

# BYLAW AMENDMENT PROPOSAL

**DATE:** OCTOBER 2013

**MOVED:** Khan

**SECONDED:** Dave

Be it resolved the following Student Association bylaws be approved as presented.

CURRENT	CHANGE
<p>Preliminary Statement</p> <p>The Corporation shall be referred to as the "Student Association".  The objects of the Student Association are stated in the Letters Patent: It is proposed to amend the Letters Patent so that the objects shall be:</p> <ul style="list-style-type: none"> <li>(a) To organize students on a democratic, co-operative basis for advancing students' interests and advancing the interests of the students' community;</li> <li>(b) To provide a common framework within which students can communicate, exchange information and share experience, skills and ideas;</li> <li>(c) To bring students together to discuss and co-operatively achieve necessary educational, administrative and legislative change wherever decision-making affects students;</li> <li>(d) To facilitate co-operation among students in organizing services which supplement the learning experience, provide for human needs and develop a sense of community among students and with other members of society;</li> <li>(e) To articulate the desires of students to fulfill the duties and be accorded the rights of citizens in Ontario, in Canada, and in the international community;</li> <li>(f) To achieve the goal of a system of post-secondary education which is</li> </ul>	<p>Change to Statement of Principles</p>

<p>accessible to all, which is of high quality, and which is nationally planned; which recognizes the legitimacy of student representation and the validity of students' rights; and whose role in society is clearly recognized and appreciated;</p> <p>(g) To work toward building an environment free of systemic societal oppression and decolonization; and to do all other things that are incidental or conducive to these purposes.</p>	
<p>Article 1. (h) "Elected officer" shall mean a member of the Student Association Leadership Team performing operating duties, elected by the members;</p>	<p>Replace with: "Executive officer" shall mean a member of the Executive Committee of the Student Association, as set out in bylaw 7</p>
<p>1.1 (k) institutional constituency</p>	<p>"Institutional Constituency" shall mean any one of the constituencies recognized by the Student Association as set out in bylaw 6.5"</p>
<p>Article 1. (p) "Operational Policy" shall mean any policy that supports the day to day operations of the Student Association, reviewed and approved by the Student Association Leadership Team by a two-thirds (2/3) majority vote of the Elected Officers"</p>	<p>Remove "...Student Association Leadership Team by a two-thirds (2/3) majority vote of the Elected Officers" and replace with "Board of Directors by a two-thirds (2/3) majority vote"</p>
<p>4.4 Full membership rights: Full Members of the Student Association may, in accordance with this By-Law:</p> <p>(a) Vote in elections of Directors and Elected Officers, Referenda, Annual General Meeting of Members, and Special Meetings of Members of a Constituency or Institution of which the person is a Member;</p> <p>(b) Sign petitions of the Student Association;</p> <p>(c) Nominate candidates for election to the Board of Directors and Elected Officers;</p> <p>(d) Stand for election as a Director or Elected Officer; and</p> <p>(e) Generally receive the other benefits of Full Membership as determined by the Board.</p>	<p>Replace with: 4 (a) To act as the sole authority of the Association to make decisions through referenda or General Meetings on all questions of membership in the Association, subject to the other provisions of the Association's Letters Patent and By-Laws;</p> <p>(b) Nominate candidates for elections to the Board of Directors and Executive Committee and Vote in elections of Directors and Executives;</p> <p>(c) Stand for election as a Director or Executive;</p> <p>(d) No person shall be excluded from the SA for reasons related to age, gender, race, nationality, ancestry, citizenship, marital status, illness, sexual orientation, place of residence, beliefs, religious affiliations or (dis)ability.</p> <p>(d) To have their interests represented collectively in the Association through their constituency representatives, but will not themselves have voting rights at Board Meetings, or Executive Meetings;</p> <p>(e) To access the Association's Health and Dental Plan within the provisions of the plan; and</p>

