

BYLAW I. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these Bylaws, and in all subsequent Policies and documents of the Corporation, unless the context otherwise specifies or requires, the terms recorded below shall have the corresponding meanings.

| Term | Definition |
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| Academic Term | The segment of a year during which Sheridan College holds classes. The dates of each academic term are to be specified by Sheridan College. |
| Affairs | The relationships among a corporation, its affiliates and the members, Directors and officers of the Corporation and its affiliates, but does not include the activities carried on by the Corporation and its affiliates. |
| Annual General Meeting (AGM) | A mandatory yearly gathering of the Corporation's Members. At the AGM, business shall be conducted as specified in Section 4.7 of these Bylaws. |
| Board of Directors/Board | The Board of Directors of the Sheridan Student Union. |
| Board of Governors | The Board of Governors of Sheridan College. |
| Business Day | A day on which Sheridan College is open and in session, not including any Saturday, Sunday or statutory holiday in the Province of Ontario. |
| Bylaws | The Bylaws of the Sheridan Student Union. |
| Chairperson | The Chairperson of the Sheridan Student Union, appointed per/in accordance with these Bylaws. |
| College | Sheridan College. |
| Committee | Any Committee of the Board of Directors, established in accordance with these Bylaws. |
| Conflict of Interest | Any action or interest identified within the Conflict of Interest policy of the Sheridan Student Union. |
| Chief Returning Officer (CRO) | The Chief Returning Officer, as specified within these Bylaws, and also the Chief Elections Officer. |
| Davis Campus | The Davis Campus, including the Skills Training Centre. |
| Fiscal/Financial Year | The annual period that the Corporation has established for accounting purposes. |
| Full-Time Staff | Employees of the Corporation who are employed full-time. |
| General Meeting | A Meeting of the Board that is held and facilitated as specified within these Bylaws. |
| Government-Issued Photo Identification | A piece of identification that is recognized by either the Ontario or Canadian Governments, and carries a photograph. |
| Letters Patent | The Letters Patent, and any supplementary letters patent, of the Corporation. |
| Member | Any individual who meets the membership criteria as outlined in these Bylaws. |
| Membership | The total number and composition of all Members of the Corporation, and the requirements, as outlined within these Bylaws. |
| Membership Fees | Mandatory fees, or dues, specified within these Bylaws. |
| OneCard | A Sheridan College student card, containing the Member's photograph and student identification number, that has not expired. |
| Ordinary Resolution | A resolution that is submitted to General Meeting, or Meeting of the Board, and passed at the Meeting, with or without amendment, by at least a majority of the votes cast. |
| Policy, or Policies | Any policy as established by the Board of Directors of the Corporation. |

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| Principal Campus | The campus of Sheridan College that a Member's program of enrollment is based at, as specified by Sheridan College. |
| Proxy | The written authority to represent another Member, in voting, at a General Meeting. |
| Secretary | The Secretary of the Board of Directors, unless otherwise specified. |
| Special General Meeting | A General Meeting held that conducts business as specified within Section 4.8 of these Bylaws. |
| Special Resolution | A resolution that is submitted to a General Meeting, or a Meeting of the Board, and passed at the Meeting, with or without amendment, by at least two-thirds of the votes cast. |
| SSU | The Sheridan Student Union. |
| SSUI | The official name of the Corporation, the Sheridan Student Union Incorporated. |
| Statement of Office | The statement to be signed by all Directors, in accordance with these Bylaws. |
| Student Activity Fee | The fee, or dues, collected by Sheridan College, on behalf of the SSUI, that grants students' membership within the Corporation. |
| Student Rights & Responsibilities | Sheridan's College's Student Code of Conduct Policy. |
| Telephonic or Electronic Means | Any means, other than direct speech or writing, by which information or data is transmitted, including telephone, fax, e-mail, automated touch-tone telephone system and computer. |
| Trafalgar Campus | The campus where the Head Office of the Corporation is located. |

1.2 Interpretation

- a. Unless the context otherwise requires, wherever any are used in these Bylaws, the plural includes the singular, the singular includes the plural, and each of the masculine, feminine and neutral genders include all other genders, and references to persons shall include firms and Corporations.
- b. The headings used in the Bylaws are inserted for reference purposes only and are not to be considered, or taken into account, in construing the terms or provisions of the Bylaws, or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.
- c. Unless the context otherwise requires, use of the words "Bylaw", "Section", "Subsection", "Clause" or "Sub Clause" refers to the applicable Bylaw, Section, Subsection, Clause, or Sub Clause, of these Bylaws.

1.3 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.

BYLAW II. CORPORATE SEAL

2.1 Corporate Seal

The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

BYLAW III. MEMBERSHIP

3.1 Membership

- a. Each student who has paid the Student Activity Fee shall be a member of the Corporation unless their membership is terminated by the Board of Directors.
- b. For the purposes of determining the total Membership of the Sheridan Student Union, for application in these Bylaws, the figures provided by Sheridan College for fee-paying students, as of September 1st of each year, shall be used.

3.2 Cessation of Membership

- a. Students shall cease to be a member when the student fails to qualify for the membership criteria as outlined in Section 3.1(a) of these Bylaws, or fails to be a student of Sheridan College.
- b. Membership is not transferable.

3.3 Membership Rights

Each member of the Corporation shall be entitled to the following rights and privileges unless revoked by the Board:

- a. The right to speak, and vote, in any General Meeting;
- b. The right to speak, at the discretion of the Chairperson of the Board, at Meetings of the Board;
- c. The right to one (1) non-transferable vote, in an election for each of the positions on the Board representing their principal campus of enrollment, or any referenda of the Corporation;
- d. The right to nominate candidates for any elected positions of the Corporation;
- e. The right to stand for election, provided they meet eligibility qualifications;
- f. The right to hold appointed office, provided they meet eligibility qualifications;
- g. The right to attend all Meetings of the Board, with the exception of in-camera sessions and;
- h. The right to access all minutes of the Board, and its Committees, subject to restrictions in these Bylaws;
- i. The right to form or join a club or association under guidelines and Policies established by the Board;
- j. The right to access or use the services, information, publications, materials, and other resources that the Corporation makes available to members; and
- k. The right to other such benefits as may be made available from time to time at the discretion of the Board.

3.4 Member Responsibilities

Each member shall be responsible for paying Membership Fees as outlined herein.

