



Concordia University of Edmonton

# Students' Association

## BYLAWS

### CONCORDIA STUDENTS' ASSOCIATION

CONCORDIA UNIVERSITY OF EDMONTON

*September 2019*

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*CSA Bylaws*

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# **The Bylaws of the Concordia Students' Association of Concordia University of Edmonton**

## **Table of Contents**

1. Definitions
2. Name
3. Governance
4. Membership
5. Privileges and Obligations of Members and Members Meetings
6. The Executive Council
7. Conflict of Interest
8. Finances and Properties
9. The General Council
10. General Council Meetings
11. Annual General Meeting
12. Special General Meeting
13. Amending the Objects and Bylaws
14. Election of the Executive Council
15. Elections conducted by the General Council
16. Duties of the CSA to CUE
17. Judicial Board
18. Referendums
19. Dissolution of the CSA
20. Liabilities

# The Bylaws of the Concordia Students' Association (CSA)

## Concordia University of Edmonton

### 1.0 Definitions

- 1.1 **Academic Terms:** periods defined in the CUE *Academic Calendar*, during which half-credit courses begin and end.
- 1.2 **Ad hoc Committees:** groups of Active Members that exist during limited time frames, meeting on a regular basis to deliberate and act upon affairs of the CSA pertaining to a specific area until resolution is attained.
- 1.3 **Annual General Meeting (AGM):** a meeting of the members of the CSA membership that is held in the Fall semester and no later than October 30 of each year; all Active Members may attend and vote at the AGM.
- 1.4 **Business Day:** a weekday on which the no holidays or school closures as listed in the current year CUE *Academic Calendar* apply.
- 1.5 **Capital Asset:** any property or equipment owned by the CSA with a value of one thousand dollars (\$1000.00) or more and has a usable life span of more than one (1) year. Items from a single transaction which are less than \$1000.00 separately, but exceed \$1000.00 in aggregate are also considered a capital asset.
- 1.6 **Conflict of Interest:** a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity or where objectivity may become difficult to maintain.
- 1.7 **CSA:** The Concordia Students' Association of Concordia University of Edmonton.
- 1.8 **CUE:** means "Concordia University of Edmonton".
- 1.9 **Electoral Returning Officer (ERO):** An Active Member elected or hired contractor as voted by the General Council to organize and oversee the annual election of the Executive Council and any necessary by-elections for GC members.
- 1.10 **Executive Council:** the council with those powers outlined in the Bylaws and Policies which manage the day-to-day affairs of the CSA.
- 1.11 **Executive Councilor:** An Officer of the CSA with rights and responsibilities outlined in the Bylaws and Policies. Executive Councilors are members of the Executive Council and the General Council.
- 1.12 **Ex Officio:** A member that can be present at meetings, but does not have voting rights.
- 1.13 **Fiscal Year:** the period over which annual financial statements are calculated; the CSA's fiscal year commences on May 1 and ends on April 30.
- 1.14 **General Councilor:** A member of the CSA General Council, with those rights and responsibilities outlined in the Bylaws and policies acting as representative of a student

group.

- 1.15 **General Council:** the body that oversees the broad direction of the CSA, and ensures that proper governance is maintained.
- 1.16 **Member:** means a member of the CSA in whichever role is assigned due to standing.
- 1.17 **Policy:** refers to a plan of action or guidelines developed by the CSA, whether formally documented and maintained or informally followed as a matter of habit.
- 1.18 **Societies Act:** The current in force Alberta *Societies Act*, regulations made thereafter and adopted amendments.
- 1.19 **Special General Meeting (SGM):** is a full meeting of the CSA other than the AGM; all Active Members may attend and vote.
- 1.20 **Standing Committee:** A committee created by the General Council that does not dissolve each year and is under the governance of the General Council.
- 1.21 **Terms of Reference:** guidelines that outline the purpose, authority, composition, and budgetary considerations of a project or committee that includes a group of people working towards a common goal.
- 1.22 All terms used in these Bylaws that are defined in the *Societies Act* and are not otherwise defined in these Bylaws shall have the meanings given to such terms in the *Societies Act*.

## 2.0 Name

- 2.1 The name of this organization shall be the Concordia Students' Association of Concordia University of Edmonton (henceforth referred to as the "CSA").

## 3.0 Governance

- 3.1 The government of the CSA shall operate as a democratic body in each level of governance.
- 3.2 The CSA shall have three branches of government: the Executive, the General Council, and the Judicial Board.
- 3.3 The CSA shall remain an autonomous body with the rights and privileges given to it under Alberta's *Societies Act*.
- 3.4 In addition to these Bylaws, the CSA shall develop and implement additional governing Policies and Procedures, which shall be approved by an absolute majority vote of the General Council.

## 4.0 Membership

4.1 Membership in the CSA is non-transferable.

### 4.2 *Active Members*

4.2.1 All persons registered as undergraduate students at CUE who pay full- or part-time CSA fees shall be Active Members of the CSA (“Active Members”).

4.2.1.1 Active Members shall include:

- a) undergraduate students at CUE who are under the age of 18; they shall be subject to the same fees and awarded all rights as adult members, except the ability to participate and volunteer for events that have an age limit 18 years of age or older;
- b) students in any after-degree programs at CUE, but shall not include graduate students at CUE.
- c) Visiting students as defined in the CUE policies and procedures shall be considered to be active members.

### 4.3 *Honorary Members*

4.3.1 The CSA may confer honorary lifetime membership to any person deemed worthy; such persons shall be known as Honorary Members of the CSA (“Honorary Members”). Honorary Members shall have access to CSA meetings and Thunder Athletic games.

4.3.2 Nominations for membership as an Honorary Member may only be made by Active Members.

4.3.3 Honorary Members do not:

- a) Have voting rights;
- b) Have any of the rights or privileges of Active Members as defined in the Bylaws.
- c) Pay CSA fees.

### 4.4 *Duration of Active Membership*

4.4.1 Membership as an Active Member in the CSA shall cease at the end of the student's final registered year as an undergraduate student, or in an after-degree program at CUE.

4.4.2 Membership as an Active Member shall cease as a result of loss of CUE student status, including but not limited to expulsion or resignation.

4.4.3 Active Members who have lost their CUE student status will not be able to vote on any of the affairs related to the CSA.

#### 4.5 *Withdrawal of Membership*

4.5.1 Any Member may withdraw their membership from the CSA at any time by informing the CSA's Executive Council in writing or by electronic means. If a Member withdraws, all current and future CSA fees related to that Member will remain with the CSA.

4.5.2 Any fees paid by the Member, if applicable, will not be reimbursed to the Member unless there is prior unanimous approval of the CSA's General Council.

4.5.3 Should a Member be expelled as outlined in these bylaws, any fees paid by the Member to the CSA will not be reimbursed to the Member unless there is prior unanimous approval by the CSA's Executive Council.

## 5.0 Privileges and Obligations of Members, and Member Meetings

### 5.1 *Privileges of Members*

5.1.1 Active Members shall have the following privileges, subject to Bylaw 9.1.2 below:

- a) to be entitled to one vote on each question or motion arising at the AGM or a SGM;
- b) to attend, but not vote, in open General Council meeting as a visitor with the prior approval of the General Council Chair, and observing all General Council bylaws;
  - a. Limitation to this includes agreement to remove themselves and belongings for all *in camera* discussions
- c) To petition the General Council at General council meetings within the restrictions and confines of the General Council policies and upon

- nomination by a general council member;
- d) to participate in the CSA through its structure and services, as governed by its Bylaws;
  - e) to participate in any current or future CSA Health and/or Dental Plan once the member has paid all applicable fees or opt out of said plan if requirement criteria are met as per all applicable policies;
  - f) to apply for CSA specific awards and bursaries where no conflicts exist;
  - g) to be represented by the CSA in relation to any grievances and/or appeals associated with the Active Members relationship with CUE, as outlined in CUE's policies and procedures;
  - h) to participate in any CSA election or referendum, pursuant to the CSA's Election Policy and Referendum Policy;
  - i) to have access to all CSA records, books, and meeting minutes except where such release would jeopardize the confidentiality of the individuals and/or clubs and unions it governs. Any Active Member wanting to view CSA records, books, and meeting minutes that are not posted publicly must contact the CSA Executive by writing and allow for at least fifteen (15) business days for processing;

## 5.2 *Obligations of Members*

### 5.2.1 Active Members shall have the following obligations:

- a) to observe the Objects, Bylaws, policies and procedures of the CSA; and
- b) to pay fees levied by the CSA in accordance with the Objects and Bylaws of the CSA.

## 5.3 *Member Meeting Provisions*

### 5.3.1 Participation in Meetings by Electronic Means

- a) A Member or any other person entitled to attend a meeting of Members may participate in the meeting by electronic means, telephone or other communication facilities when providing these facilities is reasonable. A person participating in such a meeting by these or physical presence is deemed for the purposes of the *Societies Act* and these Bylaws to be present at the meeting.



