

AIR LINE PILOTS ASSOCIATION, INTERNATIONAL
168TH REGULAR EXECUTIVE COUNCIL MEETING
October 13, 2018

SUBJECT

Potential Merger with Air Canada Pilots Association: Contingent Amendments to Constitution and By-Laws and Association Voting Procedures

SOURCE

President Timothy Canoll

BACKGROUND INFORMATION

Representatives of the Association, led by Executive Vice Presidents Dan Adamus and Mike Hamilton, have been actively engaged in discussions with representatives of Air Canada Pilots Association (ACPA) over the terms of a merger of the two unions. The addition of Air Canada pilots would significantly increase ALPA's presence in Canada, and changes to the structure of the ALPA Canada Board and the Executive Council would be appropriate if the merger occurs.

The necessary amendments to the Constitution and By-Laws could be addressed by the Board of Directors in a ballot, after the terms of the merger have been finalized. But consideration at a regular Board of Directors meeting will allow more thorough explanation and debate. Accordingly, these amendments are proposed on a contingent basis, to take effect only if the merger with ACPA is later approved by the Executive Board or Board of Directors.

The proposed amendments would make four primary changes.

First, Article XIV would be amended to allow larger Canadian airlines to be in Group A for the purposes of electing Executive Vice Presidents. Currently, only U.S. carriers can be in Group A.

Second, Article XIV would be amended to clarify that the financial qualification for Group A status would be calculated by reference to the home currency (Canadian or U.S. dollars) of the MEC.

Third, Article XXII would be amended to separate the office of ALPA Canada President from the office of Group C Executive Vice President (currently the same person holds both roles), and to lengthen the terms for all ALPA Canada Board officers to four years.

Finally, the voting provisions in Article XXII would be amended to allow roll call voting at the ALPA Canada Board, and to eliminate the officers' rights to vote.

These amendments to the Constitution and By-Laws will require changes to the Association Voting Procedures in Section 90 of the Administrative Manual.

PROPOSED RESOLUTION

1 WHEREAS representatives of the Association have been actively engaged in
2 discussions with representatives of Air Canada Pilots Association (ACPA)
3 over the terms of a merger of the two unions, and
4
5 WHEREAS the addition of Air Canada pilots would significantly increase
6 the Association's presence in Canada, and
7
8 WHEREAS changes to the structure of the ALPA Canada Board and the
9 Executive Council would be appropriate if the merger occurs,
10
11 THEREFORE BE IT RESOLVED that the Executive Council recommends to
12 the Board of Directors that, in the event the Executive Board or Board of
13 Directors gives final approval to the terms of a merger between the
14 Association and ACPA prior to the next regular meeting of the Board of
15 Directors, the Constitution and By-Laws and Administrative Manual will be
16 amended in the following manner, effective as of the date of the merger,

17 with the underlined language representing new material, and the overstruck
18 text to be deleted:

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ALPA CONSTITUTION AND BY-LAWS

ARTICLE VI - EXECUTIVE COUNCIL

SECTION 1 - ORGANIZATION

The Executive Council shall be composed of and the members shall be the President, the First Vice President, the Vice President-Administration/Secretary, the Vice President-Finance/Treasurer and the Executive Vice Presidents. The ALPA Canada President shall be an ex-officio member of the Executive Council, but shall not have a vote, and shall not have the right to designate a proxy representative under Sections 5 or 6 of this Article.

SECTION 2 - JURISDICTION AND DUTIES [No changes]

SECTION 3 – MEETINGS [No changes]

SECTION 4 - ATTENDANCE AND QUORUM [No changes]

SECTION 5 - REPRESENTATION AT EXECUTIVE COUNCIL MEETINGS

Should an Executive Vice President be unable to attend a meeting of the Executive Council, he shall select a personal representative from an airline within his Executive Vice Presidential Election Group who is a National Officer, MEC officer or Local Council officer, or from among the members of the Executive Council, to attend the meeting in his stead, except that the Executive Vice President for Election Group C or an Executive Vice President from an Election Group A airline based in Canada may optionally select a Canada Board officer as his personal representative. Should the First Vice President, Vice President-Administration/Secretary or Vice President-Finance/Treasurer be unable to attend an Executive Council meeting, such officer may designate a personal representative from among the members of the Executive Council.

SECTION 6 – PROXIES [No changes]

SECTION 7 - MEETING RECORDS AND MINUTES [No changes]

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1 – ORGANIZATION [No changes]

SECTION 2 - JURISDICTION AND DUTIES [No changes]

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68 **SECTION 3 - REGULAR MEETINGS** [No changes]
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71 **SECTION 4 - AGENDA SUBMISSION PROCEDURES** [No changes]
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74 **SECTION 5 - SPECIAL MEETINGS** [No changes]
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77 **SECTION 6 - ATTENDANCE AND QUORUM** [No changes]
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80 **SECTION 7 - VOTING** [No changes]
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83 **SECTION 8 - REPRESENTATION AT BOARD OF DIRECTORS MEETINGS** [No
84 changes]
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87 **SECTION 9 - PROXIES** [No changes]
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90 **SECTION 10 - NOMINATION AND ELECTION OF OFFICERS**
91
92 A. The nomination and election of the President, First Vice President, Vice President-
93 Administration/Secretary and Vice President-Finance/Treasurer, and the election of Executive
94 Vice Presidents shall be scheduled as the first order of business on the third (3rd) day of the
95 Regular Board of Directors Meeting. Elections, as required, shall be conducted in the following
96 order:
97
98 (1) President
99 (2) First Vice President
100 (3) Vice President-Administration/Secretary
101 (4) Vice President-Finance/Treasurer
102 (5) ALPA Canada Board officers
103 (6) Executive Vice Presidents
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105 B. The nomination and election of Executive Vice Presidents will be conducted in Election
106 Caucuses as provided in Article XIV, Section 1 following the regular election of the Vice
107 President-Finance/Treasurer, if any, and, in the case of the Executive Vice President for
108 Election Group C and Executive Vice Presidents from any Election Group A airline based in
109 Canada, following the election of ALPA Canada Board officers.
110
111 C. At all meetings of the Board of Directors at which officers are to be elected, the
112 Nominations Committee established pursuant to Section 11 of this Article shall nominate
113 candidates for the offices of President, First Vice President, Vice President-
114 Administration/Secretary and Vice President-Finance/Treasurer, with any member of the
115 Board of Directors entitled to make additional nominations from the floor.
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117 D. The Chairman, during the nomination and election of officers, shall relinquish the chair
118 to the Chairman of the Nominations Committee.