3.5 Membership Fees

- a. The Student Activity Fee may be set from time to time by the Board, and must be approved by the Sheridan College Board of Governors.

- b.** Any payments of Membership Fees as outlined herein is non-refundable, regardless of the member's status with Sheridan College.

BYLAW IV. GENERAL MEETINGS

4.1 Notice of Meetings

- a. Notice of the date, time, and location of any General Meeting shall be delivered to members not less than twenty (20) business days prior to the date of the Meeting.
- b. If a General Meeting will consider amendments or revisions to these Bylaws, the text of any amendments or revisions proposed in compliance with these Bylaws shall be available to members in accordance with the provision of the Notice. An Agenda of all items up for consideration must also be made available ten (10) business days prior to the Meeting.
- c. Notice for any General Meeting shall be delivered to members in at least two (2) of the following forms of communication: email, posted notices, SheridanLife Radio, the Corporation's Website, and/or the Corporation's social media accounts.
- d. Notice of any Meeting where special business will be transacted should contain sufficient information to permit the member to form a reasonable judgment on the decision to be made.
- e. The unintentional omission to give notice to any member, or any accidental irregularity or mistake in connection with the giving of notice, or failure to receive notice by the member, shall not invalidate the proceedings at any General Meeting.

4.2. Quorum

- a. Quorum for any General Meeting shall consist of twenty (20) members present in person, including existing Members of the Board.
- b. If a quorum is present at the opening of a General Meeting, the Meeting may proceed even if a quorum is not present throughout, unless the number of members in attendance drops below 10 members including existing Members of the Board.
- c. Attendance at a General Meeting is mandatory for all current-serving Directors of the Board, and any absence is considered to be equivalent to an absence from a Meeting of the Board.
- d. Attendance at a General Meeting is mandatory for all current-serving Presidents of clubs governed by policies established by the Board of Directors, and any absence can affect the standing of the club, as specified within the policies.

4.3 Robert's Rules of Order

The rules contained in the current edition of Robert's Rules of Order shall govern any, and all, General Meetings in all cases to which they are applicable, except as provided in these Bylaws and any special rules of order adopted by the Corporation.

4.4 Voting

- a. To be eligible to vote at any General Meeting, each member shall produce a valid Sheridan College OneCard, and must register by recording their name, student identification number, and signature.
- b. In the event that a member does not have a Sheridan College OneCard, they will be required to produce proof of enrollment and a piece of government-issued photo identification. The proof of enrollment to be presented will be at the discretion of the Chair.

- c. Any member may move a motion, or make amendments to a motion that is under consideration, provided that the vote has not been conducted, as specified within these Bylaws.
- d. Voting at a General Meeting shall be by a show of hands, or by secret ballot, at the discretion of the Chair. Items discussed that were present on the agenda shall be passed as ordinary resolutions.
- e. 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. A member shall not hold a proxy for more than one (1) other member.
- f. All proxies are required to be presented following the call to order of the General Meeting, and any proxies not presented will be deemed invalid.

4.5 Chairperson and Recording Secretary

- a. The Chairperson of the Board shall preside over any General Meetings, unless decided by a Board Resolution that another person shall preside over the Meeting. The Chairperson shall not be entitled to vote at a General Meeting, except in the case of an equality of votes cast on a matter, and then only to break such equality of votes.
- b. The Secretary of the Board shall take minutes at any General Meetings, unless decided by a Board Resolution that another person shall take minutes.

4.6 Land Recognition and Mission Statement

Following the Call to Order at a General Meeting, the Chairperson shall read:

- a. A statement to recognize that the Meeting is occurring on the territories Mississaugas of the Credit First Nations, Anishinaabe Nation, Huron-Wendat and the Haudenosaunee Confederacy.
- b. A statement identifying the Corporation's Mission Statement.

4.7 Annual General Meeting

- a. The Annual General Meeting of the Corporation shall be held each year, between October 1st and April 30th of the financial year.
- b. At the Annual General Meeting, the following items shall be considered by the membership:
 - i. Presentation of the Audited Financial Statements for the previous fiscal year;
 - ii. Ratification of the appointment of the auditor;
 - iii. Proposals to amend these Bylaws;
 - iv. Ratification of the Board of Directors for the upcoming year;
 - v. Ratification of the President of the Corporation if applicable; and
 - vi. Report from Executive Officers regarding the activities of the Corporation;
- c. Members are able to request for resolutions to be considered as outlined within these Bylaws, and specifically subject to Section 12.3.

- d. At an Annual General Meeting, the Board may, by resolution, determine the Corporation's Head Office, or any satellite office.

4.8 Special General Meeting

- a. A Special General Meeting is a General Meeting that considers business other than the business outlined in Section 4.7(b), provided that such business may be included on the agenda of the Annual General Meeting.
- b. A Special General Meeting may be called by the Board solely for considering specific resolutions proposed by the Board, which shall be included in the Notice of the Meeting.
- c. Notice of the Special General Meeting shall include the availability of the resolutions to be considered at the Meeting.

BYLAW V. BOARD OF DIRECTORS

5.1 General Powers

a. Administer Affairs

- i. 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 Letters Patent or otherwise, authorized to exercise and do.
- ii. The Board may, through its Policies, allow other agents or employees of the Corporation to lawfully enter into contracts on behalf of the Corporation.

b. Approve Expenditures

- i. 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.

c. Appoint Agents and Employees

- i. 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.

d. Remuneration of Employees

- i. 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. All employees of the Corporation, unless specifically designated to report directly to the Board, shall report to the President, in accordance with Board Policies.

5.2 Composition

The Board of Directors shall be comprised of the following members:

- a. The current SSUI President, as an ex-officio, non-voting member
- b. The current SSUI General Manager, as an ex-officio, non-voting member
- c. The current Sheridan College Dean of Students, an ex-officio, non-voting member
- d. Twelve elected representatives, with four (4) representatives, elected by members at their respective campus, from each of the following campuses:
 - i. The Hazel McCallion Campus
 - ii. The Trafalgar Campus
 - iii. The Davis Campus

5.3 Eligibility and Qualifications

In order to qualify for election, and to serve as a Director of the Board, a member of the Corporation must:

- a. Be a Membership Fee-paying student at Sheridan College throughout their term as a Director;
- b. Be enrolled at Sheridan College continuously throughout their term as a Director;
- c. Be in good standing in accordance with Sheridan Student Union & Sheridan College's Student Rights and Responsibilities and 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;
- d. Not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to another serving member of the Board of Directors;
- e. Not plan to be, or currently be employed, by the Sheridan Student Union in any other capacity than as a member of the Board of Directors during their term of office, and not have been terminated from employment with Sheridan Student Union for cause (i.e. breach of Drug Policy, harassment or theft) at any time; and
- f. Be 18 years of age or older, at the commencement of elections.