- b) the obligations to ensure proper functional electronic access is available and functional remains the responsibility of the Member directly requiring these altered means

### 5.3.2 Meeting Held by Electronic Means

- a) If the Executive Council, General Council or Members call a meeting of Members, the Executive Council, the General Council or the Members that called the meeting may determine that the meeting shall be held entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- b) If a meeting is held electronically, engaging an effective platform for use becomes the responsibility of the Council for which the meeting is held.

### 5.3.3 Record Dates

- a) The Executive Council may fix in advance a date as the date of record for the determination of Members entitled to receive notice of or to vote at a meeting of Members, but such record date shall not precede by more than 30 days or by less than 21 days the date on which the meeting is to be held.
- b) If no date of record is fixed, the date of record for the determination of Members entitled to receive notice of or to vote at a meeting of Members is:
  - i) the last business day preceding the day on which the notice is sent; or
  - ii) if no notice is sent, the day on which the meeting is held.
- c) The record date for the determination of Members for any other purpose other than to establish a Member's right to receive notice of or to vote at a meeting of Members shall be the census days established in CUE's Academic Calendar.

### 5.3.4 Electronic Voting

- a) Any person participating in a meeting of Members by electronic means, telephone or communication facility and entitled to vote at the meeting may vote by electronic means, telephone or other communication facility that the CSA has made available for that purpose and pursuant to the CSA's Policy and Procedure on Electronic Voting.

### 5.3.5 Persons Entitled to be Present

- a) The only persons entitled to be present at a meeting of Members shall be those

entitled to vote thereat, the Executive Councilors and auditor of the CSA and others who, although not entitled to vote, are entitled or required under any provision of the *Societies Act* or Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with consent of the meeting.

## 6.0 The Executive Council

### 6.1 *Composition*

6.1.1 The Executive Council of the CSA shall consist of the following (Elected) Executive Councilors:

- a) CSA President
- b) Vice President of Finance
- c) Vice President Academic
- d) Vice President of Student Life

6.1.2 Each Executive Councilor of Executive Council and/or each individual serving on a CSA committee or council or filling a CSA position may receive monthly compensation for his/her service to the CSA pursuant and dependent on the CSA Executive Councilor policy and positional requirements defined therein.

6.1.3 The General Council will determine when required, the appropriate amount of compensation to be given to each member of the Executive Council, each member of a CSA committee or council, and every individual filling a CSA position based on a recommendation of the Executive Council.

6.1.4 At a minimum, every Executive Councilor, and every member of a CSA committee or council, and every individual filling a CSA position will present to the Vice President of Finance and CSA President with a written description of how many hours each month each individual is spending on CSA matters, position descriptions including committee representation requirements at CUE, and any other information deemed pertinent by the Executive Council.

6.1.5 No Active Member shall hold more than one elected, acclaimed, or appointed Executive Council position concurrently at any time exempting coverage for relinquished positions during bi election periods as defined in the Executive Councilor Policy.

6.1.6 Only Active Members may serve as Executive Councilors.

6.1.7 The election of an Executive Councilor is determined according to

procedures in the CSA Electoral Policy.

- 6.1.8 The term of office for Executive Councilors begins at 00:00 hrs on May 1 in the year of election and, subject to earlier termination in accordance with these Bylaws, ends no earlier than 23:59 on the following April 30. The Executive Council, in its sole discretion, may extend the termination by up to two (2) weeks depending on the transition requirements of the incoming Executive Council, this extension may be paid at 0.5 of monthly rate if deemed required through General Council majority vote.

## 6.2 *Powers and Obligations of the Executive Council*

- 6.2.1 The Executive Council shall manage, or supervise the management of business and affairs of the CSA and may exercise all such powers required to perform its duties in accordance with the *Societies Act*.
- 6.2.1.1 Every Executive Councilor, in exercising his/her powers and discharging his/her duties, shall:
- a) act honestly and in good faith with a view to the best interests of the CSA;
  - b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
  - c) Ensure the spirit of these Bylaws and its subseeding policies are enforced.
- 6.2.1.2 Executive Councilors are responsible for disclosing any Conflicts of Interest and recusing themselves where possible. The Executive Council is subsequently required to establish the manner to proceed. Failure to disclose conflicts is considered grounds for dismissal.
- 6.2.1.3 The Executive Council shall be accountable to all Active Members, including the General Council in all CSA related matters.
- 6.2.1.4 The General Council Chair shall act as a liaison between the General Council and the Executive Council.
- 6.2.2 The CSA President, Vice President of Finance, Vice President Academic, and the Vice President of Student Life may each appoint one (1) Active Member to serve as his or her Assistant to assist with his/her portfolio, subject to the approval of the General Council.
- 6.2.2.1 Any Assistant may resign at any time by submitting a letter of

resignation either in-person or by electronic means to the CSA President. This resignation takes place effective the date specified in this letter.

### 6.3 *Responsibilities and Mechanisms of the Executive Council*

#### 6.3.1 The Executive Council shall:

6.3.1.1 Strive towards consensus on all issues. If the Executive Council cannot achieve consensus on a particular issue, the matter shall be resolved by Majority Vote as long as quorum of 50+1% of Executive Council Members are present

#### 6.3.2 The Executive Council may:

6.3.2.1 Strike *Ad hoc* Committees or Standing Committees as needed or required as long as Terms of Reference have been approved in advance by the Executive Council;

6.3.2.2 Employ an Executive Director to assist with the day-to-day operations of the CSA.

### 6.4 *Meetings of the Executive Council*

#### 6.4.1 Provisions regarding Meetings of the Executive Council or Meetings of Committee of Executive Councilors.

##### 6.4.1.1 Frequency of Meetings:

a) The Executive Council shall meet not less than 3 times during the Fall term, not less than 3 times during the Winter term, and not less than one time during the Spring and Summer terms of every academic year of CUE.

##### 6.4.1.2 Place of Meetings

a) Meetings of the Executive Council and meetings of any committee of Executive Councilors may be held at any reasonable location. A meeting of the Executive Council or of any committee of Executive Councilors may be convened by the CSA President or any Executive Councilor at any time and the CSA President shall, as soon as is reasonably practicable upon receipt of direction of any of the foregoing, send a notice of the applicable meeting to the Executive Councilors or to each Executive Councilor who is a member of such committee of Executive Councilors, as the case may be.

#### 6.4.1.3 Notice of Meeting

- a) Notice of the time and place for the holding of any meeting of the Executive Council or of any committee of Executive Councilors must be sent to each Executive Councilor or each Executive Councilor who is a member of such committee of Executive Councilors, as the case may be, not less than three days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the date of the meeting; provided that the meetings of the Executive Council or of any committee of Executive Councilors may be held at any time without notice if all of the Executive Councilors or members of such committee are present (except where an Executive Councilor attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent Executive Councilors have waived notice of the meeting in writing or electronically. The notice of a meeting may specify the purpose or the business to be transacted at the meeting
- b) For the first meeting of the Executive Council to be held following the election of Executive Councilors or for a meeting of Executive Councilors at which an Executive Councilor is appointed to fill a vacancy on the Executive Council, a minimum of seven (7) days' notice of such meeting must be given to the newly elected or appointed Executive Councilor or Executive Councilors in order for the meeting to be duly constituted, provided a quorum of the Executive Councilors is present.

#### 6.4.1.4 Waiver of Notice

- a) Notice of any Executive Council' meeting or of any committee of Executive Councilors or the time for the giving of any such notice or any irregularity in any meeting or in the notice thereof may be waived by any Executive Councilor in writing delivered personally or by letter or email addressed to the President or in any other manner. Attendance of an Executive Councilor at any meeting of the Executive Council or of any committee of Executive Councilors is a waiver of notice of the meeting, except when an Executive Councilor attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### 6.4.1.5 Omission of Notice

- a) The accidental omission to give notice of any meeting of the Executive Council or of any meeting of the committee of Executive Councilors to, or the non- receipt of any notice by, any person does not invalidate any resolution passed or any proceeding taken at such meeting.

#### 6.4.1.6 Participation in Meetings by Electronic Means

- a) An Executive Councilor may participate in an Executive Council meeting or of any meeting of the committee of Executive Councilors by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and an Executive Councilor participating in a meeting by those means is deemed for the purposes of these Bylaws to be present at that meeting.

#### 6.4.1.7 Adjournment

- a) Any meeting of the Executive Council or any meeting of a committee of Executive Councilors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting of the Executive Council or of any committee of Executive Councilors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting of the Executive Council or of any meeting of committee of Executive Councilors is duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Executive Councilors who formed a quorum at the original meeting of the Executive Council or of any committee of Executive Councilors are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting is deemed to have terminated forthwith after its adjournment. Any business that might have been brought before or dealt with at the original meeting in accordance with the notice calling the same may be brought before or dealt with at any adjourned meeting.

