

**BYLAWS**

**CALIFORNIA FACULTY ASSOCIATION**  
**5933 West Century Boulevard, Suite 220**  
**Los Angeles, CA 90045-5471**

Amended May 1984  
Amended November 1984  
Amended May 1987  
Amended February 1988  
Amended November 1988  
Amended April 1989  
Amended November 1989  
Amended November 1990  
Amended November 1991  
Amended October 1992  
Amended April 1995  
Amended February 1996  
Amended, April 1997  
Amended, October 2005  
Amended, April 2006  
Amended, October 2006  
Amended, April 2008



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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 academic employees; to provide legislative advocacy; and to maintain collective bargaining agreements covering salaries, working conditions, and other items and conditions of employment. These agreements 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 and,
- d. To promote unity among academic employees and thereby enhance the effectiveness of the CFA in representing these employees.

**ARTICLE III**  
**POLICY AUTHORITY**

Authority for the governance of the CFA is ultimately vested in its members. State 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.

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

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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 state CFA programs and policies on the campus.

**ARTICLE IV**  
**MEMBER RIGHTS**

While CFA endeavors to provide strong, effective and professional representation to all bargaining unit members, 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 state organization and its chapters on policy and governance matters;
4. The right to recall chapter Officers and to petition for recall of state 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 are not members of CSU bargaining unit 3, or who hold positions designated as

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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.

**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 at the state or chapter level except as representatives to chapter executive committees, as 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.

**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. 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.

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**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 Affirmative Action**

- 1) One (1) affirmative action representative from each chapter's membership shall be a member of the Assembly.
- 2) Affirmative action representatives shall be members of local chapter boards.
- 3) Elections. Chapter affirmative action representatives shall be elected for a two-year term of office during chapter elections.
- 4) Only affirmative action members may serve as alternates for chapter affirmative action representatives.

**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.

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- f. **Chairs of Standing Committees of the Assembly.** The chairs of the following standing committees of the Assembly shall become, if they are not already, members of the Assembly: Bylaws and Policy, Communications, Contract Development and Bargaining Strategy, Counselors, Elections, Finance, Librarians, Member Benefits, Membership and Organizing, Peace and Justice, Personnel, Political Action and Legislative, Representation, and Retired Faculty.
- 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. Every summer the CFA Secretary shall conduct a census of the members of the Assembly to establish the proportion of such persons who are American Indian, Asian, Black, and Hispanic. The proportion shall be compared with the proportion of CSU faculty members who are members of each ethnic group. The CFA Secretary shall determine the number of additional representatives required to bring the proportion of those who are members of the Assembly so as at least to equal the proportion of those who are members of the CSU and report this number to the Board of Directors. The President shall solicit nominations from the Board of Directors, Chapter Presidents Council, Council of Lecturers and Council for Affirmative Action and appoint, subject to ratification by the Board of Directors, the number of additional representatives to the Assembly to serve for the following academic year.
- j. **Membership - Women.** Every summer the CFA Secretary shall conduct a census of the members of the Assembly to establish the proportion of such persons who are women. The proportion shall be compared with the proportion of CSU faculty members who are women. The CFA Secretary shall determine the number of additional representatives who are women required to bring the proportion of such women members of the Assembly so as at least to equal the proportion of those who are members of the CSU and report this number to the Board of Directors. The President shall solicit nominations from the Board of Directors, the Chapter Presidents Council, the Council of Lecturers and the Council for Affirmative Action and appoint, subject to ratification by the Board of Directors, the number of additional representatives to the Assembly to serve for the following academic year.
- k. **Membership - Disabled.** Every summer the CFA Secretary shall conduct a census of the members of the Assembly to establish the proportion of such persons who are disabled. The proportion shall be compared with the proportion of CSU faculty members who are disabled. The CFA Secretary shall determine the number of additional

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representatives from disabled members required to bring the proportion of such disabled members of the Assembly so as at least to equal the proportion of those who are members of the CSU and report this number to the Board of Directors. The President shall solicit nominations from the Board of Directors, the Chapter Presidents Council, the Council of Lecturers, and the Council for Affirmative Action and appoint, subject to ratification by the Board of Directors, the number of additional representatives to the Assembly to serve for the following academic year.

