



Bylaws and Constitution
As at November 17, 2019

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Faculty Association Constitution and Bylaws

1. Terminology

1.1. Name and start date of the organization

The official name of this association is Bow Valley College Faculty Association. The abbreviated title of the Association is BVCFA. BVCFA's start date is July 1, 1997.

1.2. Definitions

In these bylaws:

- 1.2.1. Agreement or Collective Agreement means a current agreement reached between the BVCFA and the Board of Governors according to the Post-Secondary Learning Act, 2003 (current as of May 4, 2017) or its successor.
- 1.2.2. Meeting or Special Meeting shall refer to a meeting of the BVCFA or its committees other than the Annual General Meeting or the General Meeting.
- 1.2.3. Annual General Meeting (AGM) shall refer to the annual meeting held at the end of the fiscal year (prior to June 30). The General Meeting (GM) shall refer to the first meeting of the fiscal year.
- 1.2.4. Faculty Association (FA) means the Bow Valley College Faculty Association.
- 1.2.5. Board or Board of Governors means the Board of Governors of Bow Valley College.
- 1.2.6. Campus means all of the campuses and community learning centres of Bow Valley College.
- 1.2.7. College means Bow Valley College.
- 1.2.8. Academic in this constitution refers to all programs of study offered at Bow Valley College.
- 1.2.9. Post-Secondary Learning Act, 2003 (SA 2003 cP-19.5) means the Post-Secondary Learning Act, 2003 (current as of May 4, 2017) or its successor.
- 1.2.10. Extraordinary Resolution means a resolution passed by a majority of not less than three fourths (3/4) of voting Members who are present. Notice specifying the intention to propose the resolution must have been duly given.

- 1.2.11. Member, General Member, or Association Member means a Member of the BVCFA as defined in Section 3.1 of the bylaws.
- 1.2.12. An ex-officio Member has, by virtue of office or position, Membership on a stated committee with all rights and privileges.
- 1.2.13. Labour Relations Officer is a non-faculty employee of BVCFA.
- 1.2.14. Office Manager is a non-faculty employee of BVCFA.

2. Objectives

The objectives of the BVCFA shall be to:

- 2.1. To act as the representative of Members of the Faculty Association in the negotiating, monitoring, and enforcing of the terms and conditions of employment.
- 2.2. Foster standards of excellence in learning.
- 2.3. Foster academic and social community among Members of the Faculty Association.
- 2.4. Advance and promote the academic concerns and professional interests of its Members as individuals and groups.
- 2.5. Liaise with external organizations.
- 2.6. Foster good relations between the Faculty Association, the College, the Board, and the community
- 2.7. Promote the independence and freedom of academic thought and teaching.
- 2.8. To deal with any other matters considered by the Executive Committee to be in the interest of the Association or its Members.

3. Membership

- 3.1. Members of the BVCFA are designated as Faculty by the Board of Governors for the College for the duration of their appointments.
- 3.2. Members have the right to attend regular and Special Meetings; to nominate individuals for office in the Association; to hold any office in the Association, elected or appointed; to receive regular communication issued by the

Association; and to receive all special privileges, discounts or benefits arranged by the Association for its Members.

- 3.3. Membership in the Association terminates sixty (60) days after the termination of employment at Bow Valley College or, in the event of a grievance procedure being initiated by or on behalf of a Member, for sixty (60) days beyond the conclusion of the grievance procedure or any legal action arising from it.
- 3.4. Members shall abide by the Constitution and bylaws of the Association.

4. Executive Committee

4.1. Executive Committee Primary Functions

- 4.1.1. The Executive Committee of the BVCFA consists of the Officers of the Association as defined in Section 4.2 (below).
- 4.1.2. The Executive Committee calls Regular and Special Meetings of the Association as set forth in Article Five (5).
- 4.1.3. The Executive Committee establishes the agenda for all meetings.
- 4.1.4. The Executive Committee, at the Annual General Meeting of the Association, presents an audited financial statement for the fiscal year ending June 30.
- 4.1.5. The Executive Committee calls by-elections or, in emergencies, appoints Members to fill vacancies in Association offices and committees.
- 4.1.6. Subject to any bylaws, properly enacted, amended or replaced, the Executive Committee has the power to manage, operate and direct the affairs of the Association between meetings of the Association.
- 4.1.7. The Executive Committee has the power to remove Executive Committee Members for inadequate performance of duties. Committee Members who wish to appeal must apply to a Special Grievance Committee, appointed by the Executive.