#### 6.4.1.8 Quorum and Voting

- a) A majority of the number of Executive Councilors constitutes a quorum at any Executive Council' meeting. A majority of the number of Executive Councilors on a committee of Executive

Councilors constitutes a quorum at any meeting of that committee of Executive Councilors. Notwithstanding any vacancy among the Executive Councilors, a quorum of Executive Councilors may exercise all the powers of the Executive Councilors or a committee of Executive Councilors. The Executive Councilors may not transact business at a meeting of the Executive Council or at any meeting of a committee of Executive Councilors unless a quorum is present at the beginning of the meeting. Unless otherwise stated in these Bylaws, questions arising at any meeting of the Executive Council or of any meeting of a committee of Executive Councilors must be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting, in addition to their original vote, has a second vote.

#### 6.4.1.9 Resolution in Lieu of Meeting

- a) A resolution in writing, signed by all of the Executive Councilors entitled to vote on that resolution at an Executive Council meeting or of a meeting of a committee of Executive Councilors, is valid as if it had been passed at a meeting of the Executive Council or at a meeting of a committee of Executive Councilors. A resolution in writing dealing with all matters required by the *Societies Act* or these Bylaws to be dealt with at a meeting of the Executive Council or at a meeting of a committee of Executive Councilors, and signed by all of the Executive Councilors entitled to vote at that meeting, satisfies all of the requirements of the *Societies Act* or these Bylaws relating to meetings of the Executive Council or of a committee of Executive Councilors.

### 6.5 *Duties of the President*

#### 6.5.1 The President of the CSA shall:

- a) Fulfill duties as detailed in the Executive Councilor policy
- b) chair all meetings of the Executive Council. The President may appoint a replacement Chair in the case of his/her absence or with the consent of the Executive Council;
- c) enforce due observation of the Objects, Bylaws, Policies and Procedures of the CSA, and undertake all presidential duties described therein;
  - i) The President shall also be responsible for ensuring that the incoming General and Executive Council receives a minimum of four (4) hours of dedicated Policy and Governance training.

- ii) The President may delegate this responsibility to another current or past Executive Councilor who ended their role in good standing.
- d) be charged with the general management and supervision of all of the affairs and operations of the CSA;
- e) be an *ex-officio* member of all Executive Council and General Council committees and chair of both Councils
- f) have custody and use of the official seal of the CSA;
- g) be the CSA's default nominee to CUE's Board of Governors;
- h) sit as one of the CSA's representatives on one of CUE's Faculty Councils and the General Faculties Council (GFC);
- i) report to the General Council at every General Council meeting;
- j) assume responsibility for the oversight of the CSA's Governance Committee;
- k) act as the official spokesperson of the CSA;
- l) be responsible for developing and maintaining the CSA's relationships with government bodies and representatives relevant to CUE and CSA activities;
- m) represent the Executive Council in the CSA's participation in student advocacy organizations.
- n) assume responsibility of vacant position of Executive Councilor, subject to Bylaw 6.1.3 and Bylaw 6.9.2;
- o) undertake any other duties that the General Council deems appropriate that are within the scope, intent or positional outline within the Executive Councilor Policy.

6.5.2 The President of the CSA shall not vote at Executive Council' meetings, General Council meetings, or any other CSA meeting, unless there is a tie vote on a particular motion in such a meeting, in which case the President may enforce a tie-break vote.

## 6.6 *Duties of the Vice President of Finance*

6.6.1 The Vice President of Finance shall:

- a) Fulfill duties as detailed within the Executive Councilor Policy
- b) oversee the financial dealings and transactions of the CSA;



- c) oversee the Chair and act as Vice-Chair of the Finance Standing Committee, as per the provisions of Bylaw 8.5;
- d) oversee the development of the CSA's annual budget and make recommendations to the Executive Council, Finance Standing Committee, and the General Council on membership fees;
- e) present the CSA's annual budget to the Members during the AGM
- f) oversee the maintenance and development of all CSA services, including the CSA's Health and Dental Plan;
- g) oversee the various clubs and unions of the CSA in relation to their budgets and reports;
- h) Oversee the budget and reporting of The Bolt student newspaper in collaboration with the CSA VP Academic.
- i) be responsible for negotiating the terms and conditions of any current or future CSA Health and/or Dental plan;
- j) be eligible to sit as one of the CSA's representatives on the GFC;
- k) report to the General Council at every General Council meeting;
- l) consult regularly with the CSA's Accountant regarding the administration of CSA bank and expense accounts;
- m) undertake other duties and committees as assigned by the CSA President or the Executive Council;
- n) attend all meetings of the Executive Council; and
- o) undertake any other duties that the General Council deems appropriate that are within the scope, intent or positional outline within the Executive Councilor Policy.

## 6.7 *Duties of the Vice President Academic*

### 6.7.1 The Vice President Academic of the CSA shall:

- a) Fulfill duties as detailed within the Executive Councilor Policy
- b) report to the General Council at every General Council meeting;
- c) undertake other duties and committees as assigned by the CSA President or the Executive Council;
- d) maintain relationships with CUE admin, internal and external organizations as required to fulfill duties listed within the Executive Councilor Policy or assigned roles through the Executive council

- e) attend all meetings of the Executive Council; and
- f) undertake any other duties that the General Council deems appropriate that are within the scope, intent or positional outline within the Executive Councilor Policy.
- g) act as an academic representative to ensure that the interests of undergraduate students are upheld in all academic and non academic CUE matters and appeals
- h) be responsible for developing and maintaining the CSA's relationships with government and representative bodies related to CUE and CSA operations.
- i) report to the Executive Council and General Council on developments external to the university that affect Members of the CSA in relation to advocacy issues;
- j) sit as the CSA's representative on CUE's Academic Standards Committee (ASC), and the Scholarship and Awards Committee.
- k) oversee the CSA's representatives on CUE's faculty councils;
- l) Oversee the operations of and act as the Chief Executive Officer (CEO) of the CSA newspaper The Bolt.

## 6.8 *Duties of the Vice President of Student Life*

### 6.8.1 The Vice President of Student Life shall:

- a) Fulfill duties as detailed within the Executive Councilor Policy
- b) be responsible for the oversight and the conduct of social events operated by the CSA;
- c) be responsible for the CSA's relationship with CUE's Vice President of Student Life and Learning, and any related partners;
- d) be responsible for oversight of any committee responsible for student affairs and its affiliated committees as determined by the Executive Council Policy
- e) be responsible for developing and implementing services to meet the needs of international students in conjunction with CUE's office that is responsible for international students in partnership with CSA VP Academic
- f) be responsible for maintaining the CSA's relationship with student services entities on campus;

- g) be eligible to sit as one of the CSA's representatives on the GFC;
- h) report to the General Council at every General Council meeting;
- i) undertake other duties and committees as assigned by the President or the Executive Council;
- j) attend all meetings of the Executive Council; and
- k) undertake any other duties that the General Council deems appropriate that are within the scope, intent or positional outline within the Executive Councilor Policy.

## 6.9 *Removal and Resignation of Executive Councilors*

6.9.1 Any Executive Councilor may resign at any time by submitting a letter of resignation either in-person or by electronic means to the President. This resignation takes place effective the date specified in this letter.

6.9.1.1 A resigning Executive Councilor will provide a minimum 2 weeks notice prior to the resignation date unless approved by the Executive Council

6.9.2 An Executive Councilor must resign from office upon the termination of his/her registration at CUE.

6.9.3 If the President resigns, is removed by Judicial Review process under the CSA Bylaws, dies, or is temporarily unable to fulfill his/her duties, the order of succession shall be as follows: Vice President of Finance, Vice President Academic, and then Vice President of Student Life.

6.9.3.1 The President, if resigning in good standing may elect a temporary President from within the General Council to fulfill the presidential duties until such time as a new President can be duly elected.

6.9.3.2 A Temporary Presidential must be ratified with Executive and General Council Majority vote

6.9.3.3 An Interim president may cover leaves of absence and is nominated by the President and ratified through Executive Council majority vote.

6.9.4 The Interim President or Executive Councilor thus designated will assume the position of Acting President until such time as a by-election can be held to fill the position of President or the President is able to resume her/his duties.

6.9.5 The Acting President shall only have one vote in any committee, council, meeting or position regardless of positions held.

- 6.9.6 If all Executive Councilors are for some reason removed or incapacitated, then the Judicial Board shall be responsible for appointing an Acting President and initiating by-elections. Decisions made by the acting President shall be ratified once the new Executive Councilors are elected.
- 6.9.7 An Executive Councilor who behaves in a manner unbecoming of his/her position, including but not limited to missing two consecutive meetings or functions at which her/his attendance is required according to her/his position description, without communicating the intent to be or the reason for being absent, may be immediately removed from office by either:
- a) unanimous vote in favour of removal by all other Executive Councilors and ratification by 75% vote at the General Council; or
  - b) 75% vote for removal by the General Council.
- 6.9.8 In the event that a position of Executive Councilor becomes vacant, the Executive Council must:
- a) appoint an interim non-voting Executive Councilor to the Executive Council to fill that position of Executive Councilor, if possible, if the vacant position falls after February 1, subject to the provisions of Bylaw 14.3;
- 6.9.9 If the Executive Council decides it is not possible to reassign the vacant Executive Councilor's portfolio, the duties of that position of Executive Councilor may be shared by two or more Executive Councilors until the following annual election. If extra hours are required to fulfill the additional workload, the Executive Councilors taking on the additional responsibilities may be entitled to additional remuneration as outlined in the Executive Council's Self Governance Policy.
- 6.9.10 If a position of Executive Councilor becomes vacant prior to February 1<sup>st</sup> the duties of that position of Executive Councilor may be shared by two or more Executive Councilors until such time as a by- election can be held. If extra hours are required to fulfill the additional workload, the Executive Councilors taking on the additional responsibilities may be entitled to additional remuneration as outlined in the Executive Council's Self Governance Policy.