5.4 Duties of Directors

Directors shall:

- a. Act honestly and in good faith with a view to the best interests of the Corporation, in respect of matters for which the Board has the authority to act;
- b. Use reasonable efforts, and judgement, to advance the interests of the constituency that they represent, while having greater regard for their duty under Section 5.4(a);
- c. Act as a liaison and in consultation between their constituency and the Board, and vice-versa;
- d. Sit on a Board Committee if requested;
- e. Attend all Meetings of the Board, and any Committees to which they are part of;
- f. Attend all General Meetings; and
- g. Carry out such duties, and uphold any Policies, that the Board may from time to time prescribe.

5.5 Term in Office

- a. Directors will hold a one-year term of office, commencing May 1st, following their election and ratification, and concluding on April 30th of the following year.
- b. Directors either appointed or elected in a by-election, as per Section 5.6(c,d,e), shall continue in office until their successors are elected, are selected/appointed, or they deliver a written resignation to the Chairperson of the Board.

5.6 Resignation and Vacancies

- a. All resignations of Directors shall be made in writing delivered to the Chairperson, which upon receipt of this resignation, the Director will be considered to have vacated their office effective immediately. If the Chairperson of the Board wishes to resign, they shall provide their

resignation to the Vice-Chairperson, and will be considered to have vacated their office effective immediately.

- b.** The office of a Director shall be automatically vacated effective immediately upon any of the following events:
 - i. The Director delivers a written resignation to the Chairperson;
 - ii. The Director is absent from three (3) scheduled Meetings of the Board during their term in office. There is no differentiation between excusable and inexcusable absences;
 - iii. The Director commences legal action against the Corporation;
 - iv. The Director becomes employed by, or associated with, the auditors of the Corporation;
 - v. The Director fails to attend a mandatory training session, or retreat, without prior written consent from the Chairperson, or a valid reason subsequently accepted by the Chairperson;
 - vi. The Director ceases to meet the qualifications required to be a Director as outlined in Section 5.3 at the time of their appointment;
 - vii. The Director is removed from office by a unanimous vote of the Directors present, with the exception of the Director in question;
 - viii. The Director's removal is requested by a petition signed by 150 members. Upon receipt of the petition, the Board will hold a Special General Meeting 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 ordinary resolution at the Meeting;
 - ix. The Director is found to be of unsound mind by a qualified physician;
 - x. The Director has, or attains, the status of bankrupt; or
 - xi. The Director dies.
- c.** Should a vacancy arise in the office of a Director on or before October 31st, the Corporation shall call a by-election to fill such vacancy.
- d.** If a vacancy in the office of a 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 5.5(b).
- e.** Should the vacancy in the office of a Director occur following an election or by-election, the incumbent Directors shall continue in office until their successors are elected, selected, or until the incumbent Directors deliver their written resignation to the Chairperson.
- f.** A Director who is removed from office, or who resigns from office, shall be considered to have vacated office when their resignation is accepted, or immediately following their removal from office.
- g.** In the event that all Director positions are vacated, the individuals who are in fact managing the affairs of the Corporation will be deemed to be Directors, until such time as an election is held to fill the vacancies, which shall occur as soon as possible.

5.7 Remuneration and Honoraria

- a. A Director will be reimbursed for reasonable expenses incurred by the Director in the performance of their 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.
- b. A Director will receive an honorarium of \$600 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 Meeting attendance.
- c. If a Director voluntarily or involuntarily vacates office during a semester, they forfeit their honorarium in its entirety for the semester, and any subsequent semesters.
- d. No Director may make a decision, or amend any governing document, regarding the amount or payment of their honorarium.

5.8 Chairperson, Vice-Chairperson, and Secretary of the Board

- a. Annually, at the first Meeting in the month of May, the Board will elect a Director to hold the position of Chairperson of the Board. The president shall serve as the Chairperson for the selection of the Board Chairperson and shall determine the selection process. All Meetings of the Board may be convened and shall be chaired by the Chairperson unless:
 - i. They are unable to fulfill the duties of Chairperson as determined from time to time by the Board; or
 - ii. They are removed from their position by a special resolution of the Board.
- b. Annually, at the first Meeting in the month of May, the Board will elect a Director to hold the position of Vice-Chairperson of the Board. The Chairperson will preside over the selection, and shall determine the selection process. In the absence of or inability to act of the Chairperson, the Vice-Chairperson shall have full power and authority to act as Chairperson.
- c. Annually, at the first Meeting in the month of May, the Board will elect a Director to hold the position of Secretary of the Board. The Chairperson will preside over the selection, and shall determine the selection process. The Secretary of the Board 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.

5.9 Training and Integration

- a. Board Training will occur in May each year. Attendance at Board Training is mandatory. Other training may occur at other points in the year, at the discretion of the Board. No less than thirty (30) days' notice of training will be provided to Directors. Failure to attend these sessions will automatically result in the Director vacating their office.
- b. In the case a by-election has occurred, or positions have been appointed, the new Director(s) 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 Director(s) will meet with the Chairperson, and review the Policies, Bylaws and anything else that effects the Director(s). The Chairperson

will responsible for ensuring the Director(s) will be able to fully function as a Director, and that they're well-educated in all of the SSUI's rules, regulations, Policies and Bylaws.

5.10 Meetings of the Board

- a. Meetings of the Board shall be held at least once per calendar month, or at any time when:
 - i. The Chairperson, or any two (2) 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 in the agenda for such Meeting by submitting it to the Chairperson not less than two (2) business days before the date set for the Meeting.
 - ii. 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.
- b. No error or accidental omission in giving notice of any Meeting shall invalidate such Meeting or make void any proceedings taken at such Meetings.
- c. Quorum for Meetings of the Board shall be two-thirds (2/3) of the current-serving Directors. In the instance that quorum is not a whole number, it will always be rounded up to the nearest whole number.
- d. Meetings of the Board will be held in person, provided that Directors may attend by teleconference if unable to personally attend.
- e. Except where otherwise set forth by the Chairperson, or within these Bylaws, the Directors shall employ the Policies and procedures set out in the current edition of Robert's Rules of Order. Directors must be professional and considerate at Meetings of the Board.
- f. A Director may participate in a Meeting of the Board by telephonic or electronic means, 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. An approved telephonic or electronic Meeting does not impact the pro-rating of the honorarium of the Director.
- g. Each Director will be limited to 3 approved teleconference Meetings. Any additional teleconference Meetings constitute an absence, subject to Section 5.6(b)(ii).
- h. The Board may, by ordinary resolution 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. This approved leave of absence will not affect the pro-rating for unattended Meetings.
- i. 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.
- j. 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 special resolution.

