

BY-LAWS 2015-2016

BY-LAW #1

A By-law relating to the transactions of the affairs of the Corporation

ARTICLE I - INTERPRETATION

1. **Definitions and Interpretation:** In this By-law and in all subsequent By-laws and documents of the Corporation, unless the context otherwise specifies or requires:

- a) "Board" shall mean the SSUI Board of Directors.
- b) "CRO" shall mean a Chief Returning Officer.
- c) "SSUI" or "the Corporation" shall mean the Sheridan Student Union Incorporated.
- d) "SSU" shall mean the Sheridan Student Union individual campus councils located at the Trafalgar, Davis and Hazel McCallion campuses, and must be designated as such within this document (ie: Davis, Hazel McCallion or Trafalgar SSU).
- e) "Sheridan College" shall mean the Sheridan College Institute of Technology and Advanced Learning.
- f) "Trafalgar campus" shall mean the campus where the head office of the Corporation is located as well as the Skills Training Centre campus.
- g) "Letters Patent" shall mean the Letters Patent and any supplementary letters patent of the Corporation.
- h) Words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa and references to persons shall include firms and Corporations.
- i) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of the By-laws or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

2. **Head Office:** The head office of the Corporation shall be at 1430 Trafalgar Road in the Town of Oakville in the Province of Ontario. From time to time, the Corporation may designate satellite offices at any campus of Sheridan College.

ARTICLE II - **CORPORATE SEAL**

1. **Corporate Seal:** The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

ARTICLE III - MEMBERSHIP

1. **Membership:** Each student who has paid the student activity fee is a member of the Corporation unless or until his or her membership is terminated. Membership is not transferable and will terminate if the member ceases to be qualified as outlined herein. Each member is entitled to the following:

- a) The right to one (1) vote in a general election for each of the positions on the Board representing his or her principal campus of enrolment;
- b) The right to nominate candidates for any elected positions of the Corporation;
- c) The right to stand for election and to hold office provided he or she meets eligibility qualifications;
- d) The right to vote in any referenda called by the Board;
- e) The right to vote at any general meeting of the members;
- f) The right to form or join a club or association under guidelines and policies established by the Board, unless this privilege is revoked by the Board; and,
- g) The right to receive or benefit from any service offered by the Corporation, unless the Board revokes this privilege.

2. **Fees:** Student activity fees may be set from time to time by the Board and must be approved by the Sheridan College Board of Governors.

ARTICLE IV - BOARD OF DIRECTORS

1. **Board of Directors:** The property and business of the Corporation shall be governed by the Board. There shall be twelve (12) elected members of the Board, composed of four (4) directors elected by members at Trafalgar Campus, four (4) directors elected by members at Davis Campus and four (4) directors elected by members at Hazel McCallion Campus. In addition, the President, General Manager and Dean of Student Services shall be *ex officio, non-voting*, members of the Board.

2. **Qualifications:** In order to qualify for election and to serve on the Board of Directors a member of the Corporation must:

- a) be a full-time or part-time day student at Sheridan College during the term of election,
- b) be enrolled continuously through his or her term as Director,
- c) maintain a 2.5 program term grade point average or higher in each semester preceding a semester in which the member will serve on the Board of Directors, and;
- d) be 18 years of age or older

3. **Vacancies:** The office of a director shall be automatically vacated if any of the following events occur:

- a) The director delivers a written resignation to the Chairperson;
- b) The director is absent from three (3) scheduled meetings of the Board during thier term in office;
- c) The director fails to attend a mandatory training session or retreat without prior written consent from the Chairperson from, or valid reason subsequently accepted by the Chairperson;
- d) The director ceases to meet the qualifications required to be a director as outlined in the position description at time of appointment;
- e) The director ceases to be registered at the campus in which he or she was originally elected;
- f) The director is removed from office by a two-thirds (2/3) majority vote by the Board members assembled for performance related reasons;
- g) The director's removal is requested by a petition signed by 150 members. Upon receipt of the petition, the Board will hold a special meeting of members to consider the removal of the director. The director will be removed from office upon a motion in favour of such removal being passed by a two-thirds (2/3) majority of the votes cast at the meeting;
- h) The director is found to be of unsound mind by a qualified physician;
- i) The director has or attains the status of bankrupt; or,
- j) The director dies.