## 7. Conflict of Interest

- 7.1. when an individual or organization is involved in multiple interests, one of which could corrupt the motivation for an act in another, the conflict must be disclosed and avoided through recusal where possible. Disclosure and avoidance to minimize

potential conflicts may be utilized through the discretion of the governing body in question.

- 7.2. If an adult interdependent relationship (i.e.: spousal, or otherwise interdependent relationship) as defined by Alberta law, between any Executive Councilors arises during their term of office, then they must disclose their conflict of interest to the General Council, as specified in Bylaw 6.2.
- 7.3. An Executive Councilor may not enter into a contract beyond the employment contract at any point within their term of office.

## **8. Finances and Properties**

### **8.1. *Membership Fees***

- 8.1.1 The CSA shall have the power to levy fees, including a membership fee, to be paid annually by all Active Members to conduct the affairs of the CSA. In order to introduce a new fee or levy, the new fee and/or levy must be passed by a simple majority through a referendum or AGM. The amount and purpose must be clearly stated.
  - 8.1.1.1. In each fiscal year, the Executive Council shall ratify by simple majority, the amount of the membership fee, provided that the amount does not exceed the membership fee of the previous fiscal year by more than fifteen (15%) percent. The membership fee may only be increased by more than fifteen (15%) percent from the previous year by referendum.
  - 8.1.1.2. In each fiscal year, the General Council shall ratify by Majority Vote the amount of any current or future CSA Health and/or Dental fee, provided that such an amount does not exceed the CSA's Health and/or Dental fee of the previous fiscal year by more than twenty (20%) percent. The Health and/or Dental fee may only be increased by more than twenty (20%) percent from the previous year by referendum.
  - 8.1.1.3. All CSA fees paid to CUE's Registrar's Office shall be credited to an CSA account or accounts, administered by the CSA's Accountant, at a certified financial institution or institutions in Edmonton.

### **8.2. *Signing Authority***

- 8.2.1. The CSA shall have 2 classes of signing authority:

### 8.2.1.1. Reimbursement and Expense Report Signing Authority

8.2.1.1.1. Category description - Payment or agreement to enter into a contract exceeding a value of over \$1000.00, approving credit card statements and labour contracts and related contracts.

8.2.1.1.2. This signing authority shall require a minimum of two (2) CSA Executive Councilors. The only eligible signing signatories are:

8.2.1.1.2.1. the President,

8.2.1.1.2.2. the Vice President of Finance,

8.2.1.1.2.3. the Vice President Academic,

8.2.1.1.2.4. the Vice President of Student Life.

### 8.2.1.2. General Signing Authority

8.2.1.2.1. Category description: Financial signatory of under 1000.00 and not approvals exceeding 1000.00 or items listed above

8.2.1.2.2. This signing authority shall require a minimum of two (2) of the following individuals:

8.2.1.2.2.1. the President,

8.2.1.2.2.2. the Vice President of Finance,

8.2.1.2.2.3. the Vice President Academic,

8.2.1.2.2.4. the Vice President of Student Life.

8.2.1.2.2.5. the Executive Director

8.2.2 The CSA shall require a minimum of two (2) signatories for the defined categories: a) any contract pertaining to the CSA; b) any CSA chart of accounts to allow the CSA to approve invoices for payment; and c) any invoice or any document presented for payment by the CSA.

## 8.3. *Examination of Finances*

8.3.1 The financial records (and other books and records) of the CSA may be examined by any Active Member after due notice has been given to the Vice

President of Finance or a designated Executive Councilor who shall establish a suitable time and place. The examination shall take place on the CUE campus in the presence of an Executive Councilor.

#### 8.4. *Audit*

- 8.4.1. An audit of the CSA's fiscal activities is mandatory each fiscal year;
  - 8.4.1.1. *A qualified auditor must be hired for the purpose of the audit;*
  - 8.4.1.2. *The qualified auditor must be approved by the Executive Council;*
- 8.4.2. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the General Councilor's Meeting and AGM of the society.

#### 8.5. *Finance Standing Committee*

- 8.5.1. The Finance Standing Committee (FSC) shall consist of:
  - a) the President ex officio
  - b) the Vice President of Finance, who is Vice-Chair of the FSC. In the absence of the Vice President of Finance his/her voting rights shall pass to the CSA President. The CSA President may only vote in the absence of the Vice President of Finance.
  - c) at least one and no more than 5 other Active Members, one of which must be a General Council Representative, and granted membership by FSC consensus.
- 8.5.2. Quorum of the committee shall consist of 50%+1 members:
  - a) one of whom must be President or Vice President of Finance.
  - b) one of whom must be Chair or Vice-Chair of the FSC.
  - c) one of whom must be a General Councilor.
- 8.5.3. The FSC shall:
  - a) review the financial records and investments of the CSA on a regular basis;
  - b) make recommendations to the Executive Council regarding fee changes and the draft budget for the following financial year. Fees and the budget must be approved by the FSC prior to being presented to the General Council for final approval;

- c) ensure that an annual audit of the CSA is performed;
- d) be responsible for the selection and approval of an Auditor; and
- e) elect its Chair through the General Council at its April Meeting as per Bylaw 15.

8.5.4. The FSC Chair shall:

- a) maintain a record of current FSC membership;
- b) schedule all FSC meetings;
- c) record and file minutes for each FSC meeting;
- d) prepare an agenda for each FSC meeting, including any submissions from the General Council or interested Active Members;
- e) provide an oral and written report on the finances of the CSA to the General Council and the Executive Council in the Fall and Winter Academic terms. Normally these reports will occur at the AGM and the Final General Council meeting;
- f) be responsible for overseeing the budgeting process with CSA Staff and in consultation with FSC;
- g) serve as the liaison between the Executive Council and FSC, specifically regarding financial matters of the CSA;
- h) consult regularly with the CSA's Accountant regarding the administration of the CSA's bank and expense accounts.

8.5.5. The FSC Chair may resign at any time by submitting a letter of resignation either in-person or by electronic means to the President or the Vice President of Finance. This resignation takes place effective the date specified in this letter.

8.5.6. The FSC Chair may be removed from his/her position by a Majority Vote of the FSC.

8.5.7. Should the position of the FSC Chair become vacant,

- a) the President and Vice President of Finance may appoint an interim chair until a new chair who must be a member of the FSC and General Council can be elected at the next possible General Council meeting;



and

- b) the interim chair shall have the same duties and responsibilities as the FSC Chair

8.5.8. Deliberations and decisions of the FSC shall be considered advisory to the Executive Council, except in the cases of budget, fees, and auditors, in which case the FSC deliberations and decisions shall be considered recommendations to General Council.

8.5.9. FSC shall have oversight over the following financial activities of the CSA:

#### 8.6. *Borrowing of Funds*

8.6.1. For the purpose of carrying out its Objects, the CSA raise or secure the payment of money. This power shall only be exercised with the approval of the Executive Council, and in no case shall debentures be issued without the sanction of a Special Resolution of the Members in accordance with the *Societies Act*. Furthermore, all new and outstanding loans, borrowings or indebtedness are subject to the following conditions:

- a) The FSC shall be notified of any new loan, borrowing or indebtedness less than \$100.00 at its next meeting.
- b) Any new loan, borrowing or indebtedness in excess of \$500.00:
  - i) shall be approved by the FSC; and
  - ii) the General Council shall be notified at its next meeting.

8.6.2. If the total amount of outstanding loans, borrowings and indebtedness:

- a) exceeds \$1,000.00 but not \$2,500.00, all new loans, borrowings or indebtedness shall be approved by a Majority Vote of the General Council;
- b) exceeds \$2,500.00 but not \$5,000.00, all new loans, borrowings or indebtedness shall be approved by Two-Thirds Majority Vote at an AGM or SGM;
- c) exceeds \$5,000.00, all new loans, borrowings or indebtedness shall be approved by referendum.

8.6.3. No Member shall be, in the Member's individual capacity, liable for any debt, obligation or liability of the CSA.

#### 8.7. *Financial Year*

8.7.1. Unless otherwise recommended by the General Council, or pursuant to a change to the CUE fiscal year, the fiscal year of the CSA shall commence on May 1 and shall terminate on April 30.

8.8. *Properties of the CSA*

8.8.1. Any and all CSA property (whether tangible or intangible), including but not limited to any other leased or owned property, and fixtures, furnishing and technologies, or intellectual property, in any form, shall remain the sole property of the CSA. All use of and access to said property is restricted solely to Active Members who have put forth the appropriate request where required.