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119 SECTION 11 - COMMITTEES--BOARD OF DIRECTORS MEETINGS [No changes]

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122 SECTION 12 - CREDENTIALS COMMITTEE [No changes]

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125 SECTION 13 - STEERING COMMITTEE [No changes]

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128 SECTION 14 - ALPA COMMITTEES [No changes]

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131 SECTION 15 - MEETING RECORDS AND REPORTS [No changes]

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134 **ARTICLE XIV - EXECUTIVE VICE PRESIDENTS**

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136 **SECTION 1 - ELIGIBILITY AND ELECTION**

137
138 A. Any Active member in good standing of the Association shall be eligible to hold the
139 position of Executive Vice President in accordance with paragraphs B, C and D, of this Section
140 1; provided that a member may not serve simultaneously as an Executive Vice President and
141 an officer of the ALPA Canada Board.

142
143 B. ~~On the third day of a Board of Directors meeting, and following the regular election of~~
144 ~~the Vice President Finance/Treasurer, if one is held~~In accordance with the election schedule
145 described in Article VII, Section 10, each airline in Election Group A, the airlines in Election
146 Sub-Group B-1 as a group, the airlines in Election Sub-Group B-2 as a group, the airlines in
147 Election Sub-Group B-3 as a group, and the airlines in Election Group C as a group will hold
148 election caucuses consisting of their Board of Directors members and proxies under Article VII,
149 Sections 8 and 9, to elect Executive Vice Presidents. Three-fourths of the persons eligible to
150 attend a caucus, including proxies, will constitute a quorum for that caucus. The chairman of
151 each single-airline caucus will be the highest-ranking MEC officer who is not a candidate. The
152 chairman of each multi-airline caucus will be the MEC Chairman who has the longest
153 continuous tenure in that office and who is not a candidate, or if all are candidates, a member
154 of the caucus who is elected by the majority of the persons voting. In each caucus, nominations
155 of candidates from the airline or airlines in the caucus may be made by any MEC Chairman
156 or Board of Directors member of an airline in the caucus, including proxies.

157
158 C. In order to provide a fair opportunity for election as Executive Vice President, the
159 following conditions apply to elections in Election Sub-Groups B-1, B-2, ~~and B-3,~~ and C when
160 they contain two or more airlines:

161
162 (1) Members of the same airline may not be elected Executive Vice President from the same
163 Election Sub-Group at consecutive regular Board of Directors meetings if that airline holds
164 the roll call majority in the Election Sub-Group (as determined under Article XIV, Section 5D)
165 in both elections. This provision shall be applicable when the Election Sub-Group at the time
166 of the first election contained one or more airlines.

167
168 (2) The condition specified in sub-paragraph 1. may be waived for a current election by a
169 roll call majority vote of the combined airline or airlines in the Election Sub-Group caucus, not

221 annual dues income, as of September 1 immediately preceding the Regular meeting of the
222 Board of Directors.

223

224 D. For the purpose of determining the three Sub-Groups for Election Group B, the Vice
225 President-Administration/Secretary shall prepare a list of all airlines in Election Group B in
226 order of Active membership in good standing, largest to smallest, showing the number of Active
227 members in good standing for each airline in the Election Group. The first, second, and third
228 largest airlines on the Election Group B list shall be assigned by the Vice President-
229 Administration/Secretary to Election Sub-Groups B-1, B-2, and B-3 respectively, followed by
230 assignment to each such Sub-Group of the fourth, fifth, and sixth largest airlines respectively,
231 followed by further assignment of airlines on the Election Group B list in the same manner
232 until all airlines on the Election Group B list have been assigned to Sub-Groups.

233

234 E. A change in Active membership of an airline or projected annual dues income subsequent
235 to such assignment shall not change the Election Group or Sub-Group of an airline for that
236 term of office or preclude an Executive Vice President from completing a term of office.

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238 SECTION 6 - RECALL

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240 A. Recall of Executive Vice Presidents ~~from Group A and Sub-Groups B-1, B-2, and B-3,~~
241 with or without cause, shall be initiated by majority vote of the Executive Board in session, or
242 by the Board of Directors.

243

244 B. Upon initiation of recall under Section 6A above by the Executive Board, the Vice
245 President-Administration/Secretary shall within fourteen (14) days distribute by mail a recall
246 ballot to all members of the Board of Directors covering the recall of the Executive Vice
247 President involved. Such ballot shall be conducted on a roll call basis. A simple majority
248 returned shall govern on the recall issue.

249

250 ~~C. The Executive Vice President from Group C may be recalled from office with or without~~
251 ~~cause either pursuant to the procedures set forth in Sections 6A and 6B above or pursuant to~~
252 ~~the procedures set forth in Article XVI, Section 1B applied exclusively to Active members in~~
253 ~~good standing from Canadian (Group C) airlines. Any action, vote or ballot to recall from office~~
254 ~~the Executive Vice President from Group C shall also constitute simultaneous action, voting~~
255 ~~and balloting to remove such individual from office as Canada Board President.~~

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ARTICLE XXII – ALPA CANADA BOARD

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259 SECTION 1 - ORGANIZATION

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261 A. The ALPA Canada Board shall be composed of ~~and the members shall be the ALPA Canada~~
262 ~~President, ALPA Canada Vice President/IFALPA Director, ALPA Canada Vice President~~
263 ~~Administration and Finance and the Chairman~~ of the Master Executive Council of each
264 Canadian airline.

265

266 B. The officers of the ALPA Canada Board shall be the ALPA Canada President, ALPA
267 Canada Vice President/IFALPA Director and ALPA Canada Vice President Administration and
268 Finance.

269

270 ~~(1) ALPA Canada Board officers shall be ex-officio members of the ALPA Canada Board, but~~
271 ~~shall not have the right to vote.~~

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273 (2) ALPA Canada Board officers are responsible for carrying out the policies and directives of
274 the ALPA Canada Board.

275
276 C. The ALPA Canada Board shall be governed by the ALPA Constitution and By-Laws, ALPA
277 policy and the ALPA Canada Board By-Laws as approved by the Executive Council. The ALPA
278 Canada Board shall be subject to the authority of the Board of Directors, Executive Board and
279 Executive Council under the Constitution and By-Laws.

