the Chair's vote.
- 3) Representatives Holding Multiple Positions. Representatives who are unable to attend may have only one Alternate no matter how many positions in the Assembly they hold. That Alternate shall cast only one vote.
- 4) Certified Alternates shall be seated subject to the Standing Rules of the Assembly.

f. **Voting.** Each representative to the Assembly shall cast one vote regardless of the number of positions held by that individual.

g. **Proxies.** Proxies shall be issued only to delegates registered and attending the first day of the assembly.

SECTION 5. **Appeals Panel.** Each member of the CFA Assembly who is not also a member of the CFA Board of Directors, shall serve on the Appeals Panel as specified in Article XIV, Section 8d.

ARTICLE VII
BOARD OF DIRECTORS

SECTION 1. **Authority and Powers.** The Board of Directors acts to carry out the business of CFA on behalf of the membership and the Assembly, in consultation with the Chapter Presidents Council, the Council of Lecturers, and the Council for Racial and Social Justice between Assembly meetings, subject to the limitations of the Articles of Incorporation, the Bylaws, the laws of the State of California, and policies and directives of the Assembly.

SECTION 2. **Commitment to Racial and Social Justice.** CFA has an explicit commitment to racial and social justice throughout the organization, including helping to ensure opportunity for and representation of historically underrepresented groups within the Board of Directors and in carrying out the duties thereof.

SECTION 3. **Membership.** The Board shall be composed of: the Officers of CFA (the President, the Vice President, the six (6) Associate Vice Presidents, the Secretary, and the Treasurer); the Immediate Past President; the chairs of the Coaches, Contract Development and Bargaining Strategy, Counselors, Librarians, Membership and Organizing, Political Action and Legislative, Representation, and Retired Faculty Committees; the chair of the Bargaining Team, four (4) representatives of the chapter presidents; four (4) representatives of the lecturers; four (4)

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representatives from the Council for Racial and Social Justice; and one (1) representative of the California Higher Education Staff Union who will not participate in executive sessions where personnel decisions are under consideration.

No more than two (2) members of the Board of Directors shall be from the same campus. The President, Vice President, Secretary, and Treasurer shall not count against the limit of two members of the Board of Directors being from the same campus, however, no more than two of those four positions shall be from the same campus. In the event that two of those four positions are filled by members from the same campus, only one other position on the Board of Directors normally elected during the Assembly may be filled by a member from that same campus.

The Retired Faculty Committee Chair, an Immediate Past President if not serving in another elected position on the Board of Directors, the Bargaining Team Chair, and the representative of the California Higher Education Staff Union shall also not count against the limit of two members on the Board of Directors being from the same campus.

The authorized number of Directors of the corporation shall be as above enumerated until changed by amendment to the Articles of Incorporation or by an amendment to this Section 3, Article VII, of these Bylaws, adopted by the vote or written assent of the representatives entitled to exercise the majority of the voting power of the corporation.

- a. **Officers.** The Officers of CFA, except the Associate Vice Presidents (North, South), Associate Vice Presidents Lecturers (North, South), and Associate Vice Presidents Racial and Social Justice (North, South) shall be elected by the Assembly.
- b. **Immediate Past President.** The Immediate Past President shall serve as a member of the CFA Board for two years, commencing on the date that the newly elected President takes office. A person who resigns from the position of President or from CFA shall not serve as Immediate Past President.
- c. **Representatives of the Chapter Presidents.** The Associate Vice Presidents, North and South, plus four (4) representatives of the Chapter Presidents, shall be elected by the Chapter Presidents Council during the Assembly at which the election of Officers is held. To be eligible, the candidates must be incumbent Chapter Presidents or Presidents-elect at the time of the election. Each representative shall serve a two-year term or serve until the representative ceases to be a Chapter President. The CFA President shall appoint a replacement, with advice and consultation from the Chapter Presidents' Council. The appointment shall be subject to approval of the Board of Directors.
- d. **Representatives of Lecturers.** The Associate Vice Presidents Lecturers North and South, plus four (4) representatives of the Lecturers, shall be elected by the Council of Lecturers during the Assembly at which the election of the Officers is held. To be eligible, the candidates must be incumbent Lecturer representatives to the Assembly or Lecturer representatives-elect at the time of the election. The representatives shall serve a two-year term or serve until the representative ceases to be a Lecturer representative to the Assembly. The CFA President shall appoint a replacement, with advice and consultation from the Lecturers' Council. The appointment shall be subject to approval of the Board of Directors.

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- e. **Representatives of the Council for Racial and Social Justice.** The Associate Vice Presidents- Racial and Social Justice North and South, plus four (4) representatives from the Council for Racial and Social Justice, shall be elected by the Council for Racial and Social Justice during the Assembly at which the election of the Officers is held. To be eligible, the candidates must be incumbent Racial and Social Justice Representatives to the Assembly or Racial and Social Justice representatives-elect at the time of the election. The representatives shall serve a two-year term or serve until the representative ceases to be a Racial and Social Justice representative to the Assembly. The CFA President shall appoint a replacement, with advice and consultation from the Council for Racial and Social Justice. The appointment shall be subject to approval of the Board of Directors.
- f. **Chairs of Coaches, Contract Development and Bargaining Strategy, Counselors, Librarians, Membership and Organizing, Political Action and Legislation, Representation, and Retired Faculty Committees.** The chairs of the Coaches, Contract Development and Bargaining Strategy, Counselors, Librarians, Membership and Organizing, Political Action and Legislative, Representation, and Retired Faculty Committees shall each serve a two-year term, or until the individual ceases to be the chair of the committee.
- g. **Chair of the Bargaining Team.** The chair of the Bargaining Team shall serve a two-year term, or until the chair ceases to be the chair of the Bargaining Team.

SECTION 4. **Term of Office.** The normal term of office for members of the Board of Directors shall be two years, beginning June 1 of odd-numbered years. Persons elected or appointed during mid-term shall serve until the end of the normal term.

SECTION 5. **General Manager.** The CFA Board of Directors shall appoint a General Manager for a renewable term not to exceed three years who shall be the Director of the CFA staff and who shall act for the CFA Board of Directors under the supervision of the President.

SECTION 6. **Staff Members.** With approval of the Board of Directors and within the limits of the budget approved by the Assembly, the General Manager shall hire staff for authorized positions.

SECTION 7. **Meetings.** The Board of Directors shall meet as required to conduct its business.