8.8.2. Honorary Members and guests of Active Members shall have use of and access to said property only by explicit permission of the Executive Council.

## 9. **The General Council**

9.1. *Authority*

9.1.1 Except where the Objects, Bylaws, policies or procedures of the CSA specify otherwise, the General Council shall have the authority to:

- review CSA policies and procedures passed by the Executive Council;
- approve the CSA's annual budget and fees;
- monitor the Executive Council through the General Council reporting practice.

9.1.2 The General Council has the authority to enforce appropriate behavior by all Members and representatives of the CSA. If it is deemed necessary by the General Council,

- a) Any representative of the CSA, as well as General Council Representatives, may be removed from her/his position by a 75% Vote of the General Council. Any representative removed by this process cannot hold a representative role of the CSA for a period of two (2) years from the date of removal; and
- b) Any Member may be reprimanded by removal of his/her membership privileges, either in whole or in part, temporarily or permanently, by a unanimous vote by the Executive Council. If the Executive Council votes unanimously to temporarily or permanently remove Membership privileges, the impacted Member may appeal to the Judicial Board in writing within five (5) business days of the decision. To uphold the decision of the

Executive Council, the Judicial Board must also vote 75% in favour of the decision of the Executive Council. The ruling of the Judicial Board is final.

## 9.2 *Composition*

9.2.1 The General Council shall consist of:

- a) CSA President;
- b) Vice President of Finance;
- c) Vice President Academic;
- d) Vice President of Student Life;
- e) Student representatives from each undergrad faculty
- f) Student representatives from After Degree programs.
- g) Representatives of Special Recognized Student Groups as outlined in 9.5.
- h) CSA Executive Director (ex officio non-voting)
- i) Athletics Ambassador (ex officio non-voting)

## 9.3 *Chair of the General Council*

9.3.1 The Chair of the General Council (“the General Council Chair”) shall:

- a) be an Active Member;
- b) The current CSA President
- c) be the liaison between the General Council and the Executive Council;
- d) chair all meetings of the General Council, the AGM and any SGMs;
- e) ensure the maintenance of the official General Council membership list;
- f) ensure that minutes are taken for each meeting by the General Council secretary;
- g) accept resignations if necessary and communicate all resignation notices to the General Council;
- h) be responsible for the interpretation of the Bylaws and meeting procedures for the purposes of General Council meetings, AGMs and SGMs. Any dispute with the interpretation of the Bylaws or meeting procedures by the General Council Chair shall be heard by the Judicial Board.
- i) serve as non-voting Chair with tie breaking vote for the Judicial Board

- 9.3.2 The term of office for the General Council Chair shall normally begin at 00:00 hrs on May 1 and shall end at 23:59 hrs on April 30 the following year.
- 9.3.3 In the event of the absence of the General Council Chair, the General Council shall elect a Chair by Majority Vote.
- 9.3.4 The General Council Chair shall have no vote in the General Council, however the Chair will hold the tie break vote.

#### 9.4 *Secretary of the General Council*

- 9.4.1 The Secretary of the General council (“the General Council Secretary”) shall:
  - a) be an Active Member or Executive Director
  - b) record and keep all minutes of the General Council and of any AGM or SGM;
  - c) retain his/her voting privileges if a General Councilor is elected; and
  - d) will be elected by the General Council at its May Meeting
- 9.4.2 The General Council Secretary may be removed from his/her position upon a unanimous recommendation by the Executive Council to the General Council. In order for the General Council Secretary to be removed a 75% Majority Vote by the General Council is required.
- 9.4.3 Should the General Council Secretary be removed from their position, he/she will have the ability to vote at General Council meetings if he/she is a member of General Council as per Bylaw 9.2 and shall retain his/her ability to vote at an AGM so long as he/she is an Active Member of the CSA.

#### 9.5 *Selection and Removal of General Council Representatives*

- 9.5.1 Every CUE undergrad faculty student shall have representation as listed below.
- 9.5.2 A CUE undergrad faculty program with:
  - a) 1-250 Active Members shall be represented by one (1) General Councilor;
  - b) 251-500 Active Members shall be represented by two (2) General

Councilors;

- c) 501-1500 or more Active Members shall be represented by three (3) General Councilors;
- d) 1501-2500 or more Active Members shall be represented by four (4) General Councilors;
- e) 2501 or more Active Members shall be represented by five (5) General Councilors;

9.5.3 Any student group that is recognized as a Special Student Group by the CSA Student Group Policy will be eligible to apply for one (1) seat on the General Council for approval through majority vote of General Council.

9.5.3.1 Only one (1) Special Student Group may be granted a seat on the General Council in each term.

9.5.3.2 Special Student Group Representatives may apply for a permanent seat on the General Council following a two (2) term probationary period as a Special Student Group representative seat.

9.5.3.2.1 The two (2) term probationary period is not broken if multiple individuals act as a Special Student Group Representative during that time.

9.5.4 The election of a General Councilor is determined according to CSA Electoral Policy.

9.5.5 Active Members who have been removed as General Councilors under Bylaw 9.1 or Bylaw 9.9.2 shall be ineligible to be a General Councilor or run for the position of an Executive Councilors for twelve (12) months.

9.5.6 Any General Councilor position that becomes vacant shall be filled by the appropriate CUE undergrad faculty and After Degree program.

9.5.7 The new representative shall be official once the General Council Chair and the CSA's office have been notified either in writing or by electronic means.

9.5.8 The term of office for the General Council Member shall normally begin at 00:00 hrs on May 1 and shall end at 23:59 hrs on April 30 the following year.

9.5.9 A CUE faculty election may not select an CSA Executive Councilor as its General Councilor.

9.5.10 If a General Councilor is elected to the Executive Council, her/his position as a General Councilor shall be considered vacant once he/she has assumed the position of Executive Councilor.

9.5.11 Each General Councilor of General Council and/or each individual serving on an CSA committee or council or filling a CSA position may receive monthly honorarium for his/her service to the CSA pursuant to CSA remuneration policy.

## 9.6 *Voting Rights*

9.6.1 Each voting General Councilor as defined in Bylaw 9.2, including the General Council Secretary (if also a General Councilor), shall have one (1) vote and shall be able to exercise this vote in all General Council meetings.

9.6.1.1 An elected non Executive Councilor General Council member who is also a Special Student Group Representative shall hold only one (1) vote, notwithstanding any voting restrictions from their original role.

9.6.2 The General Council Chair retains and may utilize the tie break vote.

## 9.7 *Duties of the General Councilor*

9.7.1 The duties of a General Councilor are:

- a) to attend General Council meetings and represent the interests of Active Members in his/her department; and
- b) to disseminate information to Active Members in her/his department.
- c) Duties outlined in the General Councilor Policy

## 9.8 *Alternate Representatives*

9.8.1 A General Councilor shall have the power to appoint an official Alternate from her/his department or faculty to attend the General Council and exercise a proxy vote in his/her place under majority approval from the General Council.

9.8.2 An Alternate must be an Active Member.

9.8.3 The General Council Chair shall be informed, in writing, by the General Councilor as to the identity of the Alternate General Councilor at least two (2) business days prior to a General Council Meeting where the Alternate General Councilor will be present.

## 9.9 *Removal or Resignation of General Councilors*

- 9.9.1 Any General Councilor may resign at any time by submitting a letter of resignation either in-person or by electronic means to the President or the General Council Chair. This resignation takes place effective the date specified in this letter.
- 9.9.2 Any General Councilor who is absent without an Alternate for more than two (2) meetings in an academic year may be removed as a General Councilor by Two-Thirds Majority Vote of the General Council.
- 9.9.3 The General Council may, by an absolute majority vote, approve a temporary representative to replace a General Councilor who has been removed or resigned. The person thus designated will assume the position of the vacant General Councilor until such time as a by-election can be held to fill the position of General Councilor.
- 9.9.4 An Executive Councilor who behaves in a manner unbecoming of his/her position, including but not limited to missing two consecutive meetings or functions at which her/his attendance is required according to her/his position description, without communicating the intent to be or the reason for being absent, may be immediately removed from office by either:
  - a) unanimous vote in favour of removal by all other Executive Councilors and ratification by 75% vote at the General Council; or
  - b) 75% vote for removal by the General Council.

## 10. General Council Meetings

### 10.1. *General Council Meetings*

- 10.1.1 All meetings of the General Council shall be run in a similar practice to Robert's Rules of Order as interpreted by the General Council Chair, unless overruled by the CSA's Policies, Bylaws, policies or procedures or by resolution of the General Council.

### 10.2 *Participation in General Council Meetings*

10.2.1 The General Council may resolve to conduct any meeting or part of a meeting *in camera* and can be called into *in camera* by the chair or a vote requested by any General Council member. Non-members of the General Council, except for individuals invited to observe as part of the resolution, must leave the room during any *in camera* meeting with all belongings.