- k. 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 Secretary of the Board must declare that the resolution has been carried or defeated, and the number of votes cast for and against the matter, and any abstentions, all of which will be noted in the minutes.
- l. 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.

5.11 Continuity

Directors elected to serve for the next succeeding term of office shall be entitled to attend the last regularly scheduled Meeting of the Board in a term of office, but only Directors serving in office during that term shall be entitled to vote on matters coming before the Board.

5.12 Confidentiality

- a. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.
- b. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.
- c. 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.

5.13 Director Discipline

- a. Directors may be disciplined for the following reasons:
 - i. Failure to perform duties as outlined in the Bylaws, Policies, or the Statement of Office;
 - ii. Failure to attend Meetings of the Board;
 - iii. Failure to attend Committee Meetings of which the Director is a member;
 - iv. Failure to attend Meetings of Sheridan College bodies or Committees of which the Director is a member;
 - v. Theft, fraud, or embezzlement;
 - vi. Failure to disclose a Conflict of Interest;
 - vii. Breach of Confidentiality;
 - viii. Misuse of Corporation property as determined by the President; or
 - ix. Refusal to sign the Statement of Office.
- b. The Board may vote by resolution to take disciplinary action against a Director, including a verbal warning or a letter of censure or reprimand.

- c. Notice of a motion to discipline the Chairperson, Vice-Chairperson or Secretary of the Board must be given to all Directors of the Board at the Meeting preceding when the discipline is to be debated. Such notice shall set out the particulars of the alleged grounds for discipline.
- d. The Director accused shall be entitled to submit a written response to the notice of motion to the Chairperson prior to the Meeting in which the motion will be debated. This response will be available to all Directors of the Board prior to the Meeting. Additionally, the Director shall be given a reasonable opportunity at such Meeting to respond to the allegations before the motion is put to a vote.
- e. All debate on a motion regarding discipline, but not including the response of the Director to the allegations, shall be in camera.
- f. A motion to impose disciplinary measures shall be accompanied by a statement of reasons, which shall be recorded in the minutes of the Meeting.

BYLAW VI. EXECUTIVE OFFICERS

6.1 Officers

The five (5) Executive Officers of the Corporation shall be the following:

- a. The President, who shall serve as the Chief Executive Officer;
- b. The General Manager, who shall serve as the Treasurer;
- c. The Chairperson of the Board, who shall serve as the Chief Governance Officer;
- d. The Vice-Chairperson of the Board; and
- e. The Secretary of the Board.

6.2 President

- a. The President shall 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. In addition, they shall have the following responsibilities:
 - i. Act as the official spokesperson for the Corporation in accordance with direction received from the Board of Directors;
 - ii. Act as a signing officer of the Corporation;
 - iii. Act as the liaison between the Board of Directors and the Corporation;
 - iv. Hire staff as may be necessary to operate the Corporation;
 - v. Sit ex-officio as a representative of the Corporation on the Board of Directors;
 - vi. Sit on other Sheridan College Committees as approved by the Board of Directors;
 - vii. Have the right to attend and speak at all Board Committee Meetings, with the exception of the President Hiring Committee;
 - viii. Represent the Corporation at Meetings of organizations or groups of which the Corporation is a member;
 - ix. Review federal, provincial, municipal, and Sheridan College Policies that may impact the academic, financial, and social interests of the membership or the Corporation, and recommend appropriate action to the Board of Directors;
 - x. Ensure that the Vice-Presidents carry out their assigned duties in accordance with these Bylaws, Policies, and as directed by the Board;
 - xi. Attend all Meetings of the Board, and of any Board Committee of which they are a member;
 - xii. Report regularly to the Board accruing to performance expectations set out in these Bylaws or Policies;
 - xiii. Create a written report at the end of their term for the incoming President;
 - xiv. Train and advise the incoming President where necessary; and

- xv. Perform other duties as outlined in the Bylaws, Policies, or that the Board may from time to time determine.
- b. The President shall be hired by the Corporation in accordance with the Board's Policies, and their position will be ratified at the Annual General Meeting, where applicable.
- c. The President shall not cause or allow any organizational practice, activity, decision, or circumstance, which is:
 - i. Unlawful;
 - ii. Imprudent; or
 - iii. In violation of commonly accepted business practices or professional ethics.
- d. With respect to interactions with clients or those applying to be clients, the President shall not cause or allow conditions, procedures, or decisions which are unsafe, untimely, disrespectful, or unnecessarily intrusive. The President will not:
 - i. Elicit information for which there is no clear necessity;
 - ii. Use methods of collecting, reviewing, transmitting, or storing client information that fail to protect against improper access to the material;
 - iii. Operate facilities without appropriate accessibility and privacy;
 - iv. Allow clients to be unaware of what may be expected and what may not be expected from the service offered;
 - v. Allow clients to be unheard who believe that they have not been accorded a reasonable interpretation of their rights under these Bylaws
- e. With respect to treatment of paid and volunteer staff, the President shall not cause or allow conditions, which are unfair, undignified, disorganized or unclear. The President will not:
 - i. Operate without written personnel procedures that:
 - a. Clarify rules for staff;
 - b. Provide effective handling of grievances; or
 - c. Protect against wrongful conditions (e.g. nepotism and grossly preferential treatment for personal reasons).
 - ii. Retaliate against an employee for non-disruptive expression of dissent, or for reporting to management or to the Board of Directors (as per the grievance procedure) acts or omissions by staff, management, or Board of Directors, that the employee believes in good faith and to be based upon credible information, constitutes a violation of municipal, provincial, or federal law, or a governing policy of the Board.
 - iii. Allow staff to be unprepared to deal with emergency situations; or
 - iv. Allow staff to be unfamiliar with the President's interpretations of their protections under these Bylaws.