- a. **Notices.**
 - 1) Meetings of the Board of Directors shall be on call by the President with at least ten days' notice except as required by emergency situations.
 - 2) Meetings of the Board of Directors shall be on call by two-thirds of the Board of Directors with ten days' notice except as required by emergency situations.
- b. **Emergency Meetings.** Transactions of emergency meetings are as valid as if the meeting had been regularly called and noticed, provided a quorum was present and each board

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member was given the opportunity to participate. The Councils shall be notified of the emergency meeting.

- c. **Directors Acting Without a Meeting.** Any emergency action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as a decision of the directors made according to (e) of this section, if two-thirds of the members of the Board consent to act without a meeting. Such consent may be provided in writing or be conveyed by phone or e-mail and recorded in writing to such action. Such consent shall be signed by the Secretary or President and filed with the regular minutes of the Board. Any certificate or document relating to an action so taken by written consent shall state therein that it was taken by the Board of Directors of the corporation acting without a meeting by authorization of two-thirds of its members and that the Bylaws of the corporation authorize the Board of Directors to so act.
- d. **Notice of Adjournment.** Notice of the time and place of an adjournment meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.
- e. **Quorum.** A majority of the number of Directors shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act provided that a minority of the Directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.
- f. **Frequency of Meetings.** The Board of Directors shall normally meet on a monthly basis. In no case shall more than two (2) months elapse between Board of Directors' meetings except by a two-thirds vote of the members of the Board.
- g. **Alternates.** No alternates shall be permitted for Board of Directors.
- h. **Proxies.** No proxies shall be permitted for Board meetings.

SECTION 8. **Budget.** The Board of Directors, in consultation with the Chapter Presidents Council, shall be responsible for approving and presenting to the CFA Assembly the budget as prepared by the Finance Committee.

SECTION 9. **Treasurer.** The Board of Directors shall provide for the bonding of the Treasurer and an annual audit of financial records.

SECTION 10. **Removal and Resignation.** Any member may be removed, for cause, by a two-thirds vote of the Board of Directors at any regular or special meeting.

Any member may resign at any time by giving two weeks' notice to the President. Any such resignation shall take effect two weeks from the date of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

SECTION 11. **Recall.** Any member may be removed by a two-thirds vote of the Assembly. The Assembly shall vote on motions of recall provided they are submitted to the Board of Directors by a

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written petition representing a majority of the membership in each of eight (8) chapters, in accordance with timelines normally established for setting the Assembly agenda.

SECTION 12. Vacancies. A position vacated because of death, resignation, removal, disqualification or any other cause shall be filled by appointment for the remainder of an unfulfilled term upon approval by the remaining members of the Board of Directors, following advance receipt from the President of the list of nominees.

SECTION 13. Political Action. No action shall be taken by CFA, its Officers, Board of Directors, committees, councils, members or employees in an official capacity as a representative of CFA which implies exclusive support of or exclusive opposition to any political party by CFA.

The Board of Directors is authorized to receive voluntary contributions and/or to allocate a portion of CFA dues for the support of political activity, subject to the right of individual members to withhold their contribution. Such moneys shall be held in a political action fund or funds in accordance with California's Fair Political Practices law and regulations and used only for expenditures decided by the Political Action Committee and approved by the CFA Board of Directors.

ARTICLE VIII
OFFICERS AND DUTIES

SECTION 1. Officers. The Officers of CFA shall be President; Vice President; six (6) Associate Vice Presidents (North, South; Lecturers-North, Lecturers-South; Racial and Social Justice-North, Racial and Social Justice-South); Secretary; and Treasurer.

SECTION 2. Term of Office. All officers shall be elected for a term of two years and shall serve until their successors are elected.

SECTION 3. Eligibility. Any active member in good standing is eligible to run for office, except as follows: the Associate Vice President North shall be a chapter president from the northern region; the Associate Vice President South shall be a chapter president from the southern region; the Associate Vice President, Lecturers-- North shall be a lecturer representative from the northern region; the Associate Vice President-Lecturers— South shall be a lecturer representative from the southern region; an Associate Vice President—Lecturers shall be a lecturer employed in the CSU for at least one semester/two quarters during the year or, in the event of non-reappointment, must be in the process of grieving; the Associate Vice President, Racial and Social Justice—North shall be a racial and social justice representative from the northern region; and the Associate Vice President, Racial and Social Justice—South shall be a racial and social justice representative from the southern region.

SECTION 4. Elections. All Officers shall be elected at the Assembly held in the spring of each odd-numbered calendar year. The President, Vice President, Secretary and Treasurer shall be elected by a majority vote of the Assembly. The Associate Vice Presidents, North and South, shall be elected by their constituent Chapter Presidents at the Chapter Presidents Council held at the Assembly. The Associate Vice Presidents—Lecturers, North and South, shall be elected by the Lecturer Delegates attending the Council of Lecturers held at the Assembly. The Associate Vice

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Presidents—Racial and Social Justice, North and South, shall be elected by the Racial and Social Justice Delegates attending the Council for Racial and Social Justice held at the Assembly. Their term of office shall begin June 1. Each shall hold office until the individual shall resign or be otherwise disqualified to serve, and a successor shall be elected and qualified.

SECTION 5. Removal and Resignation. Any Officer may be removed, for cause, by a two-thirds vote of the Board of Directors, at any regular or special meeting of the Board. Any Associate Vice President may be recommended to the Board for removal based upon a two-thirds vote of the respective constituent group.

Any Officer may resign at any time by giving two weeks' written notice to the President. Any such resignation shall take effect two weeks from the date of such notice or at any later time specified therein. Acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. Recall. Any officer may be removed by a two-thirds vote of the Assembly. The Assembly shall vote on motions of recall provided they are submitted to the Board of Directors by a written petition representing a majority of the membership in each of eight (8) chapters, in accordance with timelines established for setting the Assembly agenda.

SECTION 7. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by appointment for the remainder of an unfulfilled term upon approval by the remaining members of the Board of Directors, following advance receipt from the President of the list of nominees. In the event of the death, resignation or removal of the President, Section 9 (b), below, shall apply and a new Vice President shall be elected.

SECTION 8. Duties of the President. The President is the foremost representative of CFA's general membership, responsible for representing the faculty and overseeing the operation of the Association. The President shall have the general powers and duties usually vested in the office of the President of a non-profit corporation of similar type and shall perform such duties as, but not limited to the following:

- a. Presiding at all meetings of the Assembly and the Board of Directors;
- b. Appointing the chairs and members of certain standing committees, ad hoc committees, and task forces with advice and consent, as provided in Article XIII, Section 5.
- c. Filling vacancies on the Board of Directors with interim appointees subject to approval of the Board of Directors;
- d. Reporting on the operations of the Board of Directors;
- e. Serving as an ex-officio member of all committees;
- f. Serving as the official elected representative of CFA to all affiliate governance meetings, including the NEA Representative Assembly; and,
- g. Performing such other duties as specified by the Board of Directors and the Assembly.