10.2.2 Recording of *in camera* sessions is strictly prohibited.

### 10.3 *Quorum*

10.3.1. Quorum for General Council meetings shall be satisfied by the attendance of 50% plus 1 members of the General Council

### 10.3 *Notice of Meetings*

10.4.1 The General Council Chair shall submit notice at least 3 business days prior to a General Council Meeting. Notice shall include the proposed meeting's agenda, necessary reports, and any proposed resolutions.

### 10.4 *Errors of Omission in Notice*

10.5.1 No error or omission in giving notice of any meeting or adjourned meeting of the General Council shall invalidate such meeting or make void any proceedings taken thereat and any member of the General Council may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member of the General Council for any meeting or otherwise, the address of the member of the General Council shall be his/her last email address recorded on the books of the CSA.

### 10.5 *Frequency and Duration of Meetings*

10.6.1 The General Council shall hold at least seven (7) regular meetings per year, subject to the following restrictions:

- a) only one (1) regular meeting may be held in each calendar month; and
- b) regular meetings must be scheduled in May, October, November, January, February, March, and April.

10.6.2 The General Council may call additional meetings of the General Council by a Majority Vote of General Council.

### 10.7 *Rescinding Motions*



10.7.1 A motion passed at a General Council meeting may be rescinded by a Two-Thirds Majority Vote of the General Council or by Referendum.

## 10.8 *Transitional Governance Oversight*

10.8.1 The CSA President elected prior to the current General and Executive Council, pursuant to their governance oversight role, may choose to attend General Council meetings as a participant without voting rights to ensure continuity of governance standards regarding *Bylaw* and policy compliance.

10.8.1.1 The CSA President elected prior to the current General and Executive Council electing to continue this role must be notified by the current General Council chair of General Council meetings, pursuant to the *Bylaws*.

10.8.1.2 The CSA President elected prior to the current General and Executive Council electing to continue this role must notify the General Council of their attendance three (3) business day prior to the General Council meeting.

10.8.1.3. The CSA President elected prior to the current General and Executive Council electing to continue this role may delegate this responsibility to another current or past Executive Councilor who ended their role in good standing.

## 11. **Annual General Meeting (AGM)**

### 11.1. *Annual General Meetings*

11.1.1 The AGM shall be held each year during the Fall term, but no later than October 15.

### 11.2. *Announcement of Annual General Meetings*

11.2.1. The CSA President shall ensure that the AGM is announced by public electronic means at least twenty-one (21) days and at most forty (40) days prior to the date of the AGM. This announcement shall include:

- a) a proposed agenda;
- b) a summary of material changes to the Objects, and/or Bylaws;

- c) a description of where the complete text of such proposed amendments may be viewed by the membership; and/or
- d) a copy of audited financial statements and the CSA's annual budget.

11.3. *Errors of Omission in Notice*

- 11.3.1 No error or omission in giving notice of any AGM or any adjourned AGM shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice to any such meeting and may ratify, approve and confirm any or all proceedings take or had thereat. For the purpose of sending notice to any Member, Executive Councilor or officer for any meeting or otherwise, the email address of any Member, Executive Councilor or officer shall be his/her last email address recorded on the books of the CSA.

11.4. *Quorum*

- 11.4.1 The quorum for the AGM shall be satisfied by the attendance of at least thirty (30) Active Members.
- 11.4.2 All Active Members present in person shall count towards the quorum and be eligible to vote.
- 11.4.3 Proxy votes are not permitted at an AGM.
- 11.4.4 If a quorum is present at the opening of the meeting of Members, the Members present may proceed with the business of the meeting of Members, notwithstanding that a quorum is not present throughout the meeting of Members. If a quorum is not present at the opening of any meeting of Members, discussion may continue, but all votes must take place at a SGM or AGM where quorum is met. If quorum is not met at the AGM or SGM, then a SGM must be announced within thirty (30) days of the meeting where quorum is not met.

11.5 *Business of Annual General Meetings*

- 11.5.1 The business of each AGM shall include:

- a) the reading, considering, and approval of the minutes of the previous AGM;

- b) the consideration of proposed amendments, if any, to the Objects or Bylaws
- c) the review of the CSA's audited financial statements;
- d) review of the CSA's budget; and/or
- e) any business not requiring notice that the AGM wishes to consider.

#### 11.6 *General Council Chair*

11.6.1 The General Council Chair shall chair the AGM and any SGMs. If the General Council Chair is absent, those present shall elect a General Council Chair by Majority Vote.

## **12. Special General Meeting (SGM)**

12.1. SGMs may be called either by a decision of the Executive Council, or upon receipt by the Vice President Student Life of a petition signed by at least fifteen (15) percent of Active Members requesting such a meeting.

12.1.1. In the case of a petition, the Executive Council shall give notification of a SGM within thirty (30) days of receipt of the petition.

12.1.2 The quorum required for a SGM shall be fifty (50) Active Members.

12.1.3 In the case of dissolution of the CSA as outlined in Bylaw 19 below, the Executive Council will give notice, by electronic means, of a SGM within thirty (30) days of the General Council vote.

12.2. The method and timeframe for notification for SGM shall be the same as outlined for AGM above, except that the announcement of SGM shall include:

- a) A proposed agenda;

- b) A summary of any proposed amendments to the Objects and/or Bylaws;
  - c) A description of where the complete text of such proposed amendments may be viewed by the membership; and
  - d) A copy of audited financial statements;
- 12.3. A copy of audited financial statements and the CSA's annual budget shall not be required if the sole purpose of the SGM is to amend the CSA's Objects, and/or Bylaws.
  - 12.4. A copy of audited financial statements and the CSA's annual budget shall be required in the event that the SGM is called to dissolve the CSA according to Bylaw 19.
  - 12.5. All Active Members present in person shall count towards the quorum of 50 and be eligible to vote.
  - 12.6. Proxy votes are not permitted at an SGM.
  - 12.7. In the event that quorum is not achieved, discussion may continue, but all votes must take place at a SGM where quorum is met.

### **13. Amending the Objects and Bylaws**

- 13.1. Amendments to the Objects or Bylaws must be done by Special Resolution at the AGM or a SGM.
- 13.2. The proposed amendments, together with a copy of the text of the resolution approving the proposed amendments, shall be made available to all Members with the notice of AGM or SGM.
- 13.3. Amendments to the Objects or Bylaws do not take effect until registered by Alberta Corporate Registry. The President will submit the amended Objects or Bylaws to Corporate Registry for registration within fourteen (14) days of any amendment to the Objects or Bylaws.
- 13.4. Notice of amendments to the Objects or Bylaws must be made in accordance with the provisions of the *Societies Act* and at the expense of the CSA. Copies of all notice of amendments to the Objects or Bylaws must also be forwarded to CUE's Vice President Student Life and Learning.

- 13.5. Amendments of the Objects and Bylaws must meet all requirements of the *Societies Act*.

## 14. Election of the Executive Council

### 14.1. *Dates of Elections*

- 14.1.1 A general election of the Executive Council shall take place in the Winter semester of each year. The voting days for the General Election shall be the second Tuesday in March and the subsequent three days.
- 14.1.2 Only Active Members are allowed to vote in any election of the CSA.
- 14.1.3 Each active Member shall have one (1) vote per elected position. Proxies are not allowed.
- 14.1.4 The ERO shall announce the holding of a general election at least twenty-one (21) days and at most forty (40) days prior to the second Monday in March.
- 14.1.5 The announcement shall include the procedures as outlined in the Election Policy for nomination, and a list of available positions;
- 14.1.6 The ERO shall organize and chair a public forum during the campaign period.
- 14.1.7 All candidates must attend the public forum or request accommodation with the ERO.
- 14.1.8 Candidates who fail to attend the public forum or request accommodation may be disqualified from the election by the ERO.
- 14.1.9 Should an issue arise in relation to the election, an appeal may be made within two (2) business days of the end of the voting period to the Executive Council. Once received, the Executive Council will convene the Judicial Board within two (2) business days. The Judicial Board will release its findings and recommended course(s) of action within two (2) business days after convening. The ruling of the Judicial Board shall be final.

### 14.2 *Nominations for the Executive Council*

- 14.2.1 Nominations for all positions of Executive Councilor shall be made in writing and shall be signed by the nominator, who must be an Active Member, and by five other Active Members, and shall bear the signature of the nominee to signify acceptance of the nomination.
- 14.2.2 Nominations shall remain open until 4:30 PM on the ninth (9<sup>th</sup>) business

day following the initial election announcement, at which time a campaign period lasting a minimum of five (5) business days shall commence.

- 14.2.3 No Active Member may nominate more than one person for each position of Executive Councilor.