<p>5.1 (b) Annual General Meeting of Members The Annual General Meeting of the Members of the Student Association shall be held in the Fall Semester of each year at a time and place determined by the Board. The purpose of the meeting shall be to:</p> <ul style="list-style-type: none"> <li>(a) Receive the financial statements and the auditor's report;</li> <li>(b) Appoint auditors for the ensuring year;</li> <li>(c) Establish the Membership fee for the following Membership Year;</li> <li>(d) Transact such other business as may be properly brought before the meeting in accordance with the By-Laws or the Act;</li> <li>(e) To approve/make any amendments to the By-Laws; and</li> <li>(f) Receive a presentation on the Student Association budget for the current fiscal year.</li> </ul>	<p>Change "ensuring year" to "following fiscal year".</p> <p>Strike (f)</p> <p>Add: (f) "Receive a report from the executive committee"</p>
<p>5.2 Special Meeting of members A Special Meeting of Members may either be called for a General Meeting of Members or an Institutional Meeting comprised of Members from either Durham College or UOIT. A special Meeting of Members may be called:</p> <ul style="list-style-type: none"> <li>(a) By the Board of Directors; or</li> <li>(b) When 2.5% of the Members of the constituency request that a meeting be held. The request with the Resolution and Member names and student numbers must be given either to the Student Association Board Chair or Vice-Chair for a campus-wide meeting, or a Durham College Director or UOIT Director for an Institutional Meeting.</li> </ul>	<p>(b) When ten percent (10%) of the members request that a meeting be held in a petition delivered to the Student Association Board Chair or Vice-Chair.</p>
<p>5.5 Quorum A quorum at any Meeting of the Members shall be persons present being Members not less than fifty (50) in number. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place, not less than fourteen (14) days thereafter, but may not transact any other business. Notice of the adjournment shall be given to each Member as provided above.</p>	<p>Replace with: "Two Hundred Fifty (250) members present either in person or by proxy shall form a quorum at the annual, or any other meetings of the members of the Student Association. If no quorum is present the meeting shall be adjourned until the next regular meeting of The Board of Directors. "</p>



<p><b>5.3 NOTICE OF MEETINGS</b> At least ten (10) business days' notice shall be given to each Member of any Meetings of Members. Notice may be given in any manner specified in the Act or this By-Law, but may also be given by publication of the notice in the Campus Newspaper provided that it is generally available for distribution among Members at least ten (10) business days before the meeting. Notice may also be given by posting the notice on the Student Association website at least ten (10) business days before the meeting as permitted by the Act. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.</p>	<p>Add: Motions may be submitted by Members of the Association no less than five (5) business days before the Meeting is to take place. An agenda of the meeting must be made available no less than forty-eight (48) hours before the meeting is to take place.</p>
<p><b>5.8 Adjournment</b> The Chair may adjourn the Meeting of Members with the consent of the Members in attendance. Members that are not in attendance do not need to be notified. A second meeting time and place must be set prior to adjournment to deal with any unfinished business. If notice is not given to all Members, no new agenda items may be added.</p>	<p>Repeal</p>
<p><b>6.1 General duties of the board:</b> The Board of Directors: (a) Manages, or delegates the management, of the affairs of the Student Association; (b) Represents the interests of the Members; (c) Sets the strategic vision of the Student Association through the Letters Patent and Board's Ends Policies; (d) Oversees the services and activities of the Student Association; determines the advocacy priorities of the Student Association; (e) Conducts a pre-budget consultation prior to approving the annual budget to give Members the opportunity to provide input; (f) Establishes and oversees the annual operating budget for the Student Association; (g) Is responsible for all assets and liabilities of the Student Association; (h) Approves and amends Governance Policies; (i) Monitors the President's performance by ensuring compliance with Governance Policies; (j) Proposes changes to the By-Laws to a Meeting of Members, as needed;</p>	<p>Replace with: Powers of the Board:</p> <p>a. The Board shall administer the affairs of the Student Association in all things and may make or cause to be made for the Student Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the Association, by its Letters Patent or otherwise, is authorized to exercise and do. b. The Board shall have the power to authorize expenditures on behalf of the Corporation and may delegate, by resolution, to Executive Committee the right to make such expenditures on such terms and conditions, as it deems appropriate. c. The Board may appoint such agents and engage such employees as it may deem necessary 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. d. The Board is expressly empowered, to purchase, lease or otherwise</p>