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SECTION 9. Duties of the Vice President. The Vice President shall perform such customary duties as:

- a. Acting in the place and stead of the President in the latter's absence or upon the President's request;
- b. Becoming President for the remaining portion of the term in the event of death, resignation, or removal of the President;
- c. Chairing the Personnel Committee;
- d. Reviewing, or causing to be reviewed, chapter constitutions and bylaws to ensure compliance with CFA Bylaws, Articles of Incorporation and policy; and
- e. Performing such other duties as are assigned by the President, the Board of Directors, or the Assembly.

SECTION 10. Duties of the Associate Vice Presidents, North and South. The Associate Vice Presidents, North and South, shall perform such customary duties as:

- a. Serving as a liaison to the constituent Chapter Presidents, North and South, respectively, including consulting with the Chapter Presidents Council prior to Board meetings and reporting to them after Board meetings;
- b. Serving as co-chairs of the Council of Presidents; and,
- c. Performing such other duties as are assigned by the President, the Board of Directors, the Chapter Presidents Council, or the Assembly.

SECTION 11. Duties of the Associate Vice Presidents—Lecturers, North and South. The Associate Vice Presidents—Lecturers, North and South shall perform such customary duties as:

- a. Serving as a liaison to constituent lecturer representatives, North and South, respectively, including consulting with members of the Council of Lecturers prior to Board meetings and reporting to them after Board meetings;
- b. Serving as co-chairs of the Council of Lecturers; and,
- c. Performing such other duties as are assigned by the President, the Board of Directors, the Council of Lecturers, or the Assembly.

SECTION 12. Duties of the Associate Vice Presidents for Racial and Social Justice, North and South. The Associate Vice Presidents for Racial and Social Justice, North and South shall perform such customary duties as:

- a. Serving as a liaison to identified racial and social justice groups and representatives, North and South, respectively, including consulting with members of the Council for Racial and Social Justice prior to Board meetings and reporting to them after Board meetings;

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- b. Serving as co-chairs of the Council for Racial and Social Justice; and,
- c. Performing such other duties as are assigned to by the President, the Board of Directors, the Council for Racial and Social Justice, or the Assembly.

SECTION 13. Duties of the Secretary. The Secretary shall perform such customary duties as:

- a. Keeping, or causing to be kept, an official book of minutes at the principal office, or such other place as the Board of Directors may order, of all meetings of the Board of Directors and Assembly with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Directors' meeting, the number and names of representatives present at Assembly meetings, and the proceedings thereof;
- b. Keeping, or causing to be kept at the principal office, a roster showing the names of the representatives and their addresses;
- c. Maintaining a file of the official documents of the CFA Board of Directors and of the Assembly;
- d. Giving, or causing to be given, notice of all the meetings of the Assembly and of the Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the corporation, if any, in safe custody;
- e. Working with the Bylaws and Policy Committee to maintain and update, or causing to be maintained and updated, the CFA Policy File, upon approval of minutes by the Board of Directors, or the Assembly;
- f. Conducting, or causing to be conducted, an annual census of the CFA Assembly in order to ensure opportunity for and representation of historically underrepresented groups within the CFA Assembly, as committed in Article VI, Section 2. i.
- g. Serving as chair of the Communications Committee; and,
- h. Performing such other duties as may be prescribed by the President, Board of Directors, or the Assembly.

SECTION 14. Duties of the Treasurer. The Treasurer shall perform such customary duties as:

- a. Keeping and maintaining, or causing to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, and disbursements;
- b. Depositing, or causing to be deposited, all moneys and other valuables in the name and to credit of the corporation with such depositories as may be designated by the Board of Directors;

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- c. Disbursing, or causing to be disbursed, the funds of the corporation as may be ordered by the Board of Directors or the Assembly;
- d. Rendering to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, provided that such accounts shall be rendered at least quarterly;
- e. Preparing, in coordination with the Finance Committee and the CFA General Manager or designee, the budget for presentation to the Board of Directors;
- f. Serving as chair of the Finance Committee; and,
- g. Performing such other duties as may be prescribed by the Board of Directors, the President, or the Assembly.

ARTICLE IX
CFA BARGAINING TEAM:
MEMBERSHIP, TERM OF OFFICE, APPOINTMENT PROCESS,
REMOVAL AND RESPONSIBILITY

SECTION 1. **Authority and Power.** The Bargaining Team is responsible for conducting all collective bargaining negotiations on behalf of CFA with the Trustees of the CSU. The team shall report to the CFA Board of Directors and the Chapter Presidents Council and shall consult with the Contract Development and Bargaining Strategy Committee in developing contract campaign strategy.

SECTION 2. **Membership.** The Bargaining Team shall consist of no fewer than six (6) appointed members plus the President, ex officio. There shall be at least four (4) tenure-track appointments and at least two (2) lecturer appointments.

SECTION 3. **Appointment.** An announcement inviting applications and nominations for the Bargaining Team shall be made by the President. Members of the Bargaining Team shall be appointed by the President, subject to the advice and consent of the Board of Directors in consultation with the Chapter Presidents Council, the Council of Lecturers, and the Council for Racial and Social Justice. The members of the Board of Directors shall be informed of the President's recommendations prior to the meeting at which the slate of candidates is to be approved.

SECTION 4. **Term of Service.** Bargaining Team members shall serve from the time of their appointment until the bargaining cycle has been completed.

SECTION 5. **Selection of Bargaining Team Chair.** The CFA President shall appoint the chair with advice and consent from the Board of Directors.

SECTION 6. **Removal and Resignation.** In the event a member of the Bargaining Team is unable or unwilling to carry out the required duties of a team member, the team member may

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resign or may be removed for cause. Removal for cause shall be by a majority vote of the CFA Board of Directors upon recommendation of a majority of the remaining team members. Replacement of a Bargaining Team member who resigns or is removed shall be made using the same procedure used to make the original appointments.

ARTICLE X
CHAPTER PRESIDENTS COUNCIL

SECTION 1. Membership. The Chapter Presidents Council shall be composed of the Chapter Presidents.

SECTION 2. Meetings. The Chapter Presidents Council shall meet two (2) times per year in conjunction with the Assembly. In addition, two (2) meetings may be staggered between Assembly meetings with expenses split evenly between the Chapters and CFA. Other meetings at Chapter expense may be called by a majority of the Chapter Presidents. The Council shall be co-chaired by the Associate Vice Presidents, North and South.