On receiving the recommendations of the Special Grievance Committee, the General Membership present at a meeting may, at its discretion and if ratified by a three-fourths (3/4) majority vote, reinstate the Member.

- 4.1.8. The Executive Committee may, from time to time, appoint any employees and agents they consider necessary to carry out the objectives of the Faculty Association. These agents and employees have the authority and responsibilities prescribed by the Executive Committee.

- 4.1.9. Whenever a Member requests that arbitration be pursued the President and/or VP Operations, or designate shall review the recommendations of the Labour Relations Officer and decide if the arbitration shall be required and which, if any, third party professionals or resources will be pursued.
- 4.1.10. The Executive Committee reviews and approves a proposed budget prepared by the Treasurer prior to the Annual General Meeting.

4.2. The Officers of the Executive Committee are:

4.2.1. President

- 4.2.1.1. Is the Chief Executive Officer and shall act as chair of the Executive Committee.
- 4.2.1.2. Is a voting Member of the Executive.
- 4.2.1.3. Is an ex-officio Member of all Faculty Association committees.
- 4.2.1.4. Shall preside over all Faculty Association meetings, and, through the Executive Committee, be responsible for the approval of Executive Meeting agendas and minutes.
- 4.2.1.5. Is the spokesperson for the Faculty Association and is responsible for official correspondence.
- 4.2.1.6. Is responsible for the interpretation and application of the Constitution, and the development and implementation of Faculty Association policies and procedures, as directed by the Executive Committee.
- 4.2.1.7. Shall supervise employees of the Faculty Association including but not limited to the Labour Relations Officer and the Office Manager.
- 4.2.1.8. Is empowered to countersign approved cheques, financial transactions, and documents.
- 4.2.1.9. Presents an annual report to the Annual General Meeting on behalf of the Executive Committee.
- 4.2.1.10. Shall have a two-year term and be elected in those years ending in an odd number.
- 4.2.1.11. Is responsible for making available, with reasonable expediency, copies of Executive Committee, Annual General Meeting, and General Meeting minutes to all Members of the Faculty Association, upon request.

4.2.2. Vice President of Operations

- 4.2.2.1. Consults with and provides support to the Labour Relations Officer.
- 4.2.2.2. Is a voting Member of the Executive.
- 4.2.2.3. Acts as the Labour Relations Officer in their absence.
- 4.2.2.4. Shall carry out the President's duties in their absence or assume the office, if it becomes vacant, until a by-election can be held.
- 4.2.2.5. Elected for a two-year term on those years ending in an even number.
- 4.2.2.6. Oversees the creation of ethics or mediation committees should an internal dispute arise or on request of the Membership.
- 4.2.2.7. Is responsible for logistical strike preparedness.
- 4.2.2.8. Is empowered to countersign approved cheques, financial transactions, and documents.

4.2.3. Vice President of Professional Affairs

- 4.2.3.1. Shall chair the Faculty Association Professional Affairs Committee (PAC) and represent Faculty Association view to College stakeholders on Faculty professional affairs.
- 4.2.3.2. Shall report on a regular basis to the Executive Committee and the General Membership on matters of professional affairs considered by college committee(s) on Faculty development.
- 4.2.3.3. Is a voting Member of the Executive.
- 4.2.3.4. Is empowered to countersign approved cheques, financial transactions, and documents.
- 4.2.3.5. Is elected for a two-year term on those years ending in an odd number.
- 4.2.3.6. Shall submit, annually, a proposed budget for the Professional Affairs Committee to the Treasurer.

4.2.4. Vice President of Negotiations

- 4.2.4.1. Is a voting Member of the Executive.
- 4.2.4.2. Is elected for a term of two years in those years ending in an even number.
- 4.2.4.3. Shall serve no more than 3 consecutive OR non-consecutive terms.
- 4.2.4.4. Is empowered to countersign approved cheques, financial transactions, and documents.
- 4.2.4.5. Shall chair the Faculty Association Negotiations Committee (FANC).
- 4.2.4.6. Is responsible for organizing, coordinating and directing the activities of the Faculty Association Negotiating Committee and the negotiations team.
- 4.2.4.7. Advises the Executive Committee and the General Membership on all matters concerning the negotiations and interpretation of the Collective Agreement.
- 4.2.4.8. Consults with the Vice President Operations and the Labour Relations Officer on matters of grievance and the Collective Agreement.
- 4.2.4.9. Receives and interprets communication from the Labour Relations Officer regarding grievance statistics and information as it pertains to opportunities relevant to negotiations.
- 4.2.4.10. Shall submit, annually, a proposed budget for the Negotiating Committee to the Treasurer.
- 4.2.4.11. Shall file new Collective Bargaining Agreements with the Government of Alberta.