4. **Filling Vacancies:**

- a) If a vacancy in the office of director should occur on or before October 31 of the financial year, the Corporation must call a by-election of the members to fill the vacancy.
- b) If a vacancy in the office of director should occur during the financial year, provided a quorum remains in office, the Board may appoint a director to fill the vacancy under the terms of item a.
- c) If a vacancy in the office of director should occur following an election or by-election, the incumbent directors shall continue in office until their successors are elected or selected or until the incumbent directors deliver a written resignation to the Chairperson

5. **Outgoing:** A director who is removed from office or who leaves office shall be considered to have vacated office when his or her resignation is accepted or when he or she is removed from office.

6. **Remuneration:** A director will be reimbursed for reasonable expenses incurred by the director in the performance of his or her duties, and shall be entitled to honoraria and benefits as deemed appropriate through Board policies. Any such changes to remuneration must be ratified at a general meeting of the members.

7. **Honoraria:** A director will receive an honorarium of \$900 at the end of each academic term in office, subject to applicable deductions. At the discretion of the board, this reimbursement may be pro-rated to reflect any unattended meetings. If a director vacates his or her office during a semester, he or she forfeits his or her honorarium in its entirety. No director may make a decision or amend any governing document regarding the amount or payment of his or her honoraria.

8. **Terms in Office:** Directors will hold a one-year term of office, commencing May 1st, following their election, and concluding on April 30th of the following year.

9. **Restrictions:** No individual shall hold two positions or portfolios on the Board simultaneously. No director shall simultaneously be an employee of the Corporation.

10. **Leave of Absence:** The Board may, by majority vote following a request by a director, grant a leave of absence to the director for a maximum of two meetings once per term in office.

11. **Board Member Integration:** In the case a bi-Election has occurred or new board members have been appointed to the board the new member must be integrated into the Board. Within the first two weeks of being on the board or before the first meeting, whichever comes first the new member(s) will meet with the Chairman of the board (or designated) and review the policies, bylaws and anything else that affects the board member(s). The chair's job will be to ensure the board member(s) will be able to fully function as a normal board member and is well educated in all of the SSUI's Rules, regulations, policies and by-laws.

12. **Bylaw Review:** Once a term the respective teams of the board including executive's will meet to go over all board policies and by-laws. A team is defined anyone who attends a particular campus that actively attends board meetings (board members, executive vice-president, president and general manager). The purpose of this will be to ensure that all key members of the SSUI are up to date on all policies and applying policies appropriately.

ARTICLE V - MEETINGS OF THE BOARDS

1. **Meetings of the Board:** Meetings of the Board will be held approximately twice per calendar month.
2. **Board Retreats:** Board Retreats will occur in May each year. Attendance at Board Retreats is mandatory. Other Retreats may occur at other points in the year, at the discretion of the Board. No less than thirty (30) days notice of a Retreat will be provided to the directors. Failure to attend will automatically result in the Director vacating his or her seat.
3. **Chairperson:** Annually, in the month of May, the Board will appoint a director to hold the position Chairperson of the Board. All meetings of the Board may be convened and shall be chaired by the Chairperson unless:
 - a) He or she is unable to fulfill the duties of Chairperson as determined from time to time by the Board,
 - b) He or she is removed by a two-thirds (2/3) majority vote of the Board.
4. **Vice-Chairperson:** In the absence of or inability to act of the Chairperson, the Vice-Chairperson shall have full power and authority to act as Chairperson.
5. **Attendance:** Meetings of the Board will be open to the members of the Corporation unless the Board passes a motion for the meeting to be held in camera in accordance with a policy established by the Board. Directors are required to attend all meetings of the Board.
6. **Invited Guests:** The President, General Manager, or any director may, from time to time, elect to invite a guest to a meeting to present material relevant to the agenda, with prior written consent from the Chair.
7. **Regular Meetings:** The Chairperson, or any two (2) other directors, may upon no less than three (3) business days' notice in writing to all directors (excluding the day notice is given but including the day of the meeting), call a meeting of the Board. Any director may request that an item of business be included on the agenda for such meetings by submitting it to the Chairperson not less than two (2) business days before the date set for the meeting.
8. **Emergency Meetings:** The Board Chairperson, may upon not less than forty-eight hours' notice in writing, call an emergency meeting of the Board if, in the judgment of the Board Chairperson, a matter must be dealt with by the Board prior to the next regularly scheduled meeting of the Board.
9. **Continuity:** Directors elected to serve as directors for the next succeeding term of office shall be entitled to attend the last regularly scheduled meeting of a term of office, but only directors serving in office during that term shall be entitled to vote on matters coming before the meeting.
10. **Error or Omission:** No error or accidental omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken at such meetings.
11. **Voting Rights:** Each director shall have one (1) vote on matters coming before the Board. Questions arising at a meeting of the Board shall be decided by two-thirds (2/3) majority of the votes cast on the matter.