281 SECTION 2 - JURISDICTION AND DUTIES

282
283 A. The ALPA Canada Board will be considered a governing body within the ALPA structure
284 with the following jurisdiction and duties:

285
286 (1) The ALPA Canada Board shall have the responsibility and mandate to articulate all ALPA
287 International positions with Canadian institutions; ~~and~~ to develop specific Canadian positions
288 on issues of national interest to Canadian pilots; and to maintain a Canada-specific version of the
289 ALPA logo, in coordination with the Vice President-Administration/Secretary.

290
291 (2) The ALPA Canada Board shall act as the successor to CALPA for purposes of IFALPA
292 membership and IFALPA representation of the pilots of Canada.

293
294 (3) The ALPA Canada Board, through the ALPA Canada President or his designee, shall be
295 included in organizing efforts with respect to Canadian pilot groups, in coordination with the
296 President and Executive Council.

297
298 (4) The ALPA Canada Board shall adopt and amend By-Laws for the ALPA Canada Board,
299 consistent with the ALPA Constitution and By-Laws, subject to approval by the Executive
300 Council.

301
302 (5) The ALPA Canada Board shall establish committees and appoint committee chairmen as
303 may be necessary for conducting its business.

304
305 (6) The ALPA Canada Board shall, subject to its By-Laws as approved by the Executive
306 Council, approve an annual ALPA Canada Board budget to be funded by an allocation as
307 determined by the Executive Board.

308
309 (7) The ALPA Canada Board has the authority to levy assessments on the Master Executive
310 Councils of each Canadian airline, or on the members in the employ of all Canadian airlines, for
311 any lawful trade union purpose within the jurisdiction and duties of the ALPA Canada Board.

312
313 (8) The ALPA Canada Board shall, consistent with Article I, Section 11 and the Association's
314 strategic goals and priorities, have the authority to provide initial approval to affiliation
315 agreements that would benefit members in Canada.

317 SECTION 3 - MEETINGS

318
319 A. Regular meetings shall be held every six (6) months.

320
321 B. Special meetings may be called at any time by the ALPA Canada President or President of
322 the Association. A special meeting shall also be called upon the written request of at least thirty
323 percent (30%) of the members of the ALPA Canada Board.
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325
326 C. At any meeting of the ALPA Canada Board, a majority of the voting members of the ALPA
327 Canada Board shall constitute a quorum for transacting business.

328
329 D. Voting.

330
331 (1) Decisions on all questions shall be determined by a majority vote unless otherwise specified
332 in the Constitution and By-Laws. All voting shall be by voice vote, but a standing vote or a roll
333 call vote shall be taken at the request of any voting member.~~Each member of the ALPA Canada~~
334 ~~Board, including officers, shall have one vote. The chairman of the meeting shall not exercise~~
335 ~~the right to vote except to break a tie. At the request of any member of the ALPA Canada Board,~~
336 ~~a general vote shall be taken whereby each MEC Chairman shall have two votes for each Local~~
337 ~~Council that he represents, and each ALPA Canada Board officer entitled to vote shall have one~~
338 ~~vote.~~

339
340 (2) When voting by roll call, each voting member of the ALPA Canada Board shall have one
341 vote for each member in good standing that he represents. The Vice President-
342 Administration/Secretary shall furnish a roll call for each meeting at the request of any ALPA
343 Canada Board officer.

344
345 E. The use of proxies at meetings shall be as determined by the ALPA Canada Board By-Laws.

346
347 F. Minutes, including at least a record of attendance and compilation of actions, shall be kept
348 of all regular and special meetings. A copy of such minutes shall be sent to each member of the
349 ALPA Canada Board and the Vice President-Administration/Secretary within thirty (30) days
350 after adjournment of each meeting.

351
352 G. Canadian Group A and Group C Executive Vice Presidents shall be ex-officio members of
353 the ALPA Canada Board, but shall not have a vote.

354
355 **SECTION 4 – ALPA CANADA PRESIDENT**

356
357 A. Eligibility and Election, Term of Office, and Vacancy.

358
359 (1) Any Active member in good standing of the Association employed by a Canadian airline
360 shall be eligible to hold the office of ALPA Canada President; provided that an incumbent ALPA
361 Canada President who becomes a Retired member as defined in Article II, Section 3F with
362 sixteen months or less remaining in his regular term of office shall be eligible to hold the office
363 of ALPA Canada President for the remainder of that term.

364
365 (a) The Association representatives from Canadian airlines in attendance at each Board of
366 Directors meeting that does not hold a regular election for ALPA President shall nominate and
367 elect the ALPA Canada President.

368
369 (b) The ALPA Canada President shall not be eligible to serve as an Executive Vice President,
370 or as an MEC member or officer, during the term of office of ALPA Canada President.

371
372 (2) Term of Office.

373
374 (a) The regular term of office for the ALPA Canada President shall be four years and shall
375 commence on the first day of January following the election.

376

377 (b) The term of office of the ALPA Canada President, if elected as a result of a vacancy in
378 office, shall be for the balance of the unexpired term and shall commence immediately upon
379 election.

380
381 (3) Vacancy.

382
383 When a vacancy in the office of ALPA Canada President occurs, such vacancy shall be filled by
384 the ALPA Canada Vice President/IFALPA Director, pending election of a replacement by the
385 members of the ALPA Canada Board at the next regular or special meeting.~~The ALPA Canada~~
386 ~~President shall be the Executive Vice President for Group C (All Canadian airlines). The term~~
387 ~~of office in both positions shall be simultaneous for all purposes. Election to office as Executive~~
388 ~~Vice President for Group C shall constitute election to office as ALPA Canada President. Recall~~
389 ~~or resignation from office as Executive Vice President for Group C shall constitute recall or~~
390 ~~resignation from office as ALPA Canada President, and vice-versa. The ALPA Canada~~
391 ~~President may not be charged under Article VIII of the Constitution and By-Laws for acts of~~
392 ~~omission or commission as a result of his duties in office as ALPA Canada President, but shall~~
393 ~~be subject to recall under Article XIV, Section 6.~~

394
395 B. The ALPA Canada President shall:

- 396
397 (1) Be the principal officer of the ALPA Canada Board and chair all meetings.
398
399 (2) Be the principal spokesman for the ALPA Canada Board on matters within its jurisdiction.
400
401 (3) Be responsible for planning, coordinating and administering the affairs and activities of the
402 ALPA Canada Board within established policies.
403
404 (4) Consult with and be assisted by the other officers of the ALPA Canada Board in furthering
405 the objectives and policies of the Association.
406
407 (5) Be an ex officio member of all ALPA Canada Board committees.
408
409 (6) Be the chief Canadian delegate to IFALPA.
410
411 (7) Be consulted by the President in determining the requirements for, and selection of, all
412 Canadian-based staff.
413
414 (8) Be supported by Canadian-based staff in the development of specific Canadian
415 positions on issues of national interest to Canadian pilots.
416
417 (9) Be consulted by the President in determining Canadian real estate needs.