4.2.5. Vice President of Communication and Engagement

- 4.2.5.1. Cultivates awareness of opportunities and the engagement of the General Membership with the Executive through in person, website, blog, and social media communication.
- 4.2.5.2. Communicates with Executive Committees and Faculty Members to gain an understanding of their activities.
- 4.2.5.3. Works with Executive Committees and Faculty Members to promote upcoming events and PD opportunities.

- 4.2.5.4. Seeks out newsletter content and contributors.
- 4.2.5.5. With the Office Manager, sources swag, giveaways, and donations for Member events.
- 4.2.5.6. With the Office Manager, promotes the Annual General Meeting, the General Meeting, and the Year End Social.
- 4.2.5.7. Shall submit, annually, a proposed budget to the Treasurer.
- 4.2.5.8. Is a voting Member of the Executive.
- 4.2.5.9. Is elected for a two-year term on those years ending in an even number.
- 4.2.5.10. Is empowered to countersign approved cheques, financial transactions, and documents.

4.2.6. Treasurer

- 4.2.6.1. Compiles budgets provided by the Executive Committee and presents a preliminary budget to the Executive for approval.
- 4.2.6.2. Reviews, with the Office Manager, financial transactions once every two months for completeness and prepares financial reports prior to the annual third-party audit.
- 4.2.6.3. Presents results of the third-party audit and financial reports (4.2.7.2) to the Executive prior to the Annual General Meeting.
- 4.2.6.4. Creates an annual report with the Office Manager and presents findings to the Faculty Association Membership at the Annual General Meeting for the fiscal year ending June 30.
- 4.2.6.5. Presents for ratification the proposed budget at the Annual General Meeting.
- 4.2.6.6. Provides information to the Membership regarding current financial standing if requested.
- 4.2.6.7. Is empowered to countersign approved cheques, financial transactions, and documents.
- 4.2.6.8. Is a voting Member of the Executive.
- 4.2.6.9. Is elected for a term of two years in those years ending in an odd number.
- 4.2.6.10. Assists the Office Manager with research and implementation of best practices and procedures.

4.2.7. Chair of Academic Council Faculty Caucus

- 4.2.7.1. Is a voting, ex-officio Member of the Executive.
- 4.2.7.2. Reports on Academic Council to the Executive.
- 4.2.7.3. Is elected by the Faculty Caucus of the Academic Council for a two-year term.
- 4.2.7.4. Reports to the Faculty Caucus of Academic Council issues/concerns raised by the Faculty Executive.
- 4.2.7.5. Provides training and education to their successor.

4.2.8. Past Executive

- 4.2.8.1. Representative of a Previous Executive.
- 4.2.8.2. Acts in an advisory role to the Executive, the President, and the Faculty Association.
- 4.2.8.3. Chairs the Election Committee.
- 4.2.8.4. Is a voting Member of the Executive.
- 4.2.8.5. Serves a term of one year, normally following their term on the Executive Committee.

4.2.9. Faculty Board Representative

- 4.2.9.1. Is an elected, non-voting, ex-officio Member of the Executive.
- 4.2.9.2. Duties are outlined in Article 8.3.2 below.

4.2.10. Member(s)-at-Large

- 4.2.10.1. Is an unofficial Member of all Faculty Association committees.
- 4.2.10.2. Duties are outlined in Article 8.3.3 below.
- 4.2.10.3. Is a non-voting Member of the Executive Committee.
- 4.2.10.4. Reports to the President or Vice President of the committee in which they are currently involved.

5. Meetings

5.1. Meetings of the Executive Committee

- 5.1.1. The President of the Faculty Association calls a meeting of the Executive Committee at least two weeks prior to any regular general meeting of the Faculty Association.
- 5.1.2. Special meetings of the Executive Committee may be called at the discretion of the President or any two Executive Committee Members.
- 5.1.3. At any meeting of the Executive Committee, a quorum equals 50% plus one.