SECTION 3. Purpose. The Chapter Presidents Council shall deliberate and make recommendations pertinent to the activities of the chapters and shall serve as an advisory group to the Officers and the Board of Directors through the Associate Vice Presidents, North and South, and through the chapter president representatives to the Board of Directors; and through the Chapter Presidents on the Contract Development and Bargaining Strategy Committee. The Chapter Presidents Council may make recommendations to other CFA committees and forward such input to the Board of Directors.

SECTION 4. Members on the Board of Directors. Four (4) members of the Chapter Presidents Council shall be elected by the Chapter Presidents Council to serve on the Board of Directors.

SECTION 5. Members on the Contract Development and Bargaining Strategy Committee. Four (4) members of the Chapter Presidents Council shall be elected by the Chapter Presidents Council to serve on the Chapter Development and Bargaining Strategy Committee.

ARTICLE XI
COUNCIL OF LECTURERS

SECTION 1. Membership. The Council of Lecturers shall be composed of the Chapter Lecturer representatives to the Assembly.

SECTION 2. Meetings. The Council of Lecturers shall meet at least two (2) times per year in conjunction with the Assembly. In addition, two (2) meetings may be staggered between Assembly meetings with expenses split evenly between the Chapters and CFA. Other meetings at Chapter expense may be called by a majority of the Council of Lecturers. The Council of Lecturers shall be co-chaired by the Associate Vice Presidents—Lecturers, North and South.

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SECTION 3. **Purpose.** The Council of Lecturers shall serve as a forum for communication among lecturers and as an advisory group to the Officers, Board of Directors, and Chapter Presidents Council through the Associate Vice Presidents— Lecturers, North and South and the lecturer representatives on the Board of Directors. Additionally, the Council of Lecturers shall make recommendations to the Lecturers on the Contract Development and Bargaining Strategy Committee.

SECTION 4. **Members on the Board of Directors.** Four (4) members of the Council of Lecturers shall be elected by the Council of Lecturers to serve on the Board of Directors.

SECTION 5. **Members on the Contract Development and Bargaining Strategy Committee.** Four (4) members of the Council of Lecturers shall be elected by the Council of Lecturers to serve on the Contract Development and Bargaining Strategy Committee.

ARTICLE XII
COUNCIL FOR RACIAL AND SOCIAL JUSTICE

SECTION 1. **Membership.** The Council for Racial and Social Justice shall be composed of the Chapter Racial and Social Justice representatives to the Assembly. Only members from historically underrepresented groups may serve as chapter racial and social justice representatives.

SECTION 2. **Meetings.** The Council for Racial and Social Justice shall meet at least two (2) times per year in conjunction with the Assembly. In addition, two (2) meetings may be staggered between Assembly meetings with expenses split evenly between the Chapters and CFA. Other meetings at Chapter expense may be called by a majority of the Council for Racial and Social Justice. The Council for Racial and Social Justice shall be co-chaired by the Associate Vice Presidents for Racial and Social Justice—North and South.

SECTION 3. **Purpose.**

- a. The Council for Racial and Social Justice shall serve as an advocate for and help build activism among members of identified disadvantaged groups, including: racial, ethnic and religious minorities; persons who are gay, lesbian, bisexual, or transgender; women; and, the disabled.
- b. The Council for Racial and Social Justice shall serve as a forum for communication among members from historically underrepresented groups and as an advisory group to the Officers, Board of Directors, and Chapter Presidents Council through the Associate Vice Presidents for Racial and Social Justice and the Racial and Social Justice representatives on the Board of Directors. Additionally, the Council for Racial and Social Justice shall make recommendations to the Racial and Social Justice representatives on the Contract Development and Bargaining Strategy Committee.

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SECTION 4. Members on the Board of Directors. Four (4) members of the Council for Racial and Social Justice shall be elected by the Council for Racial and Social Justice to serve on the Board of Directors.

SECTION 5. Members on the Contract Development and Bargaining Strategy Committee. Four (4) members of the Council for Racial and Social Justice shall be elected by the Council for Racial and Social Justice to serve on the Contract Development and Bargaining Strategy Committee.

ARTICLE XIII
COMMITTEES

SECTION 1. Selection of Standing Committee Chairs.

- a. Chairs of the Coaches, Contract Development and Bargaining Strategy, Counselors, Librarians, Membership and Organizing, Political Action and Legislative, and Representation Committees shall be elected by the Assembly at the same time as the election of officers and the Board of Directors.
- b. Chairs of the Communications, Finance, Personnel, and Retired Faculty Committees shall be as specified in these Bylaws.
- c. Other Standing Committees shall include: Audit, Bylaws and Policy, Elections, Health and Retirement Benefits, and Peace and Justice. The CFA President shall appoint the chairs with advice and consent from the Board of Directors.

SECTION 2. Standing. The Assembly shall establish other Standing Committees as it deems necessary. The President, Board of Directors or Assembly may assign other responsibilities to Standing Committees as needed.

SECTION 3. Ad Hoc Committees and Task Groups. The President shall establish, subject to the advice and consent of the Board of Directors, Ad Hoc Committees or Task Groups as deemed necessary and shall appoint the chair for such groups. After three (3) years of continuous existence, the Board shall determine whether to continue the Ad Hoc Committee or Task Group, to discontinue the Ad Hoc Committee or Task Group, or recommend to the Assembly to constitute it as a Standing Committee.

SECTION 4. Lecturer Membership. The following Committees shall include at least one (1) Lecturer in their membership: Communications, Contract Development and Bargaining Strategy, Finance, Health and Retirement Benefits, Membership and Organizing, Peace and Justice, Personnel, Political Action and Legislative, and Representation. The President and the Board of Directors shall strive to include Lecturers on all other committees and groups.

SECTION 5. Membership. The President shall seek recommendations for committee positions from the Board of Directors, the Chapter Presidents Council, the Council of Lecturers, and the Council for Racial and Social Justice. The Presidents' appointments shall be given in writing to the

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Board of Directors and the Chapter Presidents Council prior to the meeting where advice and consent is to be sought.

SECTION 6. Duties and Responsibilities of the Chair. The committee or group chair shall send out an agenda in writing at least one week prior to the next committee or group meeting to the Board of Directors and the Chapter Presidents not seated on the Board of Directors. Within one week following the meeting of the committee or group, the chair shall send out a summary of the meeting including all actions, decisions, and recommendations to the Board of Directors and the Chapter Presidents Council.