418 D.

419 **SECTION 5 -- ALPA CANADA VICE PRESIDENT/IFALPA DIRECTOR**

420
421 A. Eligibility and Election, Term of Office, and Vacancy.

422
423 (1) Any Active member in good standing of the Association employed by a Canadian airline
424 shall be eligible to hold the office of ALPA Canada Vice President/IFALPA Director; provided
425 that an incumbent ALPA Canada Vice President/IFALPA Director who becomes a Retired
426 member as defined in Article II, Section 3F with sixteen months or less remaining in his regular

427 term of office shall be eligible to hold the office of ALPA Canada Vice President/IFALPA
428 Director for the remainder of that term.

429
430 (a) The Association representatives from Canadian airlines in attendance at each Board of
431 Directors meeting that does not hold a regular election for ALPA President shall nominate and
432 elect the ALPA Canada Vice President/IFALPA Director.

433
434 (b) The ALPA Canada Vice President/IFALPA Director shall not be eligible to serve as an
435 Executive Vice President, or as an MEC member or officer, during the term of office of ALPA
436 Canada Vice President/IFALPA Director.

437
438 (2) Term of Office.

439
440 (a) The regular term of office for the ALPA Canada Vice President/IFALPA Director shall be
441 four years and shall commence on the first day of January following the election.

442
443 (b) The term of office of the ALPA Canada Vice President/IFALPA Director, if elected as a
444 result of a vacancy in office, shall be for the balance of the unexpired term and shall commence
445 immediately upon election.

446
447 (3) Vacancy.

448
449 When a vacancy in the office of ALPA Canada Vice President/IFALPA Director occurs, such
450 vacancy shall be filled by the ALPA Canada Vice President Administration and Finance,
451 pending election of a replacement by the members of the ALPA Canada Board at the next
452 regular or special meeting.

453 ~~**AND ALPA CANADA VICE PRESIDENT ADMINISTRATION AND FINANCE**~~

454
455 ~~A. The ALPA Canada Vice President/IFALPA Director and ALPA Canada Vice President~~
456 ~~Administration and Finance shall be elected by the Group C caucus, in session, at each regular~~
457 ~~Board of Directors meeting, following the election of the Group C Executive Vice President/ALPA~~
458 ~~Canada President, pursuant to the same eligibility requirements, nomination procedures and~~
459 ~~election procedures as applicable to the Group C Executive Vice President election. The term of~~
460 ~~office shall be as set forth in Article XIV, Section 2 of the Constitution and By-Laws.~~

461 B. The ALPA Canada Vice President/IFALPA Director shall:

462
463 (1) Perform such duties as may be specifically assigned to him by the ALPA Canada President.

464
465 (2) Assist the ALPA Canada President in furthering the objectives and policies of the
466 Association.

467
468 (3) Perform the duties of the ALPA Canada President in his absence.

469
470 (4) Perform the duties of IFALPA Director in accordance with the ALPA Canada Board By-
471 Laws.

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473
474 ~~**SECTION 6 – AND ALPA CANADA VICE PRESIDENT ADMINISTRATION AND**~~
475 ~~**FINANCE**~~

476
477 A. Eligibility and Election, Term of Office, and Vacancy.
478

479 1) Any Active member in good standing of the Association employed by a Canadian airline
480 shall be eligible to hold the office of ALPA Canada Vice President Administration and Finance;
481 provided that an incumbent ALPA Canada Vice President Administration and Finance who
482 becomes a Retired member as defined in Article II, Section 3F with sixteen months or less
483 remaining in his regular term of office shall be eligible to hold the office of ALPA Canada Vice
484 President Administration and Finance for the remainder of that term.

485
486 (a) The Association representatives from Canadian airlines in attendance at each Board of
487 Directors meeting that does not hold a regular election for ALPA President shall nominate and
488 elect the ALPA Canada Vice President Administration and Finance.

489
490 (b) The ALPA Canada Vice President Administration and Finance shall not be eligible to
491 serve as an Executive Vice President, or as an MEC member or officer, during the term of office
492 of ALPA Canada Vice President Administration and Finance.

493
494 (2) Term of Office.

495
496 (a) The regular term of office for the ALPA Canada Vice President Administration and
497 Finance shall be four years and shall commence on the first day of January following the
498 election.

499
500 (b) The term of office of the ALPA Canada Vice President Administration and Finance, if
501 elected as a result of a vacancy in office, shall be for the balance of the unexpired term and shall
502 commence immediately upon election.

503
504 (3) Vacancy.

505
506 When a vacancy in the office of ALPA Canada Vice President Administration and Finance
507 occurs, such vacancy shall be filled by the ALPA Canada Vice President/IFALPA Director,
508 pending election of a replacement by the members of the ALPA Canada Board at the next
509 regular or special meeting.

510
511 BC. The ALPA Canada Vice President Administration and Finance shall:

512 (1) Perform such duties as may be specifically assigned to him by the ALPA Canada President.

513
514 (2) Assist the ALPA Canada President in furthering the objectives and policies of the
515 Association.

516
517 (3) Assist the ALPA Canada President in administering the finances of the ALPA Canada
518 Board.

519
520 (4) Maintain ALPA Canada Board records.

521
522 D. Either officer may be recalled with or without cause by a two-thirds (2/3) vote of the Canada
523 Board, in session, conducted by secret ballot with each member casting one vote.