### *14.3 Eligibility*

- 14.3.1 An Active Member shall be ineligible as a candidate if he/she has served four (4) terms, as a member on the Executive Council.
- 14.3.2 An Active Member shall not be eligible as a candidate for any one Executive Position if he/she has served two (2) terms in that position.
- 14.3.3 Any portion of a term served as an Executive Councilor, including one beginning with a by- election, that ends with resignation or removal shall be considered a full term.
- 14.3.4 An Active Member shall be ineligible as a candidate if he/she is unable to commit to performing his/her duties as Executive Councilor on the CUE campus eleven (11) months of the twelve (12) months of the term of office, or appropriately prorated in the case of by-election or appointment of less than twelve (12) months.
- 14.3.5 If an Executive Councilor resigns in poor standing or is removed during her/his regular term of office, he/she will be considered ineligible for any position as Executive Councilor for a period of two (2) years following the removal or resignation.
  - 14.3.5.1 In special circumstances where the Executive Councilor has resigned in good standing he/she may be exempt from this provision by unanimous vote of the Executive Council.
- 14.3.6 A candidate shall not run in a slate, defined here as a group of candidates who run for elected office on a similar platform for mutual advantage, real or apparent as determined by the ERO, and shall be elected individually as outlined in the Election Policy
- 14.3.7 A candidate shall be considered ineligible for a position of Executive Councilor if the prospective candidate is immediately related to, in a spousal, or otherwise interdependent relationship with a candidate for the aforesaid positions during the same term of office as outlined in the CSA's Conflict of Interest Policy. If a conflict of interest as outlined in Bylaw 7 above arises during their term of office, an Executive Councilor must announce their conflict of interest to the Executive Council.
  - 14.3.7.1 Any potential disqualifications of Executive Councillors based

upon past Bylaw versions prior to October 2019 are rescinded.

#### *14.4 Vacant Executive Councillorships*

14.4.1 The election of an Executive Councilor to fill a vacant positions of Executive Councilor shall proceed as indicated in the CSA's Electoral Policy.

#### *14.5 Election Campaigning*

14.5.1 Only Active Members may campaign in or participate in activities related to a CSA election.

14.5.2 The ERO shall allow for a minimum of five (5) and a maximum of fifteen (15) full business days of campaigning, immediately preceding the first day of voting.

14.5.3 Following the campaign period, the ERO shall allow at least two (2) uninterrupted business days for voting.

14.5.4 Voting shall take place via secure electronic process (such as Votenet) or by use of a physical ballot system as outlined in the Election Policy.

#### *14.6 Election Results*

14.6.1 The counting of votes shall be witnessed by a neutral third party appointed by the ERO.

14.6.2 Each Candidate may appoint a scrutineer to witness the counting.

14.6.3 The ERO shall make public the results of the Election within twenty-four (24) hours and shall submit written reports within ten (10) business days, including the vote tallies, the number of spoiled ballots, and any irregularities that may have taken place, to the General Council Chair for disclosure at the next General Council meeting.

## **15. Elections conducted by the General Council**

### *15.1. Electoral Returning Officer*

15.4.1 The General Council shall elect an ERO each year for a twelve (12)-month term.

- 15.4.2 For the duration of his/her term, the ERO shall be an Active Member, shall remain impartial and shall be accountable to the Judicial Board and the General Council for proper conduct of electoral processes.
- 15.4.3 Appeals of ERO decisions shall be filed with the Judicial Board, in accordance with Bylaw 14.1.
- 15.4.4 In a written contract approved by the Executive Council, the ERO shall agree to abide by the Bylaws and administer the General Election and any Referenda according to Election Policy.

#### 15.5 *Other Matters*

- 15.5.1 Should an issue arise in relation to the General Council election process, an appeal may be made within two (2) business days of the end of the General Council voting period to the Executive Council. Once received, the Executive Council will convene the Judicial Board within two (2) business days. The Judicial Board will release their findings and recommended course(s) of action within two (2) business days after convening. The ruling of the Judicial Board shall be final.

#### 15.6 *Judicial Board*

- 15.6.1 The Judicial Board shall consist of at least three (3) and up to five (5) voting General Councilors

## 16. **Duties of the CSA to CUE**

### 16.1. *Duty to Inform CUE*

- 16.1.1. The CSA acknowledges that it has a duty to inform CUE's Vice President Student Life and Learning or her/his delegate, in writing with sufficient detail and with reasonable notice of not less than 14 days, of the following:
  - a) All CSA events, including events occurring on and off CUE campus;
  - b) Proposed changes to the Objects and/or Bylaws and/or Policies and Procedures of the CSA;
  - c) The dates of all CSA elections;
  - d) The identities of elected candidates of all CSA elections;
  - e) Any change in the office of the CSA President, Vice President of



Finance, Vice President Academic, Vice President Student Affairs of the CSA;

- f) Any change in the Executive Council of the CSA well as any change of any representative of any undergraduate program on the Executive Council of the CSA;
- g) The identities of and any changes to the General Council Chair, the ERO, the General Council Secretary, the Judicial Board, the FSC Chair as well as all representatives of the General Council.

16.2. *Duty to Consult with CUE*

16.2.1. The CSA acknowledges that it has a duty to consult with CUE's Vice President Student Life and Learning or her/his delegate, in writing with sufficient detail and with reasonable notice of not less than 14 days, of the following:

- a) All CSA events, including events occurring on CUE campus or away from CUE campus, regardless if the events have liability implications for CUE or not;
- b) All security-related issues involving the CSA, its Members, Executive Councilors, activities or events;
- c) Any CSA activity where alcohol will be, is, or was present; the written permission of CUE's President is also required for any CSA activity where alcohol is present or as outlined in the CUE Alcohol Policy;
- d) All meetings of the Executive Council, the FSC, and the General Council;
- e) All AGMs and SGMs of the CSA;
- f) All elections, including general elections and bi-elections;
- g) Any CSA decision that involves a financial commitment that exceeds \$5,000
- h) All insurance related matters related to the CSA as well as its activities or events.

16.3. *Duty to Provide CUE*

16.3.1. The CSA acknowledges that it has a duty to provide CUE's Vice President Student Life and Learning or her/his delegate with the following:

- a) Copies of the annual budget, financial records, loans, banking records, debentures and property lists (tangible and intangible) of the CSA on or before 1 December of each year;
- b) Copies of all CSA insurance policies upon request by CUE;
- c) Copies of all security protocols of the CSA;
- d) Copies of all liquor licenses of the CSA;
- e) All current objects, Bylaws, policies and procedures of the CSA, as well as all proposed amendments to the objects, Bylaws, policies and procedures of the CSA.

16.4. *Duty to Abide by the Decisions of CUE*

16.4.1. The CSA acknowledges that it has a duty to abide by the decisions of CUE's Vice President Student Life and Learning or her/his delegate on the following issues:

- a) CSA events and activities on CUE campus;
- b) CSA events and activities away from CUE campus;
- c) The individual appointed by CUE to attend any meetings of the CSA.

## **17. Judicial Board**

17.1. *Authority*

17.1.1 The Judicial Board is granted authority by the General Council.

17.1.2 The rulings and recommendations of the Judicial Board are final.

17.2. *Obligations*

17.2.1 The Judicial Board shall arbitrate all disputes regarding adherence to the

Objects and Bylaws of the CSA, as well as CSA policies and/or procedures, including any disputes arising from an election, and as recommended by the Executive Council.

### 17.3 *Composition*

17.3.1 The Judicial Board shall consist of:

- a) At least three (3) and up to five (5) voting General Councilors. These representatives are selected by ballot box containing the names of eligible General Councilors as outlined in Bylaw 9.3 by the General Council Chair at the October General Council Meeting each year; and
- b) the General Council Chair as a non-voting chair. If the General Council Chair is unavailable or subject to a Conflict of Interest, then the chair shall be the Chair of the FSC.

17.3.2 General Councilors have the right to refuse a position on the Judicial Board.

17.3.3 If a member of the Judicial Board ceases to be a General Councilor, or is unable to execute the duties of a Judicial Board member, her/his position on the Judicial Board shall be deemed vacant.

17.3.4 The General Council Chair shall fill any Judicial Board vacancies selected by ballot box containing the names of eligible General Council members by the General Council Chair at the next General Council meeting.

17.3.5 If a vacancy arises during a month without a General Council meeting, then the General Council Chair shall fill any Judicial Board vacancies by ballot box containing the names of eligible General Council Members and notify him/her via electronic communication. The selected representative shall become a member of the Judicial Board upon acknowledgement of appointment.

### 17.4 *Initiating a Dispute resolution process*

17.4.1 Any Active Member may raise a dispute regarding the failure to adhere to the Objects or Bylaws of the CSA, or to CSA policies and procedures by communicating to the Executive Council, in writing, the nature of the dispute, clearly stating which provision(s) of the Objects, Bylaws, or CSA

policy or procedure (s) that are under dispute. Where applicable, the Executive Council shall forward a copy of this communication to all individuals and bodies within the CSA that are involved in the dispute, and shall request written responses to the communication.

17.4.2 Should the dispute involve the Executive Council, or a member of the Executive Council, the person raising the dispute may submit their dispute to the General Council Chair. If the Chair is involved the remaining Executive Council members may receive disputes.

### 17.5 *Initial Dispute Mediation*

17.5.1 The Executive Council shall attempt to mediate and resolve any dispute raised under Bylaw 17.4.

17.5.2 The Executive Council may seek the assistance of an experienced third party neutral mediator, within fourteen (14) days of the initial dispute.