- I. **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 3: 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 in writing and by email to members of the Assembly and to chapters by the President. Such notices shall be sent to the member's address and 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 thereat present in person, shall have the power to adjourn the meeting.

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- e.     **Alternates.**
- 1)     Chapter Representatives: President, Lecturer, Affirmative Action, At-Large. Alternate chapter representatives may be sent by the chapter to replace an absent representative. Alternates shall be certified by the chapter presidents.
  - 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 as a member of the Board.
  - 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.

**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 Affirmative Action 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.   **Membership.** The Board shall be composed of: the Officers of CFA (the President, the Vice-President, the four (4) Associate Vice-Presidents, the Secretary, and the Treasurer); the immediate past President; the chairs of the Contract Development and Bargaining Strategy, Membership and Organizing, Political Action and Legislative and Representation Committees; four (4) representatives of the chapter presidents; two (2) representatives of the lecturers; two (2) representatives from the Council for Affirmative Action; one (1) counselor; one (1) librarian; 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 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 2, 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.

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- a. **Officers.** The Officers of CFA, except the Associate Vice-Presidents, North, South, and Lecturers, and Affirmative Action 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 s/he ceases to be a Chapter President and the Council has elected a replacement representative. These elections shall be supervised by the Elections Committee at the Assembly meetings.
- d. **Representatives of Lecturers.** The Associate Vice-President, Lecturers, plus two (2) 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 to be the Lecturer representative to the Board of Directors, 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 s/he ceases to be a Lecturer representative to the Assembly and the Lecturer Council has elected a replacement representative. These elections shall be supervised by the Elections Committee and conducted at Assembly meetings.
- e. **Representatives from Council for Affirmative Action.** The Associate Vice-President, Affirmative Action, plus two (2) representatives from the Council for Affirmative Action, shall be elected by the Council for Affirmative Action during the Assembly at which the election of the Officers is held. To be eligible to be the Affirmative Action representative to the Board of Directors, the candidates must be incumbent Affirmative Action Representatives to the Assembly or Affirmative Action representatives-elect at the time of the election. The representatives shall serve a two-year term or serve until s/he ceases to be an Affirmative Action representative to the Assembly and the Council for Affirmative Action has elected a replacement representative. These elections shall be supervised by the Elections Committee and conducted at Assembly meetings.
- f. **Chairs of Contract Development and Bargaining Strategy, Counselors, Librarians, Membership and Organizing, Political Action and Legislation, Representation, and Retired Faculty Committees.** The chairs of the 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 s/he ceases to be the chair of the committee.

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- g. **Membership - Racial and Ethnic Minorities.** There shall be at least one (1) member of the Board of Directors who is a member of racial and ethnic minorities defined in Article VI, Section 2i of these Bylaws. If this is not the case, the Assembly shall elect from its membership a racial/ethnic minority person to the Board of Directors. If a vacancy in this position occurs between meetings of the Assembly, the Board of Directors shall elect a racial/ethnic minority person from the membership of the Assembly as a member of the Board of Directors. Persons elected mid-term shall serve until the end of the normal two-year term.
- h. **Membership - Women.** There shall be at least one (1) member of the Board of Directors who is a woman. If this is not the case, the Assembly shall elect from its membership a woman to the Board of Directors. If a vacancy in this position occurs between meetings of the Assembly, the Board of Directors shall elect a woman from the membership of the Assembly as a member of the Board of Directors. Persons elected mid-term shall serve until the end of the normal two-year term.
- i. **Membership - Disabled.** There shall be at least one member of the Board of Directors who is disabled. If this is not the case, the Assembly shall elect from its membership a disabled person to the Board of Directors. If a vacancy in this position occurs between meetings of the Assembly, the Board of Directors shall elect a disabled person from the membership of the Assembly as a member of the Board of Directors. Persons elected mid-term shall serve until the end of the normal two-year term.

SECTION 3. **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 4. **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 5. **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 6. **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. **Waiver of Notices.** In an emergency the President or the Board of Directors may call a meeting without the ten-day notice. The Chapter Presidents Council shall be notified

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of the emergency meeting. Directors present must sign a written consent to such meeting. Those Directors not present must sign a waiver of notice of such meeting. Both documents must be filed with the Secretary and attached to the minutes of the meeting. Transactions of such meeting, provided a quorum was present, are as valid as if the meeting had been regularly called and noticed.