SECTION 7. Audit.

- a. The Audit Committee shall be composed of three (3) members who shall have staggered three-year terms. The members shall be elected by the Spring Assembly. The term of office shall begin on June 1st following election. At least one member shall have appropriate specialized expertise. The Treasurer and Finance Committee members are not eligible for election.
- b. The Committee shall meet with the independent auditors to review the scope of the proposed audit for the current year and the audit procedures to be utilized. At the conclusion of the audit, the Committee shall meet with the independent auditors to review the financial statements, notes to the financial statements, the management letter, and comments of the independent auditors about any other problems or disagreements encountered during the audit. The Committee shall report its findings including the independent auditor's report to the Board of Directors and to the Assembly.
- c. The Committee annually shall make a recommendation to the Board of Directors concerning the hiring of the auditor and, if a change of auditor is authorized, shall conduct searches for and interviews of candidate auditing firms. The Committee's review shall include the range and cost of audit and non-audit services performed by the independent auditors.
- d. The Committee shall perform other oversight functions, as may be assigned from time to time by the Board of Directors or the Assembly, to ensure responsible custodianship of the Association's assets.

SECTION 8. Bylaws and Policy Committee.

- a. The Bylaws and Policy Committee shall be composed of three (3) members, including the Chair, who shall be appointed by the President as provided in Section 5 above.
- b. The Committee shall receive all proposed changes to the Bylaws and format said proposed changes into the appropriate language for presentation to the Board of Directors and the Assembly.
- c. The Committee shall keep and maintain, or cause to be kept and maintained, an up-to-date policy file.

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- d. The Committee shall be responsible for editorial consistency in the CFA Bylaws and policies. Any and all editorial changes shall be reported in writing to the Board of Directors, the Chapter Presidents Council, the Council of Lecturers, and the Council for Racial and Social Justice.

SECTION 9. Coaches Committee.

- a. The Coaches Committee shall be composed of five (5) members, including the Coaches Representative to the Board of Directors who shall serve as Chair. Members shall be appointed by the President as provided in Section 5 above.
- b. The Coaches Committee shall assist the organization in understanding issues related to coaches and coach affairs and shall establish a CFA communications network with coaches at all Chapters.

SECTION 10. Communications Committee.

- a. The Communications Committee shall be composed of five (5) members, including the Secretary, who shall serve as Chair. Members shall be appointed by the President as provided in Section 5 above.
- b. The Communications Committee shall assist the organization in its responsibility to maintain regular communications with its members and appropriate external constituencies by:
 - 1) Developing and maintaining relationships with the labor community and other organizations in order to increase awareness about issues of importance to the Association, with a special emphasis on public higher education and collective bargaining.
 - 2) Identifying opportunities for CFA presence at events that will strengthen relationships with organizations and individuals and advance CFA's mission, purpose, and goals.
 - 3) Maintaining, or causing to be maintained, an effective media presence including the Association website, social media, print publications, and adequate coverage of significant CFA activities.
 - 4) Ensuring that messaging across the Association accurately portrays CFA's policies, positions, and purposes.
- c. The Committee shall consult with the Board of Directors and the Chapter Presidents Council in matters regarding publications of the CFA.

SECTION 11. Contract Development and Bargaining Strategy (CDBS) Committee.

- a. The Committee shall be composed of the Chair of the Committee; the six (6) Associate Vice Presidents; four (4) Chapter Presidents who are not members of the Board of Directors elected by the Chapter Presidents Council; four (4) Lecturers who are not members of the Board of Directors elected by the Council of Lecturers; four (4) Racial and Social Justice representatives who are not members of the Board of Directors elected by the Council for Racial and Social Justice; and one (1) member each from the Political Action and Legislative Committee, the Representation Committee, and the Membership and Organizing Committee as designated by their respective committees; and two (2) members (one tenure track and one lecturer) of the Bargaining Team when the Team has been appointed.

The Chair shall be elected by the Assembly from the CFA membership as specified in Section 1 above.

No more than two (2) members of the Committee shall be from the same campus. If, after positions on the Committee, the Board of Directors and the Bargaining Team are filled, there remain campuses which have no representatives on any of these bodies, the Committee shall seat, as additional members, one (1) representative from each of the unrepresented chapters, chosen in accordance with the procedures established in Section 5 above.

- b. The Committee shall have responsibility for:
- 1) Development and implementation of a contract campaign to support the work of the CFA Bargaining Team.
 - 2) Strategizing with the Bargaining Team in the development of a bargaining survey.
 - 3) Providing consultation for the Bargaining Team on policy and strategy issues that arise during bargaining.
 - 4) Referring other issues of professional concern, where CFA advocacy might be appropriate, to relevant bodies for consideration.
- c. During negotiations, the Committee shall:
- 1) Advise the Board of Directors on bargaining campaign strategies;
 - 2) Assist with implementing these campaign strategies across the state;
 - 3) Obtain policy approval from the Assembly or CFA Board of Directors before implementing significant campaign tactics and strategies;
 - 4) Coordinate campaign strategies with the Political Action and Legislative Committee.

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SECTION 12. Counselors Committee.

- a. The Counselors Committee shall be composed of five (5) members, including the Counselors Representative to the Board of Directors who shall serve as Chair. Members shall be appointed by the President as provided in Section 5 above.
- b. The Counselors Committee shall assist the organization in understanding issues related to counselors and counselor affairs and shall establish a CFA communications network with counselors at all Chapters.

SECTION 13. Elections Committee.

- a. The Elections Committee shall consist of five (5) members of the Assembly, elected by the Fall Assembly in odd-numbered years. The Committee shall assume office at the close of the Fall Assembly and shall serve for two years.
- b. Vacancies shall be filled by appointment by the CFA President.
- c. The Committee shall be responsible for the development of CFA Nomination/Election Procedures.

SECTION 14. Finance Committee.

- a. There shall be four (4) members on the Finance Committee, including the Treasurer who shall serve as Chair. Three members shall be appointed by the President, as provided in Section 5 above. In addition, one (1) member of the Professional Unit of the California Higher Education Staff Union, designated by the President of CHESU, shall serve on the Committee as a non-voting member. The CFA General Manager, or designee, shall be a non-voting member of the Committee.
- b. The Committee shall work with the Treasurer to prepare the budget for the organization.
- c. The Committee shall monitor CFA budget expenditures and shall make recommendations to the President, the CFA Board of Directors, the Chapter Presidents Council, and the General Manager on matters concerned with the financial policy of the CFA to maintain the financial integrity of the CFA.