- f.** With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President may not cause or allow jeopardy to fiscal integrity or public image. The President will not:

 - i. Change the President’s own compensation or benefits, except as those benefits are consistent with a package for all full-time employees;
 - ii. Establish current compensation or benefits that deviate materially from the geographic or professional market for the skills employed;
 - iii. Create obligations over a longer term than revenue can be reasonably projected.
- g.** With respect to the actual, ongoing financial condition and activities, the President may not cause, or allow, the development of fiscal jeopardy, or a material deviation of actual expenditures from Board priorities established in the Bylaws or Policies that the Board may from time to time determine. The President may not:

 - i. Expend more funds from the SSUI Operating Fund than are collected from students, and that are budgeted to be expended in that fiscal year;
 - ii. Use any long-term reserves other than as per the Executive Limitations Policy;
 - iii. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by the end of the fiscal year;
 - iv. Allow payroll or debts to be handled in an untimely manner;
 - v. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed;
 - vi. Make a single purchase or commitment of greater than \$25,000. Splitting orders to avoid this limit is not acceptable; or
 - vii. Acquire, encumber, or dispose of real estate.
- h.** The President shall not cause or allow financial planning for any fiscal year, or the remaining part of any fiscal year, to:

 - i. Deviate materially from Board Ends priorities;
 - ii. Risk financial jeopardy; or
 - iii. Fail to be derived from a multi-year plan.
- i.** The President will not allow budgeting to:

 - i. Risk incurring those situations or conditions described as unacceptable in Section 6.2(g) of these Bylaws;
 - ii. Omit:

 - a. Credible projections of revenues and expenses;
 - b. Separation of capital and operational items;
 - c. Cashflow analysis;
 - d. Disclosure of planning assumptions; or

- e. A sufficient level of detail.
 - iii. Provide less than 2% of the total annual budget for Board prerogatives during the year than is set forth in Section () of these Bylaws;
 - iv. Be presented to the Board without review by, and endorsement of, the Audit and Finance Committee; or
 - v. Be presented to the Board later than June 30th of each fiscal year, with at least five (5) days for consideration.
- j. The President may not allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked. The President will not:
- i. Allow the Corporation, its Board Members, staff, and volunteers to be uninsured against theft, fire, and casualty losses to a prudent replacement value, and against liability losses;
 - ii. Subject facilities and equipment to improper 'wear and tear' or insufficient maintenance;
 - iii. Unnecessarily expose the Corporation, its Board Members, staff, and volunteers to claims of liability;
 - iv. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor's standards;
 - v. Make any purchase wherein normally prudent protection has been given against conflict of interest, or without comparing prices and quality;
 - vi. Allow intellectual property, information, or files to be exposed to loss, improper access, or significant damage, or operate without maintaining records in accordance with a records retention schedule approved by legal counsel;
 - vii. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts, bonds of less than R-3 rating, or in non-interest-bearing accounts, except where necessary to facilitate ease in operational transactions;
 - viii. Endanger the Corporation's public image, credibility, or its ability to accomplish Ends;
 - ix. Change the Corporation's name, or substantially alter its identity in the community; or
 - x. Compromise the independence of the Board's audit, or other external monitoring.
- k. The President may not permit the Board to be uninformed, or unsupported, in its work. The President may not:
- i. Neglect to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of the Board Policies being monitored, and including the President's interpretations consistent Board Policies, as well as relevant data;
 - ii. Let the Board be unaware of any significant incidental information, including anticipated adverse media coverage, threatened or pending lawsuits, and material internal and external changes to the Corporation;

- iii. Allow the Board to be unaware that, in the President's opinion, the Board is not in compliance with its own Policies, particularly in the case of Board behaviour which is detrimental to the work relationship between the President and the Board;
 - iv. Allow the Board to be without decision information required periodically by the Board, or let the Board be unaware of relevant trends;
 - v. Present information in unnecessarily complex or lengthy form, or in a form that fails to differentiate among information of three types:
 - a. Monitoring;
 - b. Decision-making; or
 - c. Other.
 - vi. Allow the Board to be without a workable mechanism for official Board, Officer or Committee communications;
 - vii. Favour or privilege certain Directors over others, except when
 - a. Fulfilling individual requests for information; or
 - b. Responding to Officers or Committees duly charged by the Board.
 - viii. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Bylaws, regardless of the Board's monitoring schedule.
- l.** In order to protect the Board from the sudden loss of President services, the President shall not permit:
- i. There to be less than two (2) executives sufficiently familiar with Board and President issues; or
 - ii. Procedures to enable either to take over with reasonable proficiency as an interim successor.
- m.** President remuneration will be decided during the month of February after a review of monitoring reports received in the previous year.

6.3 General Manager

- a.** The General Manager shall be appointed by the President, under the advisement of the Board Hiring Committee, who shall be the Treasurer of the Corporation, and shall have the following responsibilities:
 - i. Serve as custodian of the seal of the Corporation, and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation;
 - ii. Manage the Full-Time staff members of the Corporation;
 - iii. Serve as a signing officer of the Corporation;
 - iv. Hire staff as may be necessary to operate the Corporation;
 - v. Sit ex-officio as a representative of the Corporation on the Board of Directors;
 - vi. Sit on other Sheridan College Committees as approved by the Board of Directors;

- vii. Have the right to attend and speak at all Board Committee Meetings, with the exception of the General Manager Hiring Committee;
 - viii. Represent the Corporation at Meetings of organizations or groups of which the Corporation is a member; and
 - ix. Perform other duties as outlined in the Bylaws, Policies, or that the Board may from time to time determine.
- b. The General Manager shall report to the President. From time to time, under 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 from time to time arise.
 - c. 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.
 - d. 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.