17.5.3 Between fourteen (14) days and six (6) weeks after a dispute has been raised, any party involved in the dispute may request that the Executive Council refer any unresolved matters to the Judicial Board. Such requests must be made in writing.

17.5.4 The Executive Council shall act on any valid requests received under Bylaw 17.5 by forwarding all written communications sent or received regarding the dispute, and any other relevant documentation and records, to the Judicial Board for review.

17.5.5 The Executive Council may refer a dispute to the Judicial Board before the fourteen (14) day limit specified in Bylaw 17.5.1 if they deem such an action to be in the best interests of the CSA.

### 17.6 *Roles of the Judicial Board*

17.6.1 The Judicial Board shall consider all submissions that it receives regarding a dispute. The Judicial Board may solicit additional information where appropriate.

17.6.2 Quorum for a meeting of the Judicial Board shall be three (3) General Council members, and the Chair of Judicial Board.

17.6.3 The Judicial Board may meet more than once to consider a case before making its ruling and recommendation(s).

17.6.4 All Judicial Board members present at any meeting must have been present at all previous meetings of the case under consideration.

17.6.5 The Judicial Board shall make a ruling on each element of the dispute by Two-Thirds Majority Vote only as to whether the direct interpretation or spirit of the Objects, Bylaws, or CSA Policies or practices has been violated.

17.6.6 All voting members of the Judicial Board in attendance must vote on each ruling .

17.6.7 The Judicial Board may also make recommendations on potential consequences, up to and including impeachment, if a violation is determined to have occurred.

17.6.8 All meetings of the Judicial Board shall be held in camera.

### 17.7 *Judicial Board Rulings and Recommendations*

17.7.1 Rulings and recommendations of the Judicial Board shall be communicated to the Executive Council and the General Council within three (3) days of being made unless otherwise stated herein. All Judicial Board rulings will be final.

17.7.2 The General Council has the authority to act on such ruling and recommendations in accordance with the Objects, Bylaws, and CSA policies and procedures.

17.7.3 The General Council has the authority and responsibility to enforce the rulings of the Judicial Board and act upon their recommendations.

## 18.0 Referendums

### 18.1 *Referendum Initiation*

18.1.1 A Referendum must be initiated by the ERO upon:

- a) resolution by the General Council, a SGM or an AGM; or
- b) submission by an Active Member to the General Council Chair of a petition bearing the signatures of at least fifteen (15) percent of all Active Members.

18.1.2 The ERO shall have all privileges, responsibilities and liabilities in the Referendum as described in the CSA's Election Policy and under the CSA Bylaws for the General Election.

## 18.2 *Referendum Announcement*

- 18.2.1 After the Referendum is initiated, the ERO shall announce the Referendum Date and finalize the Referendum Questions(s) at the next General Council meeting.
- 18.2.2 Between the initiation of a Referendum and the associated Referendum Date, there shall be no fewer than twenty one (21) days and no more than Sixty (60) days.
- 18.2.3 If the referendum falls in the summer, then it shall be deferred until the Fall term no sooner than twenty-one (21) days from the beginning of Fall term classes .
- 18.2.4 Within the academic year, the Referendum Date must be within the start and end dates of either the Fall or Winter terms, as specified by the CUE Calendar.
- 18.2.5 All Referendum Questions must be in the form of a yes or no question, where “Yes” shall indicate the desire to change the status quo and “No” shall indicate the desire to retain the status quo.
- 18.2.6 The ERO shall announce the holding of a Referendum at least twenty-one (21) days prior to the Referendum Date.

## 18.3 *Referendum Campaigning*

- 18.3.1 Only Active Members may campaign in or participate in activities related to an CSA referendum.
- 18.3.2 Individuals representing each side of each Referendum Question (“Yes” and “No”) shall be encouraged to organize a Supporting Committee. The functioning of these committees shall follow the CSA’s Referendum Policies and Procedure document.
- 18.3.3 The ERO shall allow for a minimum of five (5) and a maximum of fifteen (15) full business days of campaigning, immediately preceding the first day of voting.
- 18.3.4 Following the campaign period, the ERO shall allow at least two (2) uninterrupted business days for voting.

18.3.5 Voting by Active Members shall take place via secure electronic process or by use of a physical ballot system as outlined in the Referendum Policy.

#### 18.4 *Referendum Results*

18.4.1 After the end of the voting period, the votes shall be counted by the ERO.

18.4.2 The counting of votes shall be witnessed by a neutral third party appointed by the ERO.

18.4.3 Each Supporting Committee may appoint a scrutineer to witness the counting.

18.4.4 At least fifteen (15) percent of all Active Members must have voted for the Referendum to be considered valid.

18.4.5 A simple majority of “Yes” votes is required for a change in the status quo.

18.4.6 The ERO shall make public the results of the Referendum within twenty-four (24) hours and shall submit written reports within ten (10) business days, including the vote tallies, the number of spoiled ballots, and any irregularities that may have taken place, to the General Council Chair for disclosure at the next General Council meeting.

18.4.7 The results of a valid Referendum must be enacted as follows:

- a) any actions required by the result of a valid Referendum shall be initiated by the Executive Council or the General Council, as required, within thirty (30) days or as reasonably possible after the submission of the ERO's report to the General Council Chair; and
- b) should disputes arise over the enactment of a Referendum result, the matter shall be referred to the Judicial Board.

18.4.8 Should an issue arise in relation to the referendum, an appeal may be made within two (2) business days of the end of the referendum voting period to the Executive Council. Once received, the Executive Council will convene the Judicial Board within two (2) business days. The Judicial Board will release their findings and recommended course(s) of action within two (2) business days after convening. The Judicial Board's ruling shall be final.

## 19.0 **Dissolution of the CSA**

19.1 Dissolution of the CSA shall be proposed by the Executive Council to the General Council and only under two conditions:

- a) where the CSA is no longer financially viable and it has been determined by the Executive Council that financial viability will not be restored by ordinary means within a reasonable length of time; and
  - b) where the Objects of the CSA are deemed no longer viable and it has been determined by the Executive Council that there are no alternative Objects that are appropriate.
- 19.2 At such time as the General Council has deemed continuance impossible by seventy-five (75%) percent majority vote under the conditions stated in Bylaw 19.1, the General Council shall call a SGM to consider a resolution to dissolve. The resolution to dissolve shall state:
- a) the reason for dissolution; and
  - b) the plan for the distribution of remaining assets, if any.
  - c) the plan for continuity of services and their funding
- 19.3 A Special Resolution at a SGM shall be required to decide the question.
- 19.4 All funds held by the CSA on dissolution shall be transferred to another not-for-profit organization with like-minded objects, goals and ideals to the CSA as decided by Special Resolution at the SGM at which the dissolution of the CSA is approved.
- 19.5 The dissolution of the CSA must meet any and all stipulations of Alberta's *Societies Act*.

## 20.0 Liabilities

### 20.1 Protection of Executive Councilors

- 20.1.1 No Executive Councilor or a person of similar capacity or former Executive Councilor or a person of similar capacity shall be liable for:
- a) the acts, receipts, neglects or defaults of any other Executive Councilor, or a person of similar capacity or employee or a person of similar capacity or employee;
  - b) joining in any receipt or act for conformity or for any loss, damage or expense happening to the CSA through the insufficiency or deficiency of title to any property acquired by the CSA or for or on behalf of the CSA;
  - c) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the CSA is placed out or invested;



- d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects is lodged or deposited;
- e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the CSA; or
- f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office of trust or in relation thereto, and
- g) unless the same happens by or through the Executive Councilor or a person of similar capacity or former Executive Councilor or a person of similar capacity's failure to exercise the powers and to discharge the duties of his office honestly and in good faith with a view to the best interests of the CSA, and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, provided that nothing contained herein shall relieve an Executive Councilor or a person of similar capacity from the duty to act in accordance with the *Societies Act* or relieve such Executive Councilor or a person of similar capacity from liability under the *Societies Act*. If any Executive Councilor or a person of similar capacity shall be employed by or shall perform services for the CSA otherwise than as an Executive Councilor or a person of similar capacity or shall be a member of a firm or a shareholder, Executive Councilor or officer of a body corporate which is employed by or performs services for the CSA, the fact that the Executive Councilor or a person of similar capacity is an Executive Councilor or a person of similar capacity or also a member of the firm or a shareholder, Executive Councilor or officer of the body corporate does not disentitle such Executive Councilor or a person of similar capacity or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

## 20.2 Insurance

20.2.1 The CSA will purchase and maintain Errors and omissions insurance for the benefit of the Executive Council to limit liability incurred by the person:

- a) In the person's capacity as an Executive Councilor, or a person of similar capacity, except where the liability relates to the person's

failure to act honestly and in good faith with a view to the best interests of the CSA; or

- b) In the person's capacity as an Executive Councilor, or a person of similar capacity of another entity where the person acts or acted in that capacity at the CSA's request, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the entity.