SECTION 15. Health and Retirement Benefits.

- a. The committee shall be composed of seven (7) members appointed by the President, including the Chair, as provided in Section 5 above, up to three (3) of whom may be retired members of the Association.

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- b. Members shall serve staggered 3-year terms. Faculty recommended for and appointed to the committee should have a demonstrated interest, commitment, and understanding of the complex issues involved in health and retirement benefits.
- c. A member of CFA serving on the CalPERS Board of Administration shall be an ex-officio, non-voting member of the committee.
- d. The committee shall have responsibility for:
 - 1) Advising the Board of Directors and the Assembly on policies, issues, and problems relating to health and retirement benefits.
 - 2) Recommending to the CFA Bargaining Team, contract revisions related to health and retirement benefits.
 - 3) Reviewing proposed legislation impacting health and retirement benefits and making recommendations for CFA's position to the Political Action and Legislative Committee.
 - 4) Serving as a resource on health and retirement benefits for CFA members, including developing information for and communicating with faculty to facilitate better understanding of health and retirement benefits issues.
 - 5) Monitoring potential changes in health and retirement benefits being considered or developed by CalPERS or the legislature.

SECTION 16. Librarians Committee.

- a. The Librarians Committee shall be composed of five (5) members, including the Librarians Representative to the Board of Directors who shall serve as Chair.
- b. The Librarians Committee shall assist the organization in understanding issues related to librarians and library affairs and shall establish a CFA communications network with librarians at all Chapters.

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SECTION 17. Membership and Organizing Committee.

- a. The Membership and Organizing Committee shall consist of at least four (4) members, appointed by the President as provided in Section 5 above and one (1) member from the Political Action and Legislative Committee as designated by that Committee. The Committee's Chair shall be elected by the Assembly from the CFA membership as provided in Section 1 above.
- b. The Committee shall:
 - 1) Monitor membership growth and chapter development in consultation with the Chapter Presidents Council, the Council of Lecturers, and the Council for Racial and Social Justice;
 - 2) Recommend programs to increase CFA's membership and organizational strength; and
 - 3) Make recommendations to the Board of Directors in consultation with the Council of Presidents, Council of Lecturers, and Council for Racial and Social Justice regarding member benefit programs and options.

SECTION 18. Peace and Justice Committee.

- a. The committee shall be composed of five (5) members appointed by the President, including the Chair, as provided in Section 5 above.
- b. The committee shall advocate the promotion of peace and social justice with a special emphasis on public higher education.

SECTION 19. Personnel Committee.

- a. The Personnel Committee shall be composed of the Officers of CFA with the Vice President serving as Chair.
- b. The committee shall:
 - 1) Recommend CFA personnel policies and procedures to the Board;
 - 2) Designate the CFA management bargaining team;
 - 3) Recommend to the Board the parameters for bargaining with the unionized staff;
 - 4) Conduct searches and interviews for professional and management staff and certify candidates deemed eligible; and,
 - 5) Evaluate the General Manager.

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SECTION 20. Political Action and Legislative Committee.

- a. The Committee shall be composed of seven (7) members, including the Chair. Six (6) members shall have staggered three-year terms. Each year, one (1) shall be elected by the Fall Assembly and one (1) shall be appointed by the President as provided in Section 5 above. At least one member shall be a lecturer. The Chair shall be elected by the Assembly from the CFA membership as specified in Section 1 above.
- b. The Political Action and Legislative Committee, under rules and regulations established by the Board of Directors, shall, for functional and representation purposes, be known separately as the CFA Political Action Committee and the CFA Legislative Committee.
- c. Acting as the CFA Political Action Committee, under rules and regulations established by the Board of Directors, the Committee shall implement the political activities of CFA, including but not limited to:
 - 1) Oversight of the Political Action funds;
 - 2) Disbursement of Political Action fund contributions in consultation with the Chapter Presidents Council subject to approval by the Board of Directors as provided in Article VII, Section 12; and,
 - 3) Recommendations for political endorsements by CFA.
- d. Acting as the CFA Legislative Committee, consistent with CFA policy, the responsibilities of the Committee shall include the following:
 - 1) Developing and implementing the CFA legislative program;
 - 2) Seeking recommendations from the Chapter Presidents Council on specific legislative proposals;
 - 3) Recommending specific positions on legislation to the Board of Directors and Assembly; and,
 - 4) In consultation with the Chapter Presidents Council assisting chapters in the design and implementation of Political Action programs.

SECTION 21. Representation.

- a. The Representation Committee shall be composed of five (5) members, including the Chair. Four members shall be appointed by the President as provided in Section 5 above. At least one member shall be a lecturer. The Chair shall be elected by the Assembly from the CFA membership as specified in Section 1 above.
- b. The Committee shall have primary responsibility for the CFA Representation Program.

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- c. In consultation with the Chapter Presidents Council, the Council of Lecturers, and the Council for Racial and Social Justice the Committee shall assist chapters in the design and implementation of Representation Programs.
- d. To strengthen contract language from a grievance perspective, the Committee shall provide recommendations to the CFA bargaining team.

SECTION 22. Retired Faculty.

- a. The Retired Faculty Committee shall be composed of six (6) members: the elected chair, the elected at-large member, and four (4) additional members appointed by the Board of Directors, at least two (2) of whom shall be retired members of the Association.
- b. The Committee on Retired Faculty shall address the interests and needs of retired members or those faculty eventually to become retired members of the Association.
- c. The Committee Chair shall be elected by CFA retired faculty as provided in Article VI, Section 2h.
- d. The at-large member shall be elected by CFA retired faculty as provided in Article VI, Section 2h.
- e. Of the four (4) appointed by the Board of Directors, at least two (2) shall be retired members of the Association.

ARTICLE XIV
CHAPTERS

Within the California State University, the CFA members on a campus shall comprise a chapter. In other segments of higher education, the Board of Directors shall determine how chapters are to be constituted.

SECTION 1. Active Status. To be granted a charter for active status, the chapter must receive approval of its proposed Constitution and/or Bylaws from the Board of Directors.

SECTION 2. Chapter Constitution and/or Bylaws.

- a. A Chapter's Constitution and/or Bylaws shall be in compliance with CFA Bylaws, Articles of Incorporation, and policy. Review for compliance shall be as specified in Article VIII, Section 9 (d).
- b. Changes in a chapter's Constitution and Bylaws must be approved by the CFA Board of Directors.
- c. When a specific provision of a chapter Constitution and/or Bylaws is in conflict with the CFA Bylaws or the Articles of Incorporation, the specific provision of the chapter Constitution and/or Bylaws shall be null and void.