6.4 Chairperson of the Board

- a. The Chairperson of the Board, a specially empowered Member of the Board appointed as per Section 5.8(a) of these Bylaws, assumes the following responsibilities, in addition to their duties as a Director specified in Section 5.4 of these Bylaws:
 - i. Assure the integrity of the Board, and its process;
 - ii. Represent the Board to outside parties;
 - iii. Convene and Chair all Meetings of the Board;
 - iv. Ensure that Directors are able to perform duties, as per Section 5.9(b) of these Bylaws;
 - v. Chair the General Meetings of the Corporation, as per Section 4.5(a) of these Bylaws;
 - vi. Perform other duties as outlined in these Bylaws, Policies, or that the Board may from time to time determine.
- b. The assigned result of the Chairperson of the Board's position is that the Board behaves consistently with its own rules, and these Bylaws, and any rules legitimately imposed upon it from outside the Corporation. In doing so, the Chairperson is required to:
 - i. Ensure that Meeting discussion content will ordinarily only be those issues, which according to Board policy, clearly belong to the Board to decide or monitor;
 - ii. Ensure deliberation will be fair, open, and thorough, but remain timely, orderly, and kept to the point; and

- iii. Ensure information that is for neither monitoring performance nor Board decisions will be avoided or minimized, and always noted as such within the minutes of the Corporation.
- c. The authority of the Board Chairperson consists in making decisions that fall within the topics covered by these Bylaws, or Board Policies, with the exception of:
 - i. The employment or termination of the President; and
 - ii. Where the Board specifically delegates portions of this authority to others.
- d. The Chairperson is authorized to use any reasonable interpretation of the provisions in these Policies. It should also be noted that:
 - i. The Board Chairperson is empowered to Chair Board Meetings with all the commonly accepted powers of that position (e.g. ruling, recognizing, etc.);
 - ii. The Board Chairperson has no authority to make decisions about Policies created by the Board within Ends and Executive Limitations areas. Therefore, they have no authority to supervise, or direct, the President;
 - iii. The Board Chairperson may represent the Board to outside parties in announcing Board-stated positions, and in stating Board Chairperson decisions and interpretations, within areas delegated to them; and
 - iv. The Board Chairperson may delegate this authority, but will remain accountable for its use.

6.5 Secretary of the Board

- a. The Secretary of the Board is an officer whose purpose is to ensure the integrity of the Board documents. Therefore, the Secretary has the following responsibilities:
 - i. Ensure that the Board's documents accurately represent the decisions of the Board;
 - ii. Provide documents to the Board in a timely manner;
 - iii. Ensure that all Board documents and filings are accurate and timely. These documents include:
 - a. The Letters of Incorporation and Letters Patent of the Corporation;
 - b. Bylaws of the Corporation;
 - c. Minutes of Meetings of the Board, Committees, and General Meetings;
 - d. Monitoring reports, including audits and budget reports;
 - e. Board attendance records; and
 - f. Any other documents that the Board may from time to time require.
 - iv. Ensuring that Board Members have documents required to make decisions at each Meeting, which may include access to the Board Dropbox if applicable;
 - v. Ensuring that updates of any and all documents will be distributed before each Meeting of the Board;

- vi. Ensuring that minutes taken at a Meeting of the Board are handled as follows:
 - a. Minutes will be taken at all Meetings of the Board;
 - b. Proceedings are transcribed;
 - c. Minutes will be sent to the entire Board for review and feedback;
 - d. Approved minutes will be signed by the Board Chairperson and Secretary;
 - e. Approved minutes will be sent to all Directors for their records; and
 - f. Signed minutes will be uploaded to the website, and the original copy will be placed in the official Board file, available for auditors.
 - vii. Ensuring that the Board regularly reviews and clarifies expectations regarding format, level of detail, and timeliness for the preparation of Board documents;
 - viii. Perform other duties as outlined in these Bylaws, Policies, or that the Board may from time to time determine.
- b.** The authority of the Secretary is access to, and control over, Board documents. However, the Secretary may not use staff time exceeding 100 hours per year.

6.6 Duties

Duties and responsibilities of the Officers shall be set from time to time by special resolution by the Board of Directors, in addition to duties outlined in these Bylaws, or Policies of the Board.

6.7 Election of Officers

- a. The President will be hired in accordance with the President hiring policy developed by the Board of Directors and stewarded the SSUI Human Resources department.
- b. The General Manager will be hired in accordance with the General Manager hiring policy developed by the Board of Directors and stewarded by the SSUI Human Resources department.
- c. The Chairperson of the Board shall be elected as described in Section 5.8(a) of these Bylaws.
 - i. The term of the Chairperson of the Board will be the same as that of a Director, and shall expire upon the end of the fiscal year.
- d. The Vice-Chairperson of the Board shall be elected as described in Section 5.8(b) of these Bylaws.
 - i. The term of the Vice-Chairperson of the Board will be the same as that of a Director and shall expire upon the end of the fiscal year.
- e. The Secretary of the Board shall be elected as described in Section 5.8(c) of these Bylaws.
 - i. The term of the Secretary of the Board will be the same as that of a Director and shall expire upon the end of the fiscal year.

6.8 Removal of Officers

- a. A President may be removed;
 - i. By a petition from the membership of no less than 150 members, requiring a vote by the Board of Directors within ten days that must pass unanimously.

- ii. Or a unanimous vote by the Board of Directors.
- b. A General Manager may be removed;
 - i. By a recommendation from the President followed by a special resolution by the Board of Directors.
- c. The Vice-Chairperson of the Board shall hold office until they resign, has completed their term and are replaced by an incoming officer, or are removed by the Board as specified in Section 5.8(a) of these Bylaws.
- d. The Vice-Chairperson of the Board shall hold office until they resign, has completed their term and are replaced by an incoming officer, or are removed by the Board in a manner equivalent to the removal of the Chairperson, which is specified in Section 5.8(a) of these Bylaws.
- e. The Secretary of the Board shall hold office until they resign, has completed their term and are replaced by an incoming officer, or are removed by the Board in a manner equivalent to the removal of the Chairperson, which is specified in Section 5.8(a) of these Bylaws.

6.9 Vacancies of Officers

- a. In the event of a vacancy in the Office of the President, the Board of Directors may appoint a Vice President to serve in the capacity of President for a period no longer than six months.
- b. In the event of a vacancy in the General Manager role, the President may recommend filling the position with a Senior Manager for a period no longer than six months with a majority vote of the Board of Directors.
- c. In the event of a vacancy in the office of Chairperson of the Board, the Board will be required to appoint a Director to serve as Chairperson of the Board, as outlined in Section 5.8(a) of these Bylaws.
- d. In the event of a vacancy in the office of Vice-Chairperson of the Board, the Board will be required to appoint a Director to serve as Vice-Chairperson of the Board, as outlined in Section 5.8(b) of these Bylaws.
- e. In the event of a vacancy in the office of Secretary of the Board, the Board will be required to appoint a Director to serve as Secretary of the Board, as outlined in Section 5.8(c) of these Bylaws.