5.2. Meetings of the General Membership

- 5.2.1. Meetings of the Faculty Association (General Membership) are to be held a minimum of two (2) times a year at the discretion of the Faculty Executive and with proper notice and circulation of the agenda at least one week in advance.
- 5.2.2. The Association shall hold an Annual General Meeting (AGM) no later than June 30 of each year.
- 5.2.3. At the Annual General Meeting, an annual report is presented by the outgoing Executive (President, and three Vice Presidents of Standing Committees).
- 5.2.4. An outside auditor proposed by the Executive Committee will be approved.
- 5.2.5. The newly elected officers are introduced and assume their respective offices.
- 5.2.6. A proposed annual budget will be presented for ratification.

5.3. Special Meetings

- 5.3.1. Special Meetings of the Faculty Association are called at the discretion of the Executive Committee provided that notice of at least forty-eight (48) hours has been given to the Members of the Association.
- 5.3.2. Special Meetings of the Faculty Association are also called upon a request to the President signed by at least fifteen (15) Association Members.
- 5.3.3. The quorum for any General or Special Meeting is twenty-five (25) voting Members.

5.4. Rules of Order

- 5.4.1. The proceedings of the Faculty Association shall be governed by Robert's Rule of Order, eleventh edition or its successor.

6. Nominations and Elections

6.1. Nominations

- 6.1.1. Nominations must be submitted in forms approved by the Executive Committee and received at the Faculty Association office by 4:00 p.m. no later than ten (10) working days prior to the closing date of the election.
- 6.1.2. Nominations must be signed by three (3) Association Members and have the written consent of the nominee.

6.2. Elections

- 6.2.1. Officers of the Faculty Association are elected via an electronic vote or by in-person paper ballot, prior to or at the Annual General meeting, except the Faculty Member on the Board of Governors, and the Faculty Members on the Academic Council, all of whom are elected or designated according to the regulations of their respective bodies.
- 6.2.2. In elections ending in an even year, elections are held for the Vice President of Operations, the Vice President of Negotiations, and the Vice President of Communications and Engagement.

- 6.2.3. In elections ending in an odd year, elections are held for the President, the Vice President of Professional Affairs, and the Treasurer.
- 6.2.4. Every year elections are held for outgoing Academic Council Faculty representatives, that is, those whose two-year term has expired.
- 6.2.5. The Faculty nominee to the Board of Governors shall be elected upon the expiry of the ministerial appointment of the incumbent. The nominee shall be recommended to the Minister of Advanced Education.
- 6.2.6. A Maximum of two (2) Representatives of a previous Executive shall be elected by the previous Executive Committee. Only outgoing Executive Members will be eligible to become Past Executives. Past Executives shall be elected by the Executive Committee.
- 6.2.7. No Member may hold more than one office simultaneously on the Executive Committee unless there are exceptional circumstances subject to the approval of the BVCFA Executive Committee.
- 6.2.8. No Member may serve more than three full consecutive terms in the same office unless there are exceptional circumstances subject to the approval of the BVCFA Executive Committee.
- 6.2.9. All elections will be conducted by approved physical or electronic ballot. A candidate shall be declared elected to any position when the candidate has received the largest number of the ballots by Members eligible to vote or the candidate has been acclaimed.

7. Voting

- 7.1. Voting at a meeting will be by a show of hands unless a secret ballot is called for by the Constitution and bylaws or unless, by motion, a secret ballot is requested.
- 7.2. In any vote, a simple majority shall be required to carry a motion, with the exception of an extraordinary resolution presented at the Annual General Meeting which requires three fourths (3/4) majority of those present and eligible to vote. A majority means 50% + 1 or 75% + 1 for an extra resolution of the eligible voters' present, excluding the chair, who has no vote.
- 7.3. Write-in votes, if approved by the Executive Committee, are accepted for purposes of voting for election of Officers and Committee Members, amendments to the Constitution and bylaws, and for such other important matters that the Executive may order to be voted in this matter.
- 7.4. All Members of the Faculty Association have a full vote in all Association voting matters.
- 7.5. Candidates shall be entitled to appoint scrutineer for the period of balloting and the counting of ballots.