524
525 **SECTION 76 -- RECALL AND VACANCY IN OFFICE**

526
527
528 A. Any officer of the ALPA Canada Board may be recalled from office, with or without cause,
529 by a two-thirds majority of the roll call votes cast by the local council representatives from
530 Canadian airlines, voting in an internet-based ballot using Association Voting Procedures. Such

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531 ballot will be conducted by the ALPA Vice President-Administration/Secretary if requested by a
532 majority vote of the members of the ALPA Canada Board, with each member casting one vote.
533

534 B. A vacancy in any ALPA Canada Board officer position will be filled by election at the next
535 regular or special meeting of the ALPA Canada Board. Pending such election, a vacancy in the
536 ALPA Canada President position will be filled by the ALPA Canada Vice President/IFALPA
537 Director; a vacancy in the ALPA Canada Vice President/IFALPA Director position will be filled
538 by the ALPA Canada Vice President Administration and Finance; a vacancy in the ALPA Canada
539 Vice President Administration position will be filled by the ALPA Canada Vice President/IFALPA
540 Director; and any two vacancies will be filled by the remaining officer. If all positions are vacant,
541 the ALPA Vice President-Administration/Secretary shall promptly call a meeting of the ALPA
542 Canada Board and conduct elections for ALPA Canada Board officers. In the event a vacancy in
543 the office of ALPA Canada President occurs more than sixty (60) days prior to the expiration of a
544 regular term of office, the ALPA Canada Vice President/IFALPA Director shall become acting
545 ALPA Canada President, and acting Group C Executive Vice President, pending filling of the
546 vacancy in accordance with the provisions of Article XIV, Section 3B of the Constitution and
547 By-Laws. If a vacancy in office occurs less than sixty (60) days prior to the expiration of a regular
548 term of office, the ALPA Canada Vice President/IFALPA Director shall fill the vacancy for the
549 duration of the term. Filling of the vacancy as provided herein shall also fill the vacancy in office
550 of Executive Vice President for Group C. Article XIV, Section 3 shall not be applicable to the
551 Executive Vice President for Group C except as provided herein.
552

553 B. In the event of a vacancy in either the office of ALPA Canada Vice President/IFALPA
554 Director or ALPA Canada Vice President Administration and Finance or both offices, the office(s)
555 will be filled by election at the next meeting of the Canada Board. Pending such meeting, the
556 remaining officer shall serve in the vacant office. If both offices are vacant, the ALPA Canada
557 President may appoint acting officers pending an election.
558

559 C. In the event of a simultaneous vacancy in the offices of ALPA Canada President and ALPA
560 Canada Vice President/IFALPA Director, the ALPA Canada Vice President Administration and
561 Finance shall serve as acting ALPA Canada President, subject to Section 6A above.
562

563 D. In the event of a simultaneous vacancy in all ALPA Canada offices, the President shall
564 convene a special meeting within ten (10) days for elections to fill the vacancies.
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ALPA ADMINISTRATIVE MANUAL

SECTION 90 – ALPA VOTING PROCEDURES

PART 1 - VOTING PROCEDURES – GENERAL [No changes]

**PART 2 - LOCAL COUNCIL NOMINATIONS BALLOT AND ELECTIONS
BALLOTING NOTICE CONSTRUCTION AND PRINTING [No changes]**

PART 3 - NOMINATION PROCEDURES [No changes]

PART 4 - LOCAL COUNCIL ELECTION PROCEDURES [No changes]

PART 5 - GENERAL MEMBERSHIP BALLOTS

AMENDED - Executive Board May 2001; Executive Board May 2003; Executive Board
October 2003; Executive Board May 2004; Executive Board May 2007; Executive Board April
2017

A. GENERAL MEMBERSHIP BALLOTS

AMENDED - Executive Board October 2003; Executive Board May 2004; Executive Board
April 2017

1. General Membership Ballots shall include strike ballots pursuant to Article IV, Section 2B; recall ballots pursuant to Article III, Section 7F and Article XXII, Section 7; ballots regarding whether to adopt membership ratification pursuant to Article XVIII, Section 2A(1); and ratification ballots; but NOT ballots addressing assessments pursuant to Article IX, Section 7.
2. All General Membership Ballots shall be conducted by telephone and/or Internet balloting as described herein.
3. General Membership Ballots will normally be placed into the balloting election schedule as established by the Vice President-Administration.

B. GENERAL MEMBERSHIP BALLOTING PROCEDURES

AMENDED - Executive Board October 2003; Executive Board May 2007; Executive Board
April 2017

1. An independent organization that conducts telephone and/or internet balloting will be engaged to provide the necessary support services to the Association.
2. Balloting Notice Construction – The EBCB will cause to be constructed General Membership Balloting Notices in the form as follows:
 - a. Identification of ballot, airline, and council.
 - b. Instructions for voting.
 - c. Clear concise statement of the question.

- 615 d. Statement of the majority required for approval.
- 616 e. Beginning and ending dates and times for voting.
- 617 3. Balloting Notice Mailing – Balloting Notices will be sent by postal mail or email to
618 all Active and Executive Active Members who are listed on the appropriate Ballot
619 Certification Roster. Such notices shall be sent to the members' last known address
620 as shown on the Ballot Certification Roster, or to the member's email address on file,
621 at least 15 days in advance of the ending date for voting.
- 622 4. Beginning and ending dates and times for voting will be established by the Vice
623 President-Administration/Secretary.
- 624 5. Administrative Error – Any member whose name did not appear on the Ballot
625 Certification Roster but who is a voting member of the relevant group on the date the
626 Roster is created, and any other voting member not receiving a Balloting Notice, may
627 request one from the Vice President-Administration/Secretary or the staff
628 responsible for balloting. Duplicate Balloting Notices will be sent only to the home
629 address of the member requesting the notice, or emailed to the member's email
630 address on file. Such requests will be recorded.
- 631 6. The Association will establish a telephone and/or internet script to be used in the
632 balloting system that will prompt the voting member in the manner necessary to
633 execute a proper vote or to change a previously executed vote. The Association will
634 provide the independent balloting service with the Ballot Certification Roster listing
635 those members eligible to vote in the election. The Association will also provide the
636 independent service the details on the vote including the start and end dates, times
637 for voting and any updates to the existing script.
- 638 7. Any member eligible to vote may cast a ballot during the designated voting period.
639 The member may cast an initial vote or change a previously executed vote.
- 640 8. At the time designated for the commencement of the telephone and/or internet
641 voting, the independent balloting service will open the voting system to receive votes.
- 642 a. Any member denied access to the voting system will be directed to contact the
643 staff responsible for balloting. The member can be denied access if he does not
644 enter the appropriate voter access codes or if the member is ineligible to vote
645 (bad standing or ineligible classification).
- 646 9. At the time of the voting deadline, the ballot will automatically close and the results
647 will be available to be certified electronically on the voting Internet site by the EBCB.
- 648 10. The systems used by the independent balloting service may create a connection
649 between a voter and the vote cast for the sole purpose of permitting voters to change
650 votes during the designated voting period. However, information that would allow a
651 connection between a voter and vote will not be provided by the independent balloting
652 service to ALPA (or any other person or entity) at any time, and all information
653 connecting voter and vote will be eliminated immediately when a ballot closes.
- 654 11. The EBCB will, within 10 days following the close of the telephone/internet balloting
655 period, certify the results of the voting. The EBCB may consult with the independent
656 balloting service to resolve any discrepancies. A copy of the certificate will be
657 promptly given to the Vice President-Administration/Secretary.