<p>(k) Establishes permanent and/or ad-hoc committees to assist the Board in achieving its objectives; and</p> <p>(l) Conducts referendums in accordance with the Referenda Policy.</p>	<p>acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned, for such consideration and upon such terms and conditions as The Board may deem advisable.</p> <p>E. The Board shall have the authority to establish committees to exercise any function of the Association.</p> <p>F. The Board shall exercise general supervision over all the disbursements of the members' monies to all members' organisations and generally exercise supervision over financial operations.</p> <p>g. The Board shall consider the budgets of all committees, operations, and services, and approve the annual operating budget for the Association no later than June 30 of the current fiscal year.</p> <p>h. The Board shall have the power to inspect and audit any activity sponsored by the Association</p> <p>i. The Board shall set down and implement any financial programs and procedures, including the method of requisition of funds, which shall govern the operations of the Association and its committees;</p> <p>j. Approves and amends Governance and Operational Policies;</p> <p>k. Proposes changes to the By-Laws to a Meeting of Members, as needed;</p> <p>l. Conducts referendums in accordance with the Referenda Policy.</p>
<p>6.3 Expectations of Directors:</p> <p>(a) Regularly attend meetings of the Board and the meetings of Committees to which they have been appointed. A Director is considered to have resigned if he/she is absent, from:</p> <p>i) Three (3) consecutive meetings without reasonable notice; or</p> <p>ii) Five (5) meetings in a year without reasonable notice or cause as determined by the Board;</p> <p>(b) Act with diligence, honesty, good faith, and in the best interests of the Student Association;</p> <p>(c) Comply with all Board-approved policies regarding board member performance</p> <p>(d) To engage in membership and ownership-linkage activities</p>	<p>Replace with:</p> <p>a. Act with diligence, honesty, good faith, and in the best interests of the Student Association;</p> <p>b. Regularly attend meetings of the Board and the Meetings of Committees to which they have been appointed.</p> <p>c. Engage their constituency with the services, advocacy and events of the Association</p> <p>d. Act as a liaison between their constituency and the Association; and</p>

<p>6.4 Composition of the Board</p> <p>The Board shall be comprised entirely of persons who hold the elected offices described below as at May 1st of each year:</p> <p>(a) "Durham College Directors" are one (1) Director elected at large from each School at Durham College.</p> <p>(b) "UOIT Directors" are one (1) Director elected at large from each Faculty at UOIT.</p>	<p>"The composition of the Board of Directors shall be:</p> <p>Executive:</p> <p>President</p> <p>Vice-President University Affairs</p> <p>Vice-President College Affairs</p> <p>Directors-at-Large:</p> <p>Durham College</p> <p>One (1) Centre for Food director</p> <p>One (1) School of Business, It &amp; Management director</p> <p>One (1) School of Continuing Education director</p> <p>One (1) School of Health &amp; Community Services director</p> <p>One (1) School of Interdisciplinary studies &amp; Employment Services director</p> <p>One (1) School of Justice &amp; emergency services director</p> <p>One (1) School of media, Art and Design director</p> <p>One (1) School of Science and Engineering Technology director</p> <p>One (1) School of Skilled trade, apprenticeship &amp; Renewable Technology director</p> <p>UOIT</p> <p>One (1) Faculty of Business and Information Technology Director</p> <p>One (1) Faculty of Education director</p> <p>One (1) Faculty of Energy systems and Nuclear Science Director</p> <p>One (1) Faculty of Engineering and Applied Science Director</p> <p>One (1) Faculty of health sciences Director</p> <p>One (1) Faculty of Science Director</p> <p>One (1) Faculty of Social Science and Humanities Director</p>
<p>6.5 Term of Office</p>	<p>"The term of office for all directors is one year commencing May 1<sup>st</sup> and expiring the following April 30 or until a duly appointed replacement has been selected in accordance with the by-laws of the Association."</p>