12. **Method of Voting:** Votes shall be taken by a show of hands unless a director requests that voting be done by secret ballot. In the case of a tie the Chairperson's vote will count as the tie-breaker. The Board Secretary must declare that the resolution has been carried or defeated, and the number of votes cast for and against the matter, and any abstentions, will be noted in the minutes.

13. **Teleconference or other Electronic Means:** A director may participate in a meeting of the Board by teleconference or video-conferencing, so long as all persons participating in the meeting are able to communicate simultaneously. A director participating in such a meeting by these means is deemed to be present at a meeting. The director must seek the Chairperson's approval, and receive it in the writing 48 hours prior to the meeting. Any director participating in a meeting of the Board by teleconference would be excluded from any-in camera sessions to ensure the integrity of the sessions.

Each board member will be limited to 3 approved video conferenced meetings. If a board member uses 4 meetings, with the video conferencing technology, then it will be considered to be an absent and will have an implication on the 3 allowed absences for their term in office. During each board meeting the board will not permit the use of a technology that will hinder the productivity of the meeting.

'In the case when a member of the board gets approval to "attend" a board meeting via video conferencing technology, teleconferencing will be permitted as long as that too, will not hinder the flow of the meeting. If teleconferencing does indeed hinder the flow and the member had prior approval to use these technologies this will not affect the board member's overall absences.

14. **Rules:** Except where otherwise set forth by the Chairperson or by law, the directors shall employ the procedures and rules set out in "Robert's Rules of Order."

15. **Quorum:** Two-thirds (2/3) of the directors currently in office shall constitute a quorum.

16. **In Lieu of a Meeting:** A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors.

17. **Secretary of the Board:** The Chairperson shall appoint a director to act as secretary at meetings of the Board. The secretary will be responsible for ensuring that minutes of each meeting are properly recorded, and distributing them to directors no later than five (5) business days following the meeting, and shall be responsible for other responsibilities as determined by the Board in its policies.

18. **Board Member Engagement:** The Board members must be professional and considerate during the meetings. Technology has become a great tool for the board members to use and become more productive with. However, It can be misused.

In the case that a board member is deemed to be misusing technology and not actively participating in a board meeting as deemed appropriate by a board member or by the chair, the following consequences will be implemented:

a. The first infraction, will be a quick verbal warning

b. The second infraction, will be a pause to the board meeting while the chair addresses the situation

c. The third infraction, will be the chair stopping the board meeting and requesting the board member to put away all technology at this point and any further infractions can be determined by the board at the annual retreat. All observers present that use technology in a matter that hinder the board meeting will be warned once and reminded that the next time their technology hinders the meeting they will be asked to leave.

ARTICLE VI - POWER OF DIRECTORS

- 1. Administer Affairs:** The Board will administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letter Patent or otherwise authorized to exercise and do. The Board may, through its policies, allow other agents or employees of the Corporation to lawfully enter into contracts on behalf of the Corporation.
- 2. Expenditures:** The Board shall have the power to approve expenditures for the purpose of furthering the objectives of the Corporation. The Corporation shall maintain one or more bank accounts in one or more Canadian chartered banks or trust companies.
- 3. Agents and Employees:** The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. This can include granting the ability to lawfully enter into contracts and make expenditures on behalf of the Corporation.
- 4. Remuneration of Agents and Employees:** The remuneration of agents, employees and committee members shall be subject to the limits of the Annual Budget approved by the Board and shall be set in accordance with Board policies.
- 5. Employees:** All employees of the Corporation, unless specifically designated to report directly to the Board, shall report to the President, in accordance with Board policies.