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SECTION 3. Suspension of Active Status. A chapter whose actions are not in compliance with the CFA Bylaws and Articles of Incorporation may have its charter suspended upon recommendation of the Board of Directors and a two-thirds affirmative vote of the Assembly.

SECTION 4. Affiliation With Other Organizations. A chapter may affiliate with another organization only with the approval of the Assembly.

SECTION 5. Membership. All CFA members on a campus shall be members of that Chapter. No chapter may accept as a member a person who is not a member of CFA.

SECTION 6. Dues. Chapter dues will be subject to policies established by the Assembly.

SECTION 7. Structure. Each chapter shall form organizational structures that will enable it to perform the following functions in coordination with Association programs and activities:

- a. Engage in legislative and political action;
- b. Protect faculty rights and provide grievance representation;
- c. Promote membership growth;
- d. Facilitate discussion of contract proposals;
- e. Implement bargaining strategy at the chapter level;
- f. Provide timely information to its members;
- g. Provide for representation of all groups represented by the Council for Racial and Social Justice, any such committee or workgroup to be chaired by the chapter Council for Racial and Social Justice representative;
- h. Carry out the explicit commitment to racial and social justice throughout the organization, including helping to ensure opportunity for and representation of historically underrepresented groups within the leadership of the Chapter Executive Board;
- i. Provide for representation of the interests of retired faculty; and,
- j. Implement specific chapter action and development plans.

SECTION 8. Leadership Responsibility.

- a. **Duties.** It is the responsibility of chapter leadership to carry out the mission, purpose, and duties of the Association. In so doing, chapter leaders are responsible to:
- 1) Ensure fiduciary responsibility over chapter funds and resources;
 - 2) Follow the policies and procedures set by the CFA Assembly and Board of Directors;
 - 3) Fulfill the duty of fair representation in accordance with all organizational policies and procedures;
 - 4) Carry out the functions of the Association as specified in Section 7, above.
- b. **Removal from Office.** A chapter leader whose actions willfully or purposefully violate the legal or financial obligations of the Association, undermine the representation of members, jeopardize the viability of the Association, or fail to uphold the local chapter responsibilities as stated in these bylaws or CFA policy and procedures, may be removed for cause, with advice and consultation of the Chapter Presidents Council, upon a two-thirds vote of the CFA Board of Directors at a regular or special meeting. Consideration of the matter shall include a specific statement of cause and a report of the outcome of attempts at informal resolution. Consideration shall be in closed session of the Board of Directors, in order to protect the privacy of the chapter, and of the chapter leader.

- c. **Appeal Rights.** The decision of the Board of Directors is subject to appeal. During the appeals process, a chapter leader shall be suspended from service, until the matter is resolved.

Appeals shall be submitted to the CFA Secretary or designee no later than fourteen (14) days after the appellant received notice of the decision of the Board of Directors. Such appeal shall be accompanied by any documentation the appellant wishes to submit for consideration by the Appeals Committee.

The Appeals Committee shall issue a decision within thirty (30) days of receipt of an appeal. The decision of the Appeals Committee shall be final and binding.

- d. **Appeals Committee Selection.** The Appeals Committee shall consist of three (3) members and shall be selected from the Appeals Panel within seven (7) days after receipt of the appeal.

The Appeals Panel shall consist of each member of the CFA Assembly who is not also a member of the CFA Board of Directors.

Appeals Panel members shall not be eligible to serve on the Appeals Committee if said panel members:

- 1) are members of the chapter;
- 2) have been directly involved with or a party to matters related to the charges against the appellant; or

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- 3) have a conflict of interest in the appeal by way of relationship with the appellant or by potential personal gain or loss from the outcome of such appeal.
- e. **Protection Against Bad Faith Complaints.** Unreasonable failure by an individual to fully cooperate with a proceeding or investigation involving charges filed pursuant to this section shall constitute an independent violation of these Bylaws. CFA reserves the right, subject to notice, investigation, and due process, to take appropriate action in response to persons who file bad faith, knowingly false, harassing, or malicious complaints.
- f. **Notice to the CFA Assembly.** The CFA Assembly shall be notified of any action by which a chapter leader has been removed from office, including the cause for removal.

SECTION 9. Trusteeship.

- a. Whenever the CFA Finance Committee or CFA President has reason to believe that, in order to protect the interests of the membership, it is necessary to appoint a Trustee for the purpose of correcting financial malfeasance, assuring the performance of the collective bargaining agreement or other duties of a bargaining representative, restoring democratic procedures, or otherwise carrying out the legitimate policies, responsibilities or functions of this Association, a recommendation may be made to the Board of Directors, with advice and consultation of the Chapter Presidents Council, to appoint the Association as such Trustee to take charge and control of the affairs of a CFA Chapter and, upon ratification by a two-thirds vote of the Board of Directors, such appointment shall have the effect of removing the officers of the chapter.
- b. The Association shall be authorized and empowered to take full charge of the affairs of the chapter and its related funds, to remove any of its employees, agents, and/or trustees of any funds maintained or selected by the chapter and appoint such agents, employees, or fund trustees during the trusteeship, under the direction of the General Manager, and to take such other action as is, in the judgement of the Board of Directors, necessary for the preservation of the chapter and for the protection of the interests of the membership. The General Manager shall report on the affairs/transactions of the chapter to the Board of Directors. The General Manager shall act under the direction of the Board of Directors.
- c. Upon the institution of the trusteeship, all moneys, books and property of the chapter shall be turned over to the Association.
- d. The Board of Directors shall faithfully discharge its duties relating to the handling of funds or property of the chapter.
- e. The Association shall take possession of all the funds, books, papers and other property of the chapter. The Association shall pay or otherwise resolve all outstanding claims, properly proved, if funds and resources are sufficient. When self-government is restored to the chapter, the Association shall return all funds, books, papers and other property to the Chapter. If, however, the Chapter is dissolved by the revocation of its constitution and bylaws, then any balance

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remaining to the credit of the chapter shall be forward to the CFA Treasurer and shall become the property of the Association.