<p>Currently Article 8.1: Ineligibility The office of a Director shall automatically be vacated if the Director:</p> <ul style="list-style-type: none"> <li>(a) Ceases to be a Member of the Student Association during the Membership Year in which the Director holds office;</li> <li>(b) Becomes bankrupt;</li> <li>(c) Becomes incapable of managing property;</li> <li>(d) Submits a written resignation; or</li> <li>(e) Dies.</li> </ul>	<p>Replace 8.1 with 6.8 Vacation of the Office of Director The office of a Director shall be automatically vacated upon the occurrence of any of the following events:</p> <ul style="list-style-type: none"> <li>a. if a Director is appointed to fill the vacancy of an Executive Officer and such Director accepts the position, such Director shall be deemed to have immediately vacated her or his seat on The Board as a Director in favour of the new office;</li> <li>b. if a Director is adjudged a bankrupt under the Canada Bankruptcy and Insolvency Act;</li> <li>c. if an order is made declaring such Director to be a mentally incompetent person or incapable of managing her or his affairs;</li> <li>d. if by notice in writing to the Corporation such Director resigns his or her office (in which case such resignation, if not effective immediately, becomes effective in accordance with its terms);</li> <li>e. if such Director is absent, without valid excuse, for a total of two Board meetings during the Summer Term, or a total of three The Board meetings during the fall and winter terms;</li> <li>f. on death.</li> </ul>
<p>8.3 Removal from Office (c) A Director shall be removed from office as a Director of the Student Association, prior to the normal end of the term of office, if a resolution is passed by at least two-thirds (2/3) of the votes cast at a meeting of the Institutional Constituency. Notice of any of the meetings provided for above must specify the intention and rationale to pass such a resolution. The Director/Officer sought to be removed shall have a right to be heard at the meeting.</p>	<p>Replace with: 6.9 Disciplining Directors “The Association shall have the right to discipline its Directors. Grounds for disciplinary action include, but are not limited to, the following:</p> <ul style="list-style-type: none"> <li>a. poor attendance at Board meetings;</li> <li>b. just cause;</li> <li>c. theft, fraud, or embezzlement of funds;</li> <li>d. failure to disclose a significant or obvious conflict of interest;</li> <li>e. breach of confidentiality;</li> <li>g. misuse of Association property; or</li> <li>h. failure to perform their duties as specified by the Letters Patent or By-Laws.</li> </ul> <p>The disciplinary action to be taken against any Director shall be decided on a case by case basis</p>

	in an in-camera session of The Board. Any disciplinary action must be approved by a two-thirds majority of Directors present. Disciplinary action can include, but is not necessarily limited to, verbal reprimand, letter of censure, and removal from The Board.”
6.10 Determination of Valid Excuse	For the purposes of Section 6.8, the determination of valid excuse shall be made by The Board.
6.11 Appointment of Directors	<p>If the position of a Director becomes vacant for any reason, that position may be filled by a person who meets the qualifications set forth in By-Law 6.2 and who is approved by a simple majority vote of the Student Association’s Board.</p> <p>An election shall be held in the Fall term for any vacancies in The Board that occur before September 15. The dates of the nominations and election shall be approved by The Board based on the recommendation of the Elections Committee provided that it must occur no later than October 31. Any person appointed to The Board under these circumstances, shall serve the unexpired remainder of the term of the departed Director.</p> <p>Elections will be held in accordance with bylaw 11 and Student Association Elections Policy</p>
6.12 Advertising of Appointments	Where the position of a director-at-large is to be filled by an appointment of The Board, notice of such process must be posted in and around the University or College building(s) most closely related to the applicable Constituency for no less than 10 business days prior to the meeting of The Board at which the appointment is to take place. Such notice shall invite expressions of interest from or on behalf of interested persons and shall include the date of the meeting at which such appointment is to take place, the requirements and responsibilities of the position, contact number(s) for further information, and information on the appointment process.
6.13 Appointment of speaker	<p>NEW:</p> <p>At the first meeting of the Board within the elected term, the Board shall appoint a speaker.</p>