- 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.

SECTION 7. **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 8. **Treasurer.** The Board of Directors shall provide for the bonding of the Treasurer and an annual audit of financial records.

SECTION 9. **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 10. **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

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Directors by a written petition representing a majority of the membership in each of five (5) chapters, in accordance with time lines normally established for setting the Assembly agenda.

**SECTION 11. Vacancies.** A position vacated because of death, resignation, removal, disqualification or any other cause shall be filled either in the manner prescribed in the Bylaws for regular election to such office or shall be elected for the remainder of an unfulfilled term by the remaining members of the Board of Directors, at their option, following advance receipt from the President of the list of nominees.

**SECTION 12. 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; four (4) Associate Vice-Presidents (North, South, Lecturer, Affirmative Action); 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 Northern Vice-President shall be a chapter president from the northern region; the Southern Vice-President shall be a chapter president from the southern region; the Lecturer Vice-President 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 and, the Associate Vice-President, Affirmative Action shall be the officially elected representative from his/her campus to the Council for Affirmative Action.

**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-President, Lecturers shall be elected by the Lecturer Delegates attending the Council of Lecturers held at the Assembly. The Associate Vice-President, Affirmative Action shall be elected by the Affirmative Action Delegates attending the Council for Affirmative Action held at the Assembly. Their term of office shall begin June 1.

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Each shall hold his/her office until s/he shall resign or be otherwise disqualified to serve, and his/her 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 his/her 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 five (5) chapters, in accordance with time lines 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 either in the manner prescribed in the Bylaws for regular election to such office or shall be elected for the remainder of an unfulfilled term by the remaining members of the Board of Directors, at their option, 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 organization. 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 to him/her by the President, the Board of Directors, the Chapter Presidents Council or the Assembly.

**SECTION 11. Duties of the Associate Vice-President for Lecturers.** The Associate Vice-President for Lecturers shall perform such customary duties as:

- a. Serving as a liaison to lecturers, statewide, including consulting with members of the Council of Lecturers prior to Board meetings and reporting to them after Board meetings;
- b. Serving as Chair of the Council of Lecturers; and,
- c. Performing such other duties as are assigned to him/her by the President, the Board of Directors, the Council of Lecturers, or the Assembly.

**SECTION 12. Duties of the Associate Vice-President for Affirmative Action.** The Associate Vice-President for Affirmative Action shall perform such customary duties as:

- a. Serving as a liaison to identified affirmative action groups and members statewide, including consulting with members of the Council for Affirmative Action prior to Board meetings and reporting to them at Board meetings;

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- b. Serving as Chair of the Council for Affirmative Action; and,
- c. Performing such other duties as are assigned to him/her by the President, the Board of Directors, the Council for Affirmative Action, 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. Serving as chair of the Communications Committee; and,
- g. 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;
- c. Disbursing, or causing to be disbursed, the funds of the corporation as may be ordered by the Board of Directors or the Assembly;

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- 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.

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 Affirmative Action. 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. **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 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 chaired by the Associate Vice-President for Lecturers.

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-President for Lecturers 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.

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SECTION 4. **Members on the Board of Directors.** Two (2) 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.** Two (2) 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 AFFIRMATIVE ACTION**

SECTION 1. **Membership.** The Council for Affirmative Action shall be composed of the Chapter Affirmative Action representatives to the Assembly.

SECTION 2. **Meetings.** The Council for Affirmative Action 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 Affirmative Action. The Council for Affirmative Action shall be chaired by the Associate Vice-President for Affirmative Action.

SECTION 3. **Purpose.**

- a. The Council for Affirmative Action 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 Affirmative Action shall serve as a forum for communication among affirmative action members and as an advisory group to the Officers, Board of Directors, and Chapter Presidents Council through the Associate Vice-President for Affirmative Action and the Affirmative Action representatives on the Board of Directors. Additionally, the Council for Affirmative Action shall make recommendations to the Affirmative Action representatives on the Contract Development and Bargaining Strategy Committee.