- f. In order to ensure that no trusteeship is imposed without the adequate right to be heard or without due process, prior to the imposition of a trusteeship, the CFA President shall appoint a hearing officer or officers (who need not be a member or members of this organization), subject to the approval of the Board of Directors, and shall issue a notice, which shall be distributed in a timely fashion, setting a time and place for hearing, for the purpose of determining whether a trusteeship should be imposed. Said hearing officer or officers shall issue a written report and recommendation to the Board of Directors, who shall thereupon make a determination. Where, in the judgement of the Board of Directors, an emergency situation exists within the Chapter, a trusteeship may be imposed prior to a hearing; provided further, than in an emergency situation, the hearing shall take place within 30 days after imposition of the trusteeship, and a decision by a majority vote of the Board of Directors shall be made within 60 days after the imposition of such trusteeship. These time limits may be extended by the Board of Directors for good cause.
- g. The CFA President may appoint a representative to meet with Chapter Executive Boards or chapter constituents where, in the judgement of the CFA President, there is a need to assist the Chapter. The CFA President may appoint a taskforce or hearing officer to examine the internal needs of the Chapter, and to assist in determining what remedial action(s), if any, should be implemented by the Chapter. At any time, the CFA President also may designate a representative with additional oversight responsibility to review compliance with the CFA President's recommendations and/or otherwise assist in addressing the internal needs of the Chapter. Among the internal needs to be considered is whether a Chapter has met applicable standards set forth in these bylaws or satisfied such procedures, rules, and/or policies duly adopted by the CFA Board of Directors to carry out the goals and purposes established by the CFA Assembly.

ARTICLE XV
INITIATIVE AND REFERENDUM

SECTION 1. Initiative.

- a. A policy or action may be proposed by:
 - 1) a petition presented to the Board of Directors signed by a majority of the membership on each of any four campuses;
 - 2) a two-thirds vote of the members of the Board of Directors; or,
 - 3) a majority vote of the Assembly and presented to the general membership for a vote within 60 days.
- b. Upon its adoption by a majority of the votes cast by the general membership, the policy or action shall be implemented by the Board of Directors.

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SECTION 2. Referendum.

- a. Any policy or action enacted by the Assembly shall be referred within 60 days to the general membership for vote when directed;
 - 1) by a two-thirds vote of the Board of Directors; or
 - 2) by a petition presented by a majority of the membership in each of any four chapters.
- b. Any proposal referred to the general membership must receive a majority of the votes cast to be enacted.

ARTICLE XVI
PARLIAMENTARY AUTHORITY

The parliamentary authority for CFA shall be the latest edition of *Robert's Rules of Order*.

ARTICLE XVII
CORPORATE RECORDS AND REPORTS - INSPECTION

SECTION 1. Records. The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of California, or as otherwise fixed by the Board of Directors.

SECTION 2. Inspection of Books and Records. All of the books and records shall be open to inspection of the Directors at any time and members at a mutually agreed upon time and in the manner provided in the Corporation Code of California. Copies of all Treasurer's Reports and Audit Reports shall be provided to members upon written request.

SECTION 3. Certification and Inspection of Bylaws. The original or a copy of these Bylaws, as amended or otherwise altered and certified by the Secretary, shall be open to inspection by the members of the corporation, as provided in the Corporation Code of California.

SECTION 4. Checks and Drafts. All checks, drafts, or other orders for payment of money, notes or otherwise evidences of indebtedness, issued in the name of the corporation, or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 5. Contracts. The Board of Directors, except as otherwise provided, may authorize any Officer or Officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the corporation by any contracts or engagement, or to pledge its credit, or to render it liable for any purpose or amount.

ARTICLE XVIII
FINANCES

SECTION 1. **Fiscal Year.** CFA shall operate on a fiscal year to be determined by the Board of Directors.

SECTION 2. **Dues.** The Assembly shall establish CFA membership dues. CFA dues shall be collected by deduction from salary or retirement warrants. Exceptions to deduction shall be made for active members who pay full annual dues (directly) in advance and for CFA members for whom deduction is not feasible.

SECTION 3. **Per Capita Dues.** CFA shall pay per capita dues to each affiliated association as incorporated in the annual budget and approved by the Board of Directors.

ARTICLE XIX
INDEMNITY OF OFFICERS, DIRECTORS, AND MEMBERS

The corporation shall indemnify the officers, directors, and members of this corporation for debts, liabilities, or obligations of the corporation.

ARTICLE XX
AMENDMENTS TO BYLAWS

SECTION 1. **Normal Method.**

- a. **Initiation.** Proposed amendments to these Bylaws may be initiated by:
 - 1) the Board of Directors;
 - 2) the Assembly;
 - 3) any chapter; or
 - 4) a petition signed by one hundred (100) Active Members and presented to the Board of Directors.
- b. **Review.** The Board of Directors shall refer the proposed amendments to the Bylaws and Policy Committee for the drafting of appropriate language.
- c. **Notification.** The Board of Directors shall refer every proposed amendment to these Bylaws to Assembly members at least thirty days preceding the next general meeting of the Assembly where consideration and vote shall be held.
- d. **Adoption.** Amendments to these Bylaws shall be adopted upon a two-thirds vote of the total Assembly.

SECTION 2. Emergency Actions.

The Board of Directors shall be vested with the authority in situations defined by a two-thirds vote of the total Board of Directors as emergencies to amend these Bylaws, when necessary to comply with the requirements of administrative or judicial actions of governmental agencies.

ARTICLE XXI
AFFILIATED ASSOCIATIONS

Any organization of employees whose membership meets the eligibility requirements for membership in CFA may become an affiliated association of CFA upon fulfilling the following requirements:

- a. The Articles of Incorporation and Bylaws of CFA must be agreed to and ratified by any organization applying for affiliation. Each such organization agrees to cooperate with CFA in matters pertaining to the purposes of CFA.
- b. The application for affiliation must be approved by a two-thirds vote of the total membership of the Assembly.

ARTICLE XXII
OBLIGATIONS OF THE AFFILIATED ORGANIZATIONS

SECTION 1. Agreements of Signatories. Each affiliated association of CFA agrees upon becoming a signatory to these Bylaws that:

- a. It will fulfill its obligations under these Bylaws; and,
- b. It will refrain from seeking bargaining agent status within a unit represented by CFA.

SECTION 2. Resolution of Disputes. Unresolved disputes between or among any affiliated organizations shall be resolved by mediation under such rules as may be hereinafter established by the Board of Directors.

SECTION 3. Written Notice of Disaffiliation. These Bylaws shall be binding on an affiliated association unless it gives official written notice of disaffiliation from CFA to each of the other affiliated associations and to the Board of Directors of CFA at least ninety days in advance of such action within which period there shall be an honest attempt at mediation of any disputes.

ARTICLE XXIII
DISSOLUTION

If CFA should be dissolved after paying or adequately providing for the debts and obligations of the corporation, the Directors or persons in charge of the liquidation shall divide any remaining assets equally among the members of CFA.