ARTICLE VII - PRESIDENT

1. **Appointment:** A President shall be hired by the Corporation in accordance with the Board's policies, and approved at the Annual General Meeting of members.
2. **Responsibility:** The President will be the Chief Executive Officer of the corporation and will be fully accountable and responsible to the Board of Directors for the daily operations of the Corporation. The President will hire staff as necessary to operate the Corporation, and will report to the Board on a regular basis according to performance expectations set out in the Board's policies.

ARTICLE VIII - GENERAL MANAGER

- 1. Appointment:** The President, under the advisement of the Board hiring committee, shall appoint a General Manager or other professional staff person, who shall be the Treasurer and the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation.
- 2. Reporting:** The General Manager shall report to the President. From time to time, on the direction of the Board, the General Manager shall have an independent reporting relationship through the Chairperson of the Board, providing counsel as requested on issues which may arise from time to time.
- 3. Records:** The General Manager and/or such other officer(s), agents or employees as may be appointed by the Board from time to time, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall cause all moneys or other valuable effects to be deposited in the name and to the credit of the Corporation in such banks as may from time to time be designated by the Board.
- 4. Financial Transactions:** The General Manager, and/or such other officer(s), agents or employees as may be appointed by the Board from time to time, shall disburse the funds of the Corporation under the direction of the Board and the President, taking proper vouchers therefore, and shall render to the Board an account of all financial transactions of, and the financial position of the Corporation as may from time to time be required by the Board.

ARTICLE IX - INDEMNITIES

1. **For the Protection of Directors and Officers:** Every director or officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation, as well as their respective heirs, executors and administrators, and estate and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against all liabilities incurred as a result of the execution of duties owed to the Corporation, except such liabilities as are occasioned by willful neglect or default.

2. **Business and Affairs:** The directors of the Corporation may administer the affairs of the Corporation and make or cause to be made for the Corporation, in its name, any contract which the Corporation may lawfully enter into, and subject to these by-laws, may authorize expenditures on behalf of the Corporation and exercise all such powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

ARTICLE X - ELECTIONS & REFERENDA

1. **Elections:** The members of the Corporation shall annually elect all directors from among the members of the Corporation.
2. **Equality:** The Corporation will hold an annual election for all positions designated to form part of the Board, and shall provide an equal opportunity for directors and members who are not directors at the time of the election to have notice of and participate in the election.
3. **Referenda:** The members of the Corporation shall from time to time resolve issues by means of referenda as presented by the Board.

ARTICLE XI - **EXTERNAL STUDENT ASSOCIATION MEMBERSHIP**

1. The SSUI may become a member of a provincial or national student organization that requires the SSUI or its members to pay a membership fee to that organization, but only if the SSUI and the organization enter into a binding, written agreement that guarantees the following:

- a) The SSUI's membership in the organization does not preclude the SSUI's membership in any one or more other organizations;
- b) The SSUI's constitution, bylaws and policies shall always supersede those of the organization's and at no time may the SSUI enter into a binding agreement with an organization that has a constitution, bylaws or policies that are in contradiction to those of the SSUI's;
- c) The SSUI's membership rights and privileges always supersede those of the organization's and at no time may the SSUI enter into a binding agreement with an organization that has a constitution, bylaws or policies that make claim over the membership of the SSUI.
- d) The organization recognizes that the SSUI reserves the right to terminate its membership in the organization according to the SSUI's own constitution, bylaws and policies.

ARTICLE XII - OFFICERS

1. **Officers:** The five (5) officers of the Corporation shall be the Board Chairperson, the Board Vice-Chairperson, the Board Secretary, the President who shall serve as the Chief Executive Officer, and the General Manager who shall serve as the Treasurer.

2. **Duties:** Duties and responsibilities of the officers shall be set from time-to-time by special resolution of the Board of Directors.

Vacancies: Each officer of the Corporation shall hold office until such officer resigns, has completed his or her term of office and is replaced by an incoming officer, or is removed by the Board.

ARTICLE XIII - EXECUTION OF DOCUMENTS

1. **Execution of Instruments:** Contracts, documents or any instruments in writing require the signature of the Corporation and shall be signed by the President together with the general manager, or by any two Executive Vice Presidents as approved by the Board. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

2. **Power of Attorney:** The directors shall have the power from time to time by resolution to appoint an officer on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any person appointed by resolution of the Board.