SECTION 4. **Members on the Board of Directors.** Two (2) members of the Council for Affirmative Action shall be elected by the Council for Affirmative Action to serve on the Board of Directors.

SECTION 5. **Members on the Contract Development and Bargaining Strategy Committee.** Two (2) members of the Council for Affirmative Action shall be elected by the Council for Affirmative Action to serve on the Contract Development and Bargaining Strategy Committee.

**ARTICLE XIII  
COMMITTEES**

**SECTION 1. Selection of Standing Committee Chairs.**

- a. Chairs of the 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, Member 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, and Political Action and Legislative. 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 Affirmative Action. The Presidents' appointments shall be given in writing to the 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.

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**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 1<sup>st</sup> 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.
- 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 Affirmative Action.

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**SECTION 9. 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 member and appropriate external constituencies by overseeing CFA publications.
- c. The Committee shall consult with the Board of Directors and the Chapter Presidents Council in matters regarding publications of the CFA.

**SECTION 10. Contract Development and Bargaining Strategy (CDBS) Committee.**

- a. The Committee shall be composed of the Chair of the Committee; the four (4) Associate Vice-Presidents; four (4) Chapter Presidents who are not members of the Board of Directors elected by the Chapter Presidents Council; two (2) Lecturers who are not members of the Board of Directors elected by the Council of Lecturers; two (2) Affirmative Action representatives who are not members of the Board of Directors elected by the Council for Affirmative Action; 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) Developing bargaining proposals in consultation with the faculty. The Committee in consultation with Chapters shall schedule and publicize open hearings on each campus. These hearings shall be held sufficiently in advance of negotiations to help determine CFA's initial bargaining proposals.
  - 2) Recommending to the Assembly contract proposals in years when the collective bargaining agreement is subject to negotiation.
  - 3) Consulting with the Bargaining Team on policy and strategy issues that arise during bargaining.

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- 4) Meeting with the Board of Directors, after consultation with the Chapter Presidents Council, to determine recommendations on full contract ratification.
  - 5) Making recommendations to the Board of Directors on impact bargaining positions and ratification.
  - 6) 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 strategies;
  - 2) Have primary responsibility for implementing these strategies on a statewide basis;
  - 3) Obtain policy approval from the Assembly or CFA Board of Directors before undertaking significant initiatives;
  - 4) Work with local chapters, after consultation with the Chapter Presidents Council the Council of Lecturers, and the Council for Affirmative Action and endeavor to reflect the identified priorities of the membership.
  - 5) Coordinate strategies with the Political Action and Legislative Committee.

**SECTION 11. 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 12. 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.

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**SECTION 13. 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 14. Health and Retirement Benefits.**

- a. The committee shall be composed of at least seven (7) members appointed by the President, including the Chair, as provided in Section 5 above.
- 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 Contract Development and Bargaining Strategy Committee 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.

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**SECTION 15. 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.

**SECTION 16. Member Benefits Committee.**

- a. The Member Benefits Committee shall be composed of five (5) members who shall be appointed by the President as provided in Section 5 above.
- b. The Member Benefits Committee shall make recommendations to the Board of Directors in consultation with the Chapter Presidents Council regarding member benefit programs and options.

**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 monitor membership growth and chapter development in consultation with the Chapter Presidents Council, the Council of Lecturers, and the Council for Affirmative Action and recommend programs to increase CFA's membership and organizational strength.

**SECTION 18. Peace and Justice Committee.**

- a. The committee shall be composed of at least 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 education.

**SECTION 19. Personnel Committee.**

- a. The Personnel Committee shall be composed of the Officers of CFA with the Vice-President serving as Chair.

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- 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.

**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,

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- 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. 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.
- c. In consultation with the Chapter Presidents Council, the Council of Lecturers, and the Council for Affirmative Action 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 five (5) members, appointed by the Board of Directors, at least three (3) of which, including the Chair, 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.

**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.

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**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.

**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 statewide 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 Affirmative Action, any such committee or workgroup to be chaired by the chapter Council for Affirmative Action representative.
- h. Provide for representation of the interests of retired faculty; and,
- i. Implement specific chapter action and development plans.

**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.

**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

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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 3. 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.