Article 7	Elections moved to become ARTICLE (11). Article 7 becomes "Executive Committee"
<p>Current: 9.1 Duties of President</p> <p>There shall be a Student Association Leadership Team (SALT) that works collaboratively and democratically to develop an annual operating budget and, following approval by the Board, to manage the affairs of the Student Association in accordance with that budget. SALT shall also review and approve all operational policies and procedures of the Student Association by a two-thirds (2/3) vote of Elected Officers. SALT shall be composed of the three Elected Officers (President, Vice-President of College Affairs, Vice-President of University Affairs), Senior Leadership of the operations and any hired full-time staff SALT shall request. SALT is accountable to the Board and each Elected Officer will sit as an ex-officio member of the Board. The Board is responsible for reviewing each Elected Officer's performance, including making disciplinary action up to and including dismissal in accordance with the Student Association Employee Handbook and By-Laws. Subject to the supervision of the Board, SALT has the authority and responsibility to review the performance of the Senior Leadership of the Student Association, including making disciplinary action up to and including dismissal in accordance with the Student Association Employee Handbook and By-Laws. The President shall, by virtue of holding such office, be a voting member on all Committees of the Student Association and Committees of the Board of Directors.</p>	<p>Replace with:</p> <p>7.1 Executive Committee</p> <p>a. There shall be a President, a Vice President College Affairs, a Vice President University Affairs, and Executive Director who shall be the Executive Officers of the Student Association and thus comprise the Executive Committee of The Student Association.</p> <p>b. The Chair of the Executive Committee shall be the President.</p> <p>c. The voting members of the Executive Committee shall be the President, the Vice President College Affairs, the Vice President University Affairs</p> <p>d. The Executive Director shall be an ex-officio non-voting member of the Executive Committee.</p> <p>e. The Executive Committee shall appoint from among its members a secretary of the Executive Committee, who shall be responsible for forwarding all minutes and records of transactions to the Secretary of The Board.</p> <p>f. Not less than half the appointed members of the Executive Committee shall constitute a quorum. Each member of the Executive Committee, present in person, shall be entitled to vote.</p> <p>g. The Executive Committee may review any matters relating to the property, revenue, business, and affairs of the Association. The Executive Committee shall have the responsibility to consider all matters relating to fiscal policy, revenue and expenditure.</p> <p>h.. The Executive Committee shall be responsible for ensuring that all necessary books and records required according to the By-laws of the Association or by any applicable statute or law are regularly and properly kept.</p> <p>i. The Executive Committee shall have the authority to approve expenditures of up to \$10,000.00 in the summer term and up to \$5000.00 in the fall term or winter term.</p> <p>Authority to exceed this limit shall be granted by The Board as they</p>

	<p>deem appropriate.</p> <p>j. The Executive Committee shall recommend policy, but shall not initiate policy without the approval of The Board or unless prior permission to establish any policy has been given by The Board.</p> <p>k. The Executive Committee is required to make a report to The Board once a month summarizing its activities.</p> <p>l. The Executive Committee may act in the absence of The Board provided such action is recorded in the minutes and is submitted to the next regular meeting of The Board.</p> <p>m. Executive members shall work a minimum forty (40) hours per week during their term in office, at a salary of 33, 000 and shall be adjusted annually by the Consumer Price Index (CPI);</p> <p>n. Executive members are entitled to:</p> <p>i. two weeks vacation, not including the Winter Holiday shut down, to be taken at times to be determined with the President's approval;</p> <p>ii. medical and dental coverage, equivalent to the benefit plans received from the Student Association by Student Association staff</p> <p>In the event that there is a conflict between this list of entitlements and other contractual obligations of the Student Association with regards to the position of Executive Director, the contract shall prevail.</p>
<p>9.1 Duties of President</p> <p>The Student Association President shall:</p> <p>(a) Serve as the official representative and spokesperson of the Student Association;</p> <p>(b) Serve as the Chief Executive Officer of the Student Association;</p> <p>(c) Be responsible to the Board for the Student Association's achievement of the Letters Patent and compliance with the Executive Limitations;</p> <p>(d) Delegate responsibility to Senior Leadership on a day-to-day basis;</p> <p>(e) Incur expenses and enter into contracts within Executive Limitations policies set by the Board.</p> <p>In exercising the above powers, the President is accountable to the Board</p>	<p>Replace with:</p> <p>7.2 Duties of President</p> <p>The Student Association President Shall:</p> <p>a. Serve as the CEO and official spokesperson of the Student Association to the general public, Durham College and UOIT, campus groups, and at Durham College and UOIT functions; and</p> <p>b. shall be a signing officer of the corporation; and</p> <p>c. shall be responsible, along with the Executive Director, for ensuring that all contracts entered into by the Student Association are with due authority and in the best interests of the Association; and</p>