ARTICLE XIV - GENERAL MEETINGS

1. **Annual General Meeting (AGM):** The annual general meeting of the members shall be held on such day in each year, between April 1st and April 30th of that financial year, and at such time as the Board may by resolution determine at the Corporation's head office or any satellite office.
2. **Special General Meeting (SGM):** A special general meeting of the members may be held on such day and at such time as the Board may by resolution determine at the Corporation's head office or any satellite office.
3. **Notice:** Not less than ten (10) business days' notice in writing shall be given to each member of any annual or special general meeting of members. Such notices shall be given in at least two (2) forms of communication. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
4. **Proxy:** A member may, via means of a written proxy, appoint another voting member of the Corporation to attend and act at a general meeting of members, in the manner and to the extent authorized by the proxy.
5. **Quorum:** Quorum at any general meeting shall consist of twenty (20) members present in person (including existing executives of the board). Members may vote by proxy given to another member at any meeting of the members, provided, however, that a member may not hold a proxy for more than one other member.
6. **Voting:** A simple majority of the votes cast by the members present, in person or by proxy, shall determine all motions in meetings.
7. **Chairperson:** The Chairperson of any general meeting shall be the Chairperson of the Board of Directors. The Chairperson shall not be entitled to vote at a meeting of members except in the case of an equality of votes cast on a matter, and then only to break such equality of votes.

ARTICLE XV - BOARD COMMITTEES

- 1. Committees:** The Board may from time to time appoint committees, as it deems necessary or for such purposes and with such powers that the Board sees fit. Any such committee may formulate its own rules and procedures, subject to such regulations or directions as the Board may from time to time make. The Board may remove any committee member at any such time by resolution of the Board.
- 2. Frequency:** Board committees will be used sparingly, only when all other reasonable methods of carrying out the Corporation's business have been considered ineffective. Committees, when established, will be given clear and specific mandates and guidelines.

ARTICLE XVII - FINANCES OF THE CORPORATION

1. **Books and Records:** The Board shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
2. **Collection of Monies:** The student activity fees shall be collected by Sheridan College and remitted to the Corporation. The Corporation may further collect monies through business enterprises and other means as approved by the Board.
3. **Deposits:** All monies collected by the Corporation, or on its behalf, must be deposited, in the Corporation's name, in a financial institution approved by the Board.
4. **Ancillary Fees:** The amount of the fees set forth by the Corporation may be altered by two-thirds (2/3) majority vote at a meeting of the Board. The Ancillary Fee Protocol, signed between the SSUI and Sheridan College should be referred to regarding appropriate procedure.
5. **Financial Year:** The financial year of the Corporation shall terminate on the thirtieth (30th) day of April in each year or on such other date that the Board from time to time by resolution determines, provided notification has been given to the Canada Customs and Revenue Agency.
6. **Borrowing:** The directors of the Corporation may from time to time:
 - a) borrow money, issue, sell or pledge securities, charge, mortgage, hypothecate or pledge all or any of its real or personal property, including book debts, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other of its obligations or liabilities, and guarantee the repayment of the debts, obligations and liabilities of anybody corporate; and;
 - b) shall not borrow any sum of money or enter into any contract or commitment imposing financial liability upon the Corporation, if such borrowings cannot be repaid or if such financial liability cannot be discharged, out of the funds of the Corporation available at the time of such borrowing or the entering into of such contract or commitment and its membership fees then due or to become due within twelve months thereafter, unless otherwise consented by the Board of Governors or agent of the Board of Governors of Sheridan College.

ARTICLE XVIII - AMENDATORY PROCEDURE

- 1. Amendments:** This By-law or any other By-law may be amended by a two-thirds (2/3) majority vote at any meeting of the Board, and must be confirmed by the members at the next general meeting of the members.
- 2. Policies:** The Board of Directors may prescribe supplementary policies, not inconsistent with these By-Laws, relating to the governance of the Corporation, as they deem expedient which shall be binding upon the corporation. Policies of the Corporation may be established or amended by a two-thirds (2/3) majority vote of the Board. Policies that govern the Board's operation must be presented for approval at a General Meeting of members.

ARTICLE XIX - RULES & REGULATIONS

1. **Rules and Regulations:** The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as it deems expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the members of the Corporation when they shall be confirmed. Failing confirmation at such general meeting of members, rules and regulations shall from the close of such general meeting be of no further force or effect.