8. Committees

Committees include Ad Hoc, Standing Committees, Faculty Representatives on College Committees, and the Board of Governors.

8.1. Ad Hoc Committees

- 8.1.1. The Faculty Association may elect or appoint ad hoc committees as required to carry out the objectives of the Association. All ad hoc committees are responsible to the Executive and shall be required to attend such meetings and give such reports as directed by the Executive Committee.

8.2. Standing Committees

8.2.1. The Faculty Association Negotiation Committee (FANC)

- 8.2.1.1. Consists of the Chair who is the Vice President of Negotiations, Members who represent the diverse interests of the Membership.
- 8.2.1.2. Advises and assists the Executive Committee in all matters of negotiating policy.
- 8.2.1.3. Recommends, to the Executive Committee, the makeup of the Negotiations Team who will negotiate on behalf of the Faculty Association.
- 8.2.1.4. Advises the Negotiation team in all matters involving negotiations.
- 8.2.1.5. Reports to the Executive and to the Membership of the Association at times and in a manner as directed by the Executive Committee.
- 8.2.1.6. Recommends acceptance or rejection of any proposed memorandum of agreement to the Membership but cannot bind the Association to any settlement or Collective Agreement.

8.2.2. The Faculty Association Professional Affairs Committee (PAC)

- 8.2.2.1. Consists of the Chair who is the Vice President for Professional Affairs, and Members who represent the diverse interests of the Membership.
- 8.2.2.2. Provides a forum for discussing matters that affect the quality of teaching and learning and the professional needs of the individual Members of the Bow Valley College Faculty.
- 8.2.2.3. Develops positions and recommendations relating to professional needs and opportunities of Faculty Members.
- 8.2.2.4. Communicates the professional concerns of Faculty Members.
- 8.2.2.5. Facilitates the development of professional policies and procedures that protect Members and encourage professionalism.
- 8.2.2.6. Develops and provides direction for Bow Valley College's Faculty professional support networks.
- 8.2.2.7. Acts as an advocate for quality in education and for the professional development of Faculty Members.

8.3. Representatives on College Committees and Board of Governors

8.3.1. Academic Council

- 8.3.1.1. There are seven Faculty representatives, with an additional two alternate positions, on Academic Council, one of whom is the Chair of the Faculty Caucus and represents the Faculty Caucus on the Executive Committee.
- 8.3.1.2. The Chair of the Faculty Caucus shall be elected annually by the Faculty Caucus.
- 8.3.1.3. Every year elections are held for outgoing Academic Council Faculty representatives, that is those for whom their two-year term has expired. Years ending in an odd number, elections will be held for three (3) representatives, years ending in an even number, elections will be held for four (4) representatives.
- 8.3.1.4. Faculty representatives on Academic Council will serve for a term of two years.

8.3.2. Faculty Representative on the Board of Governors

- 8.3.2.1. Is elected by the Faculty Association and, pursuant to the Post-Secondary Learning Act, 2003 (SA 2003 cP-19.5) is recommended to the Minister by letter from the President and the Board of Governors to serve as the Faculty Member on the Board.
- 8.3.2.2. Reports to regular or special meetings of the Association and the Executive on deliberations of the Board as they affect the Association's interests.
- 8.3.2.3. Acts as a Faculty Representative on the Board, promoting Association and Faculty interests.
- 8.3.2.4. Is elected: (a) for a term up to three years; (b) notwithstanding article 6.2.8 of the Constitution, shall not serve for more than two terms or six consecutive years.

8.3.3. Member(s)-at-Large

- 8.3.3.1. Pursuant to Article 4.1.1.7, up to 3 individuals may be appointed by the voting Members of the current Faculty Association Executive (through the recommendation of the Membership) in the first meeting of the academic year (September) to act as Members-at-Large.
- 8.3.3.2. Report to regular or special meetings, or committee meetings of the Association as representatives of the Membership.
- 8.3.3.3. Participate in the activities of the Association on a variety of levels as a liaison, representative or initiator of actions on behalf of the Membership.
- 8.3.3.4. Members-at-Large are encouraged to attend open sessions of the Board of Governors and Academic Council.
- 8.3.3.5. Member(s)-at-Large will serve for a period of one year and may serve for up to 3 consecutive years. Or, Members-at-Large may choose to run for an elected position at any time.