<p>and is subject to its review and direction.</p>	<p>d. shall supervise the Executive Director; and e. shall act as the Student Association staff relations officer and liaise between the Student Association's staff and The Board; and f. shall be responsible for the general management and supervision of the affairs and operations of the Student Association; and g. shall act on behalf of The Board and the Executive Committee between meetings, and where action is immediately necessary; and h. shall Chair the Executive Committee; and i. shall participate as a voting member on all Committees of the Student Association except for the Elections Committee or where there is a conflict of interest; and j. shall ensure that Vice Presidents carry out their assigned duties in accordance with these By-Laws and as directed by The Board; and k. shall be responsible for developing a media protocol in cooperation with the Executive Committee and ensuring that this media protocol is implemented; and l. shall attend all meetings of The Board and of the Executive Committee; and m. shall create a transition binder for the incoming President; and n. shall train and advise the incoming President.</p>
<p>9.2 DUTIES OF VICE-PRESIDENT OF COLLEGE AFFAIRS The Student Association Vice-President of College Affairs shall: (a) Act as the chief liaison between all students of Durham College and its administration; (b) Support the implementation of the initiatives, projects and campaigns of the Student Association within Durham College; (c) Support college students by advocating for their concerns, assisting them with student appeals, and sitting on college committees; (d) Assists in the development of advocacy positions of the Student Association by sitting as a voting member on the Board of Directors Advocacy Committee; (e) Delegate responsibility to Senior Leadership on a day-to-day basis; (f) Support, liaise, and oversee Student Societies of Durham College; and</p>	<p>Replace with: 7.2 Duties of the Vice-President of College Affairs (a) Act as the chief liaison between all students of Durham College and its administration; and (b) Support the implementation of the initiatives, projects and campaigns of the Student Association within Durham College; and (c) Shall be a signing officer of the corporation; and (d) Support college students by advocating for their concerns, assisting them with student appeals, and sitting on relevant college committees; (e) Assists in the development of advocacy positions of the Student Association by sitting as a voting member on the Board of Directors Advocacy Committee; and (f) Support, liaise, and oversee Student Societies of Durham College; and (g) shall be and ex-officio a non-voting member of all other</p>

<p>(g) Perform duties as determined by the Board from time to time. In exercising the above powers, the Vice-President of College Affairs is accountable to the Board and is subject to its review and direction.</p>	<p>Committees of the Student Association except the Elections Committee and committees where there exists a conflict of interest; and (h) shall attend all meetings of The Board and the Executive Committee; and (i) shall create a transition binder for the incoming Vice President College Affairs; and (j) shall train and advise the incoming Vice President College Affairs.</p>
<p>9.3 DUTIES OF VICE-PRESIDENT OF UNIVERSITY AFFAIRS The Student Association Vice-President of University Affairs shall: (a) Act as chief liaison between all students of UOIT and its administration; (b) Support the implementation of the initiatives, projects and campaigns of the Student Association within UOIT; (c) Support university students by advocating for their concerns, assisting them with student appeals, and sitting on university committees; (d) Assists in the development of advocacy positions of the Student Association by sitting as a voting member on the Board of Directors Advocacy Committee; (e) Delegate responsibility to Senior Leadership on a day-to-day basis; (f) Support, liaise, and oversee Student Societies of UOIT; and (g) Perform duties as determined by the Board from time to time. In exercising the above powers, the Vice-President of University Affairs is accountable to the Board and is subject to its review and direction.</p>	<p>Replaced with: 7.3 Duties of the Vice-President University Affairs  The Student Association Vice-President of University Affairs shall: (a) Act as chief liaison between all students of UOIT and its administration; and (b) Support the implementation of the initiatives, projects and campaigns of the Student Association within UOIT; (c) shall be a signing officer of the corporation; and (d) Support university students by advocating for their concerns, assisting them with student appeals, and sitting on university committees; and (e) Assists in the development of advocacy positions of the Student Association by sitting as a voting member on the Board of Directors Advocacy Committee; and (f) Support, liaise, and oversee Student Societies of UOIT; and (g) shall be and ex-officio a non-voting member of all other Committees of the Student Association except the Elections Committee and committees where there exists a conflict of interest; and (h) shall attend all meetings of The Board and the Executive Committee; and (i) shall create a transition binder for the incoming Vice President University Affairs; and (j) shall train and advise the incoming Vice President University Affairs.</p>
<p>Formerly 7.1. Now</p>	<p>Delete</p>