- 658 12. ALPA will retain copies of the certificate, the file of eligible voters and a sample of
659 the material provided to the membership in advance of the balloting for at least one
660 year. The independent balloting service will retain records related to the ballot for
661 one year.
- 662 13. There will be no voided telephone/internet ballots as only eligible members will be
663 allowed access to the voting system during the established period between an
664 announced start and end date and time.
- 665 14. The EBCB will print the official results/election certificate generated by the
666 electronic voting system, which will include the following information for each
667 general membership ballot:
- 668 a. Description of ballot.
 - 669 b. Closing (date/time) of voting.
 - 670 c. Certification date.
 - 671 d. Total number of eligible voters.
 - 672 e. Total votes cast.
 - 673 f. Percentage of eligible voters participating.
 - 674 g. Majority required.
 - 675 h. Votes cast for and against.
 - 676 i. Vote results.
 - 677 j. Signatures of EBCB members certifying the ballot.

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680 **PART 6 - ASSESSMENT BALLOTS [No changes]**

681 **PART 7 - GUIDELINES FOR MEMBERSHIP RATIFICATION BALLOTING [No**
682 **changes]**

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684 **PART 8 - BOARD OF DIRECTORS AND EXECUTIVE BOARD BALLOTING [No**
685 **changes]**

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PART 9 - NATIONAL OFFICERS ELECTIONS [No changes]

688 **PART 10 - ALPA CANADA BOARD OFFICERS NOMINATIONS AND ELECTIONS**

689 **A. ALPA CANADA BOARD OFFICERS ELECTIONS - GENERAL**

690 The following procedures will govern in the conduct of the nomination and election of
691 ALPA Canada Board officers.

692 **B. ALPA CANADA BOARD OFFICERS ELIGIBILITY FOR OFFICE**

693 Any Active member in good standing of the Association employed by a Canadian airline
694 shall be eligible to hold the position of ALPA Canada President, ALPA Canada Vice
695 President/IFALPA Director, and ALPA Canada Vice President Administration and
696 Finance; provided, that an Executive Vice President shall not serve simultaneously as an
697 officer of the ALPA Canada Board.

698 **C. ALPA CANADA BOARD ELECTION CAUCUS**

699 1. Board of Directors members employed by Canadian airlines and their proxies will
700 constitute the ALPA Canada Board Election Caucus for the purpose of electing
701 officers of the ALPA Canada Board. Three-fourths of the Board of Directors members
702 and proxies eligible to attend the caucus will constitute a quorum.

703 2. A Caucus Chairman will preside over the election process. A Caucus Secretary will
704 assist the Chairman in required record-keeping and in the conduct of roll call voting.
705 The Chairman and Secretary will be selected as follows:

706 a. The Caucus Chairman will be the MEC Chairman who has the longest
707 continuous tenure in that office and who is not a candidate for an ALPA Canada
708 Board officer position. The Caucus Secretary will be the MEC Chairman who
709 has the next longest continuous tenure in that office and who is not a candidate.

710 b. If a Caucus Secretary is not available through this method, the Chairman will
711 conduct an election for Caucus Secretary. If both a Caucus Chairman and
712 Secretary are not available through this method, the MEC officer who has the
713 lowest ALPA membership number and who is not a candidate will serve as
714 temporary Chairman to conduct elections for Caucus Chairman and Secretary.

715 3. On the third day of each Regular Board of Directors Meeting in which regular
716 elections for ALPA President are not conducted, immediately prior to elections for
717 Executive Vice Presidents, the members of the ALPA Canada Board Election Caucus
718 shall meet for the purpose of nominating and electing ALPA Canada Board officers.
719 The Caucus shall remain in continuous session until elections are completed.

720 4. Elections shall be held in the following order: ALPA Canada President; ALPA
721 Canada Vice President/IFALPA Director; ALPA Canada Vice President
722 Administration and Finance, and each election shall be completed before the next
723 election is in order.

724 5. Nominations shall be made orally from the floor by any delegate. It is not necessary
725 to obtain a second when a nomination is made. After a call by the Caucus Chairman

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726 for "any additional nominations," and there being none, a motion should be adopted
727 to close the nominations. If there is only one nominee, the Caucus Chairman shall
728 entertain a motion to unanimously elect the candidate.

729 6. If there is more than one candidate, it is permissible, but not required, for one
730 seconding speech to be made on behalf of each nominee, such speech to be limited to
731 three minutes duration and made in alphabetical order of the nominees' names. A
732 seconding speech can be made by any active member in good standing on behalf of a
733 nominee. After the seconding speech, the nominee will be permitted to address the
734 caucus delegation, such remarks not to exceed three minutes in duration. Next, the
735 seconding speech for the second nominee in alphabetical order will be given and then
736 the second nominee will make his address, and so forth, until all seconding and
737 nominees' speeches have been completed.

738 7. After all appropriate seconding and nominees' speeches have been completed, the
739 Caucus Chairman shall conduct a roll call vote under using the same procedures used
740 for Executive Vice President elections under Article XIV, Section 1C and D of the
741 Constitution and By-Laws. Delegates may not pass. Delegates may abstain or cast
742 fewer than their allotted number of votes for the candidate of their choice but may
743 not vote for more than one candidate. Following the tallying of the votes by an
744 independent accounting firm, the results shall be announced to the assembled
745 delegates and Master Chairmen. The manner in which the individual Delegates
746 voted will not be disclosed by the independent accounting firm, which shall retain the
747 printed and electronic records of the voting for one year. Each Delegate retains the
748 option of disclosing his/her own vote.