9. Financial

9.1. Financial Matters

- 9.1.1. The proposed budget for the coming year shall be made available by hard copy in the Faculty office at least one week prior to the Annual General Meeting and made available for distribution via email, upon request.
- 9.1.2. The Executive Committee is empowered to meet all financial obligations within the budget limits as approved by the Faculty Association.
- 9.1.3. The Executive Committee may, by approval of an Extraordinary Resolution, borrow, raise or secure the payment of money necessary to carry out the objectives of the Faculty Association.
- 9.1.4. Any proposed budget where anticipated expenses are greater than anticipated revenues requires passage of an extraordinary resolution.
- 9.1.5. Motions requiring the expenditure of \$2000 or more, where that amount has not been previously approved in the budget, require approval by an Extraordinary Resolution.
- 9.1.6. Officers of the Executive Committee and Members of other Association Committees may be reimbursed for normal and reasonable expenses incurred in the performance of authorized Association duties, upon submission of expense claims and approval of the Executive Committee or the Association.
- 9.1.7. Faculty Association dues are intended for the operations of the Faculty Association. Any surplus will be held as a defense fund in low risk, protected accounts (e.g. GIC's) and not to be used for profit generating activities. The dues collected do not in any way belong to Faculty Association executive Members or employees.

9.2. Honorariums

- 9.2.1. Officers of the Executive Committee are entitled to a bi-annual honorarium.
- 9.2.2. In the event an Officer of the Executive Committee withdraws from the position or does not fulfill the year the honorarium will be prorated on a per month basis.

- 9.2.3. BVCFA and its Executive Committee has the right by vote, to withhold or prorate honorariums if an officer's expectations and duties are not being met, including but not limited to the attendance of 75% of the executive meetings, circumstance-dependent.

9.3. Faculty dues are assessed:

- 9.3.1. Dues for Faculty Members are at the rate of 1% of gross salary
- 9.3.2. For Faculty Members on leaves of absence at a rate of .5% of gross salary.
- 9.3.3. Members on leave without pay or who are seconded may maintain Membership by paying to the Association dues and assessments as stipulated in Sec. 9.3.1.
- 9.3.4. Dues for Members on Long Term Disability (LTD) Leave shall be waived commencing on the first day of LTD leave and thereafter for the duration of the leave period.

10. Amendment and Special Resolution

- 10.1. The Constitution and bylaws of the Association may be enacted, amended or repealed at any General Meeting by Extraordinary Resolution, provided that proper notice has been given and there is quorum.

11. Ratification of Proposed Collective Agreements

- 11.1. The proposed terms and conditions of employment will be mailed electronically or otherwise to all Faculty Association Members for a review prior to a ratification vote by secret ballot. (It is suggested that a ballot be included with the distribution of the proposed agreement in order to expedite the voting).
- 11.2. A general meeting will be held, approximately a week after the mailing of the proposed agreement and prior to voting, in order to present and discuss the proposed agreement. Members will have five (5) working days from the date of this meeting to return their completed ballots to the Returning Officer.
- 11.3. Ratification is achieved when the proposals have been adopted by 50% plus one (+1) of the votes cast.

12. Wind Up and Dissolution

- 12.1. In the event the Faculty Association is wound up or dissolved in the course of its ordinary business, all of its assets, after payment of its liabilities, shall be distributed in one of the following ways, or in a combination thereof:
 - 12.1.1. Disposition of the assets (or portion thereof) pro rata to the current Members.
 - 12.1.2. Assignment of the assets to a successor Faculty Association or to another organization designated by the Members.
 - 12.1.3. Deed of trust to a person or corporation as designated by the Members to be held on terms approved by the Member.
- 12.2. Voluntary windup of the dissolution shall follow the same procedural provisions (notice, quorum, voting procedures, etc.) that apply to the Annual General Meeting.
- 12.3. In the event of the Faculty Association's impending involuntary windup or dissolution as a result of legislation, regulation, or ministerial policy, all of its assets, after payment of its liabilities, shall be distributed as per section 12.1 above.
- 12.4. In the event of impending involuntary windup, the Officers of the Faculty Association shall be specifically empowered to convene an emergency meeting upon 48 hours written notice. The quorum requirement shall be a simple majority of those Members present at the meeting. At this meeting, the Officers shall put forward the evidence prompting their action in calling a Special Meeting for the purposes of dissolving the Association and distributing its assets.