7.4 Schedule of Elections	"...and a by-election to be held in the Fall terms for any vacancies in the Board that occur before September 15."
7.5 Executive Director	<p>a. the Executive Director shall attend and have full speaking rights at meetings of the Board of Directors, including all in camera sessions unless otherwise decided by a majority vote of the Board.</p> <p>b. Shall be a member of the Executive Committee</p> <p>c. shall be a signing officer of the corporation; and</p> <p>d. the Executive Director shall be ultimately responsible to The Board and to the Executive Committee at the direction of The Board ; and</p> <p>e. the Executive Director shall be an ex-officio and non-voting member of all Student Association committees unless otherwise stated; and</p> <p>f. the Executive Director shall be the Chair of the Elections Committee; and</p> <p>g. the Executive Director's duties and responsibilities may be defined by her/his contract and approved by The Board.</p>
7.6	<p>5.7. Disciplining Executive Officers</p> <p>The Student Association shall have the right to discipline its Executive Officers. Grounds for disciplinary action include, but are not limited to, the following:</p> <p>a. poor attendance at The Board meetings;</p> <p>b. just cause;</p> <p>c. theft, fraud, or embezzlement of funds;</p> <p>d. failure to disclose a significant or obvious conflict of interest;</p> <p>e. breach of confidentiality;</p> <p>f. misuse of Association property; or</p> <p>g. failure to perform their duties as specified by the Letter Patent or By-Laws.</p>
7.7 Removal from Office	<p>(A)"the Association shall have the right to discipline its Executive Officers. Grounds for disciplinary action include, but are not limited to, the following:</p> <p>i. poor attendance at The Board meetings;</p> <p>ii. just cause;</p>

	<ul style="list-style-type: none"> <li>iii. theft, fraud, or embezzlement of funds;</li> <li>iv. failure to disclose a significant or obvious conflict of interest;</li> <li>v. breach of confidentiality;</li> <li>vi. misuse of Association property; or</li> <li>vii. failure to perform their duties as specified by the Constitution or By-Laws.</li> </ul> <p>(b) Executive Officers may be recalled to election in a by-election after the receipt by the Chief Returning Officer of a petition of ten percent (10%) of all of the members of the Student Association. Such a by-election shall be held so that the last day of polling is no later than forty (40) days from the filing of the petition. The Chief Returning Officer has the authority to verify the validity of the petition, subject to regulations governing this recall process. Should the position of the Chief Returning Officer be vacant, the duties provided for in this Section are carried out by the Board of Directors, which attends to the prompt appointment of a Chief Returning Officer.</p>
<p>Article 10 Meetings of Directors</p> <p>10.1 CONVENING MEETINGS OF DIRECTORS A meeting of the Board may be convened by the Student Association President and Directors, as long as quorum is met.</p> <p>10.2 PLACE OF BOARD MEETINGS Meetings of Directors shall be held somewhere on the Campus and the place shall be specified in the notice of meeting.</p> <p>10.3 REGULARLY SCHEDULED MEETINGS The Board shall meet no less than once each month during their term in office. The Board shall establish a schedule of regular Board meetings for the Membership Year. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed and posted to the website of the Student Association; no other notice shall</p>	<p>Replace with Article 8: Meetings of Directors</p> <ul style="list-style-type: none"> <li>a. The Chair of the Board shall be duly appointed to act as Speaker as per bylaw 6.13</li> <li>b. Six members of The Board shall form quorum for the transaction of business during the summer term. The Board of Directors may not consider bylaw amendment during the summer term;</li> <li>c. A majority of voting directors shall form a quorum for the transaction of business during the fall and winter terms;</li> <li>d. Meetings of The Board may be formally called by the President, any Vice President, or upon the direction in writing of two Directors;</li> <li>e. Notice of meetings of The Board shall be communicated (telephoned, faxed, or electronically mailed) to Directors not less than 7 business days before the meeting is to take place.</li> <li>f. All substantive motions must be served no less than 72 hours before the meeting is to take place</li> <li>g. The agenda for a Board of Directors meetings must be served no less than 48 hours before the meeting is to take place</li> </ul>



be required for any such regular meetings. The proposed agenda for regular scheduled meetings, and materials pertaining to the proposed agenda, will be made available at the Student Association Office at least one (1) business day in advance of the meeting, and failure to do so shall invalidate the meeting.