BYLAW VII. COMMITTEES

7.1 Committee Formation

- a. The Board may from time to time establish Ad Hoc Committees as necessary or for such purposes, and with such powers that the Board sees fit, that facilitate the activities and goals of the Corporation.
- b. 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.
- c. Any motion to establish a Committee by the Board, by an Ordinary Resolution, shall include the following:
 - i. The purpose of the Committee;
 - ii. The term of the Committee which shall not exceed one year, or the expiration of the fiscal year without renewal;
 - iii. Who shall sit as the Committee, and how they will be selected;
 - iv. The Chairperson of the Committee;
 - v. What the Committee is to report on;
 - vi. The mechanism(s) by which the Committee is to provide a report; and
 - vii. Any additional items as the Board may from time to time see fit.
- d. Representation of Directors of each campus should be a consideration when creating Committees.

7.2 Committee Purpose and Principles

- a. Board Committees, when used, will be assigned to help the Board do its job, to reinforce the wholeness of the Board's job, and so as never to interfere with delegation from Board to President.
- b. Board Committees will be used sparingly, only when all other reasonable methods of carrying out the Corporation's business have been considered ineffective.
- c. Board Committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board Committees will normally not have direct dealings with current staff operations.
- d. Board Committees may not speak or act for the Board, except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.
- e. Board Committees cannot exercise authority over staff. The President works for the full Board, and will therefore not be required to obtain approval of a Board Committee before an executive action.
- f. Board Committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board Committee, which has helped the Board create policy on some topic,

will not be used to monitor organizational performance on that same subject. The Board retains responsibility and authority to monitor organizational performance on said subject.

- g.** Committees will be used sparingly and ordinarily in an Ad Hoc capacity.
- h.** This Section, 7.2, applies to any group that is formed by Board action, whether or not it is called a Committee, and regardless of whether the group includes Directors. It does not apply to Committees or group formed under the authority of the President.

7.3 Committee Dissolution

- a.** Unless otherwise specified in Section 7.1(c), a Committee ceases to exist as soon as its task is complete.
- b.** In the event that the Board does not wish to continue the operation of a Committee, it may seek to dissolve a Committee through a motion passed by the Board.

7.4 Committee Reporting

Timely reporting to the Board shall be by submission of a written report, following each Meeting, with appropriate verbal comment by the Committee Chairperson.

7.5 Audit & Finance Committee

- a.** The Audit & Finance Committee shall be responsible for the following:
 - i.** Specification of scope of audit prior to outside audit, by no later than January 31st of each year;
 - ii.** Ensuring that a fully-qualified external auditor conducts a competent audit annually, covering all normal audit topics and all Policies determined by the Board to be monitored by external means, with audit results communicated to the Board no later than September 30th of each year; and
 - iii.** Conducting direct monitoring of Sections 6.2(g), 6.2(h), 6.2(i), and 6.2(j) of these Bylaws, according to the monitoring schedule specified in the Board-Staff Relationship policy, namely Monitoring Executive Performance (BSR #2d).
- b.** The Audit & Finance Committee possesses authority of up to \$25,000 direct charges, and 100 hours of staff time, which it may not exceed.
- c.** Membership of the Audit & Finance Committee shall consist of three (3) Directors. Additionally, the President, the Treasurer, or a designate shall be available to provide advice or resources to this Committee.

BYLAW VIII. FINANCES

8.1 Fiscal Year

- a. The fiscal year of the Corporation shall be from May 1st to April 30th.
- b. In the instance that the Board seeks to alter the fiscal year of the Corporation, a resolution would need to be passed, provided notification has been given to the Canada Customs and Revenue Agency.

8.2 Budget

- a. A budget for each fiscal year shall be approved by the Board before March 31st.
- b. A copy of the Annual Budget shall be made available to the Audit & Finance Committee, as outlined within these Bylaws.

8.3 Financial Statements

- a. The Board shall, before June 15th of each year, approved the audited financial statements for the previous fiscal year. The audited financial statements shall then be presented to the Members at the Annual General Meeting, as per Section 4.7(a) of these Bylaws.
- b. The audited financial statements shall include the income statement, the balance sheet, and any comments made by the auditors as to the Corporation's accounting procedures.

8.4 Auditor

- a. The appointment of the auditor shall be presented, and ratified, at the Annual General Meeting, as per section 4.7(a) of these Bylaws. Decisions regarding the appointment of auditors shall be restricted to General Meetings.
- b. The auditor shall hold office until the next Annual General Meeting, provided that the Board may fill any casual vacancy in the office of the auditor.
- c. The remuneration of the Auditor shall be fixed by the Board.

8.5 Books and Records

The Board shall see that all necessary books and records of the Corporation required by these Bylaws, or by any applicable statute or law, are regularly and properly kept.

8.6 Ancillary Fees

- a. The amount of fees set forth by the Corporation may be altered by special resolution at a Meeting of the Board. Following the amount being set forth at a Meeting of the Board, the Ancillary Fee Protocol, signed between Sheridan College and the SSUI, shall be referred to regarding appropriate procedure.
- b. The Student Activity Fee shall be collected by Sheridan College, and remitted to the Corporation.

8.7 Collections and Use of Monies

- a. The Corporation may collect monies, in addition to the Student Activity Fee, through business enterprises, and any other means as approved by the Board.

- b. 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. Additionally, all deposits must comply with conditions outlined within Section 6.2(j) of these Bylaws.
- c. All deposits into Funds, use of monies within a Fund, and withdrawals from Funds as outlined within the Executive Limitations Policy (EL #2d Appendix A), shall comply with the guidelines laid out within the Policies.

8.8 Borrowing

The Board 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; however,
- 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.

8.9 Execution of Documents

- a. 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 Vice Presidents as approved by the Board.
- b. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

8.10 Power of Attorney

- a. The Board 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.
- b. 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.

BYLAW IX. IDEMNIFICATION

9.1 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.

9.2 Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, only if the Corporation would have the power or obligation to indemnify such person against such liability under this Bylaw.

BYLAW X. ELECTIONS & REFERENDA

10.1 Scope

- a. This Bylaw shall govern elections, and by-elections, for all Board of Director positions.
- b. This Bylaw shall govern all referenda pertaining to the affairs of the Corporation, as called by the Board of Directors.

10.2 Eligibility

- a. All members shall be eligible to vote in any referendum regarding affairs of the Corporation as applies to them.
- b. Voting for candidates in the Board of Director elections shall be limited to members who are principal students of that particular campus, as determined in accordance with Elections Policy.