749 a. The nominee receiving a majority of votes cast on a roll call basis will be elected.

750 b. In the event that no nominee receives a majority of votes cast on the first roll
751 call ballot, a runoff roll call ballot will be conducted between the two nominees
752 receiving the highest number of votes. In the event that there is a tie for second
753 place in the balloting, a runoff election shall be conducted between the nominees
754 who are tied to determine which nominee will be on the next roll call ballot.

755 c. In the event there is a tie vote for first place among more than two nominees,
756 the Caucus Chairman shall conduct another roll call vote among the nominees
757 who are tied to determine which two nominees will be on the next roll call ballot.

758 8. The Caucus Chairman and Caucus Secretary shall present certification of the
759 elections to the Vice President-Administration/Secretary of ALPA, with a written
760 report incorporating the attendance roster, certifying that a quorum was present at
761 the Election Caucus, and the names of all persons nominated during the session. The
762 President will announce to the Board of Directors in session the results. The roll call
763 voting records kept during the Election Caucus shall also be provided to the Vice
764 President-Administration/Secretary of ALPA.
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766 **PART 10—PART 11 - EXECUTIVE VICE PRESIDENTS NOMINATION AND**
767 **ELECTION**

768 SOURCE - Board 1970; AMENDED - Board 1972; 1974; 1986 - as reported to the
769 Executive Committee May 1988 [Ref. Minutes of the Meeting]; Executive Board May
770 1991; Executive Board October 1991; Executive Board May 1992; Executive Board

771 September 1992; Executive Board October 1995; Executive Board May 1998; Executive
772 Board April 2017

773 **A. EXECUTIVE VICE PRESIDENTS ELECTION - GENERAL**

774 The following procedures will govern in the conduct of the nomination and election of
775 Executive Vice President.

776 **B. EXECUTIVE VICE PRESIDENT ELIGIBILITY FOR OFFICE**

777 Any Active member in good standing of the Association shall be eligible to hold the
778 position of Executive Vice President; provided, that an officer of the ALPA Canada Board
779 shall not serve simultaneously as an Executive Vice President.

780 **C. EXECUTIVE VICE PRESIDENTS ELECTION CAUCUSES**

781 AMENDED - Executive Board October 1992; Executive Board May 1992; Executive Board
782 September 1992; Executive Board October 1995; Executive Board May 1998; Executive
783 Board September 2000

784 1. The Caucus Chairman for each Election Caucus presides over the election process.
785 The Caucus Secretary assists the Chairman in required record keeping and in the
786 conduct of roll call voting. The Chairman and Secretary for each Election Caucus
787 will be selected as follows:

788 a. The Caucus Chairman of each single-airline Election Caucus will be the highest
789 ranking MEC officer who is not a candidate for Executive Council Member. The
790 Caucus Secretary of a single-airline Election Caucus will be the next highest-
791 ranking MEC officer who is not a candidate. If two of the MEC officers are
792 candidates, the remaining officer will be the Caucus Chairman and will preside
793 over an election for Caucus Secretary. If all MEC officers are candidates, then
794 the MEC member or proxy having the lowest ALPA membership number will
795 serve as temporary Chairman and conduct elections for Caucus Chairman and
796 Secretary.

797
798 If elections are necessary, nominations for Caucus Chairman or Secretary will
799 be made from the floor and elections will be conducted by voice vote, or, on
800 request of any delegate or proxy in the caucus, by roll call. The nominee who
801 receives the greatest number of votes will be elected Chairman or Secretary as
802 the case may be.

803 b. In a multi-airline Election Caucus, the Caucus Chairman will be the MEC
804 Chairman who has the longest continuous tenure in that office and who is not a
805 candidate for Executive Council Member. The Caucus Secretary will be the
806 MEC Chairman who has the next longest continuous tenure in that office and
807 who is not a candidate. If a Caucus Secretary is not available through this
808 method, the Chairman will conduct an election for Caucus Secretary as set forth
809 in subparagraph a., above. If both a Caucus Chairman and Secretary are not
810 available through this method, the MEC officer who has the lowest ALPA
811 membership number and who is not a candidate will serve as temporary
812 Chairman to conduct elections as set forth in subparagraph a., above.

- 813 c. Elections of Caucus Chairman or Secretary if required will take place in each
814 Election Caucus after determination that a quorum exists, and this
815 determination will be made by the Caucus Chairman or temporary Caucus
816 Chairman as applicable.
- 817 2. Immediately following the afternoon recess on the first (1st) day of the Regular Board
818 of Directors Meeting, a briefing shall be conducted by the Vice President-
819 Administration/Secretary of ALPA, to be attended by the Chairman of the
820 Nominations Committee (Delegate Committee #1), the Steering Committee, Legal
821 Counsel, Executive Vice President Caucus Chairmen and Caucus Secretaries, and
822 the ALPA Canada Board Caucus Chairman and Secretary. If the Chairman of an
823 Election Caucus but not Caucus Secretary can be determined as of the briefing time
824 the Chairman will attend. If neither can be determined, the person who will be
825 Temporary Caucus Chairman as determined under paragraph C1 above (or, in the
826 case of the ALPA Canada Board Election Caucus, paragraph C2 above), will attend.
827 The Vice President-Administration/Secretary will undertake to assure that each
828 Election Caucus is represented in the briefing. The purpose of the briefing shall be
829 to distribute to the Caucus Chairmen and Caucus Secretaries the Caucus Manuals
830 which outline the procedures to be followed at the Caucuses. These Manuals shall
831 also contain the roll call voting records and the Election Certificate. At this time, an
832 "Absent Representative Positions" Report from the Membership Coordinator shall be
833 distributed to be used by the Caucus Chairmen to update the Election Caucus roll
834 call voting records. Any questions which may have arisen shall be answered at this
835 time.
- 836 3. Immediately following the regular election of the Vice President-Finance/Treasurer,
837 if one is held, on the third day of the Regular Board of Directors Meeting, and in an
838 assigned meeting space, the members of each Executive Vice President Election
839 Group, or Sub-Group, and single-airline caucuses, as determined under the
840 provisions of Article XIV, Section 5, of the Constitution and By-Laws, shall meet in
841 individual Election Caucuses for the purpose of nominating and electing the required
842 Executive Vice President from among the candidates of their respective Executive
843 Vice President Election Group, or Sub-Group, in accordance with Article XIV, Section
844 1, of the Constitution and By-Laws. (Representatives from Canadian airlines will
845 meet following the ALPA Canada Board officer elections.) All members of the Board
846 of Directors, including proxies, eligible to participate will participate in the
847 nomination and election of the Executive Vice President for their Executive Vice
848 President Election Group, or Sub-Group. Three quarters of all persons eligible to
849 attend such Election Caucus shall constitute a quorum as stipulated in Article XIV,
850 Section 1B, of the Constitution and By-Laws. The phrase "eligible to attend" shall
851 mean those delegates and proxies entitled to vote in the caucus. Each Election
852 Caucus is required to convene at the stated time and shall remain in continuous
853 session until elections are completed in accordance with Article XIV, Section 5B of
854 the Constitution and By-Laws.
- 855 4. Nominations of candidates for the office of Executive Vice President shall be made
856 orally from the floor by any delegate or Master Chairman attending his respective
857 Election Caucus. It is not necessary to obtain a second when a nomination is made.
858 After a call by the Caucus Chairman for "any additional nominations," and there
859 being none, a motion should be adopted to close the nominations. If in any Election
860 Caucus there is only one nominee, the Caucus Chairman shall entertain a motion to
861 unanimously elect the candidate to the position of Executive Vice President.