10.3 Administration of Elections

- a. The Chief Returning Officer shall be responsible for administering all elections and referenda undertaken pursuant to this Bylaw 10.
- b. In accordance with these Bylaws and Policies, the Board may create Policies regarding the administration of such elections and referenda identified in Section 10.1 of these Bylaws.
- c. Elections for the Board of Directors 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.

10.4 Chief Returning Officer

- a. The Chief Returning Officer shall administer all elections and referenda of the Corporation on behalf of the Board.
- b. The Chief Returning Officer shall receive, investigate, and render decisions regarding complaints during elections and referenda, all in accordance with these Bylaws and Elections Policy.
- c. The Chief Returning Officer may designate Deputy Returning Officers to assist with administration of elections and referenda, all in accordance with these Bylaws and Elections Policy, but shall remain accountable for their actions.
- d. The Chief Returning Officer shall assist the Elections Committee, in the instance that one is currently in operation.

10.5 Elections Committee

- a. The Elections Committee, if determined necessary by the Board, shall:
 - i. Recommend Election dates to the Board;
 - ii. Publicize important information regarding elections and referenda;
 - iii. Assist in the development of Policies related to elections and referenda;
 - iv. Ensure there is a valid code of conduct for candidates or other such guidelines pursuant to these Bylaws and Policies for any given election or referenda;

- v. Make recommendations to the Board regarding Bylaw and Policy amendments related to elections and referenda; and
 - vi. Carry out duties that the Board may from time to time prescribe.
- b. No member of the Elections Committee shall display any public interest in the campaign of any candidate or referendum decision.
 - c. No member of the Elections Committee shall be an Agent for a candidate in an election in the jurisdiction of this Bylaw.

10.6 Elections Appeals

- a. An election result may be appealed in accordance with the SSUI Elections Policy.

10.7 Scope of Referenda

- a. A referendum shall only be undertaken with a special resolution by the Board of Directors.
- b. Referendum questions pertaining to student fees that are not administered by the Corporation are not permitted.

10.8 Referenda Questions

- a. Referenda questions pertaining to affairs of the Corporation must be approved by the Board of Directors, in accordance with these Bylaws and Policies.
- b. The Board of Directors may, subject to these Bylaws and Policy:
 - i. Approve a proposed referendum question that meets the requirements of these Bylaws;
 - ii. Propose amendments to a proposed referendum question that does not meet the requirement of, or is contrary to, the Bylaws (such amendments to be subject to acceptance by the person that proposed the question);
 - iii. Reject a proposed referendum question that does not meet the requirement of, or is contrary to, the Bylaws.
- c. Referendum questions must be phrased to elicit yes/no answers.
- d. Referendum questions must be phrased in a positive way such that a vote of “yes” signifies agreement with the proposal, and a vote of “no” signifies disagreement with the proposal.
- e. The Board of Directors may conduct no more than one (1) referendum during their term of office.

10.8 Referenda Procedure

- a. All referenda must be conducted in accordance with the elections and referenda procedures outlined in these Bylaws and Policies.
- b. All referenda questions will be decided by ordinary resolution, or a simple majority of votes.

10.8 Referenda Procedure

- a. Quorum for referenda shall be 15% percent of the Membership.

BYLAW XI. EXTERNAL STUDENT ASSOCIATION MEMBERSHIP

11.1 Membership

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; and
- 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.

11.2 Termination of Membership

The Corporation shall be able to terminate membership in any external student association through an ordinary resolution at a General Meeting.

BYLAW XII. AMENDMENTS AND REVISIONS

12.1 Members' Authority

Members may amend or revise these Bylaws by Special Resolution at a General Meeting, as per the conditions set out in these Bylaws.

12.2 Proposed Amendments from the Board

- a. Any Director wishing to propose amendments or revisions to these Bylaws must provide notice, including the text of the proposed amendments or revisions, no less than two (2) weeks in advance of the Meeting that such amendments or revisions
- b. The Board may, by special resolution, adopt such amendments or revisions which will be in force until a General Meeting is convened in order to ratify the amendments or revisions. The resolution must be treated as a special resolution.
- c. Despite Section 12.2(b), any amendment or revision to these Bylaws which has the effect of disenfranchising Members with respect to their rights to elect or remove Directors, the removal of the President or General Manager, approve amendments to Bylaws, initiate referenda, or petition to add items to the agenda of a General Meeting shall be of no force or effect until ratified by Members at a General Meeting.
- d. Should the Membership ratify amendments or revisions to these Bylaws as proposed by the Board by special resolution at a General Meeting, these amendments or revisions will remain in effect.
- e. If the Membership fails to ratify such amendments or revisions, the amendments or revisions cease to have effect as of the date of the General Meeting.
- f. If a General Meeting is not convened within a year of the Board adopting amendments or revisions, the amendments or revisions cease to have effect at the end of the fiscal year.
- g. The Board may prescribe supplementary Policies, not inconsistent with these Bylaws, relating to the governance of the Corporation, as they deem expedient which shall be binding upon the Corporation. These Policies are subject to Sections 12.2(b), 12.2(c), 12.2(d), 12.2(e), and 12.2(f) of these Bylaws.
- h. The Board may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Corporation as it deems expedient, provided that they are subject to Sections 12.2(b), 12.2 (c), 12.2(d), 12.2(e), and 12.2(f) of these Bylaws.

12.3 Proposed Amendments from the Membership

- a. Any Member wishing to propose amendments or revisions to these Bylaws must submit to the Chairperson of the Board a petition including the text of the proposed amendments or revisions, and the names, student numbers, and signatures of no less than 50 members of the organization. The amendment or revision will then be placed on the agenda of the next General Meeting.
- b. Amendments or revisions must be submitted at least 15 business days prior to the General Meeting to the Board Chair or designated official if one has been scheduled.

- c. Should the Membership ratify the proposed amendments or revisions, the amendments or revisions shall have effect immediately, unless otherwise resolved by the Members at the General Meeting

12.4 Bylaw Review

Once per year, the respective teams of the Board, including Officers, will meet to go over all Board Policies and Bylaws. A team is defined anyone who attends a particular campus that actively attends Board Meetings (Directors, Vice-Presidents, President and General Manager). The purpose is to ensure that all key members of the SSUI are up to date on all Policies and are applying Policies appropriately.