- 862 5. If there are more candidates than positions to be filled, it is permissible, but not
863 required, for one seconding speech to be made on behalf of each nominee, such speech
864 to be limited to three minutes duration and made in alphabetical order of the
865 nominees' names. A seconding speech can be made by any active member in good
866 standing on behalf of a nominee. After the seconding speech, the nominee will be
867 permitted to address the caucus delegation, such remarks not to exceed three
868 minutes in duration. Next, the seconding speech for the second nominee in
869 alphabetical order will be given and then the second nominee will make his address,
870 and so forth, until all seconding and nominees' speeches have been completed.
- 871 6. If there are more nominees than positions to be filled, and after all appropriate
872 seconding and nominees' speeches have been completed, the Caucus Chairman shall
873 conduct a roll call vote under the provisions of Article XIV, Section 1C and D of the
874 Constitution and By-Laws, with each delegate to cast his officially allotted roll call
875 votes for the nominee of his choice. Delegates may not pass. Delegates may abstain
876 or cast fewer than their allotted number of votes for the candidate of their choice but
877 may not vote for more than one candidate. Following the tallying of the votes by an
878 independent accounting firm, the results shall be announced to the assembled
879 delegates and Master Chairmen. The manner in which the individual Delegates
880 voted will not be disclosed by the independent accounting firm, which shall retain the
881 printed and electronic records of the voting for one year. Each Delegate retains the
882 option of disclosing his/her own vote.
- 883 a. The nominee receiving a majority of votes cast on a roll call basis will be elected
884 as the Executive Vice President for the respective Group or Sub-Group.
- 885 b. In the event that no one nominee receives a majority of votes cast on the first
886 roll call ballot, a runoff roll call ballot will be conducted between the two
887 nominees receiving the highest number of votes. In the event that there is a tie
888 for second place in the balloting, a runoff election shall be conducted between
889 the nominees who are tied to determine which nominee will be on the next roll
890 call ballot.
- 891 c. In the event there is a tie vote for first place among more than two nominees,
892 the Caucus Chairman shall conduct another roll call vote among the nominees
893 who are tied to determine which two nominees will be on the next roll call ballot.
- 894 7. The Caucus Chairman and Caucus Secretary shall present certification of the
895 election of the Executive Vice President for the respective Executive Vice Presidential
896 Election Group, or Sub-Groups, to the Vice President-Administration/Secretary of
897 ALPA with a written report incorporating the attendance roster, certifying that a
898 quorum was present at the Election Caucus, and the names of all persons nominated
899 during the session. The President will announce to the Board of Directors in session
900 the results of the elections of the Executive Vice President Election Groups and Sub-
901 Groups. The Board of Directors will thereupon acknowledge the election of the
902 Executive Vice Presidents who will then take the Oath of Office provided by Article
903 I, Section 7 of the Constitution and By-Laws. The roll call voting records kept during
904 the Election Caucus shall also be provided to the Vice President-
905 Administration/Secretary of ALPA.

906 ~~D. GROUP C - CANADA BOARD ELECTION CAUCUSES~~
907 ~~SOURCE - Executive Board May 1998; Executive Board September 2000~~

908 ~~1. In Group C, after the completion of the election of the Executive Vice President Group~~
909 ~~C, who will also be the President of the Canada Board, the Caucus Chairman will~~
910 ~~then conduct nominations and election for the office of Vice President of the Canada~~
911 ~~Board. The procedures used in the nomination and election of the Vice President of~~
912 ~~the Canada Board will be the same as those used to nominate and elect the Executive~~
913 ~~Vice President Group C (Part 13 C4, 5 and 6 above).~~

914 ~~2. In Group C, after the completion of the election of the Vice President of the Canada~~
915 ~~Board, the Caucus Chairman will then conduct nominations and election for the office~~
916 ~~of Secretary Treasurer of the Canada Board. The procedures used in the nomination~~
917 ~~and election of the Secretary Treasurer of the Canada Board will be the same as those~~
918 ~~used to nominate and elect the Executive Vice President Group C (Part 13 C4, 5 and~~
919 ~~6 above).~~
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921 **E.D. ACCESS TO MAKEUP OF ELECTION GROUP B SUBGROUPS**

922 SOURCE – Executive Board June 2006; AMENDED – Administrative June 2014
923 (Election Sub-Group B-4 Reference Removed)

924 Members in good standing shall have access to the projected makeup of Election Group B
925 Sub-Groups B-1, B-2 and B-3 as of July 1 and August 1, and the actual makeup as of
926 September 1, preceding the regular meeting of the Board of Directors. The Board of
927 Directors, Executive Board and Executive Council shall be provided with a copy of the
928 actual makeup of Group B Sub-Grpoups B-1, B-2 and B-3 as of September 1 preceding the
929 regular meeting of the Board of Directors.

930 **PART 11 – PART 12 - CANDIDATES' RIGHTS** [No changes]

931 **(THIS ITEM IS SUBJECT TO APPROVAL BY A 2/3 MAJORITY VOTE**
932 **OF THE BOARD OF DIRECTORS.)**