#### 10.4 NOTICE OF OTHER BOARD MEETINGS

A notice of a Board meeting other than a regularly scheduled meeting shall be given not less than five (5) business days before the day on which the meeting is to take place. Notice may be given in any manner specified in the Act or this By-Law, but shall be sufficiently given if sent by electronic transmission to each Director's last known e-mail address. A Director may waive notice of a meeting of Directors and attendance at a meeting of Directors shall constitute a waiver of notice of the meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly convened. Meetings of Directors may be held at any time without notice if all the Directors are present, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called, or if all of the absent Directors waive notice before or after the date of such meeting.

#### 10.5 ATTENDANCE AT BOARD MEETINGS

In addition to Directors, attendance will be open to each person who has been elected to be a Director during the following Membership Year and who shall be given notice of the meeting. This will encourage a smooth transfer between incoming and outgoing Directors. Members are able to attend Board meetings as an Observer. Members should give notice two (2) business days prior to the meeting to ensure proper accommodations are made. Non-members whose attendance is approved by a resolution of the Board may act as Observers. Observers may attend Board meetings but shall not vote. Observers may only address the Board if approved by resolution of the board.

For a Member to be included on a Board's meeting agenda as a speaker, in advance of a Board meeting, the Member must submit a request to the Board Secretary as to the nature of and including topic of the presentation and the reason for the request, at least two (2) business days in advance of

h. The unintentional omission to give notice to any member or any accidental irregularity in connection with the giving of notice shall not invalidate the proceedings at a meeting.

i. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and for such regular meetings no notice need be sent.

j. A meeting of The Board may also be held at any time and at any place within the Province of Ontario without notice if all the members of The Board are present and consent thereto or, if either before or after the meeting is held, those absent members signify in writing their consent to the meeting being held in their absence. If a two-thirds majority of The Board consents to such a meeting, that meeting shall be considered in order and the absence of consent from any other Board members shall not be taken to invalidate the proceedings at that meeting.

k. Meetings of The Board may also be held, without notice, immediately following the annual meetings of members of The Association.

l. Directors may consider or transact any business, either special or general, at any meeting of The Board.

m. Except as otherwise required by law, The Board may hold its meetings at such place or places as it may from time to time determine.

n. Any member of The Association may attend any regular or special meeting of The Board subject to the provisions of the Act and these By-Laws. Speaking privileges shall be obtained from the Chair.

o. No meeting of the members of The Board, when formally assembled as The Board, shall be closed to any member of the Association, except for at in camera sessions of The Board.

p. The Board shall not communicate to any third party in any manner whatsoever, other than to a member of The Board, or an Officer of The Board, anything concerning any matter or decision discussed or made at an in camera meeting, except with the permission of The Board.

q. Any member of The Board attending an in camera meeting of The



<p>the meeting. Speakers who are approved by the Board Chair will be allotted up to five (5) minutes to address the Board. As the Board's direct reports, all Elected Officers are expected to attend all Board meetings to act as the Board's primary resources. Staff of the Student Association may attend meetings to answer inquiries at the Boards request. Non-Directors may not attend In-Camera meetings of the Board unless invited by the Board.</p> <p>10.6 QUORUM The quorum for meetings of Directors shall be 50% + 1 of the Directors then in office.</p> <p>10.7 CHAIR OF BOARD MEETINGS The Chair shall be an appointed position not within the Board of Directors. The Vice-Chair shall be a Director of the Board and elected amongst the Board of Directors at its first meeting, following the General Election.</p> <p>10.8 PROCEDURE AT BOARD MEETINGS The rules of procedure at Board meetings shall, subject to the Act and the By-Laws, be those described in the most recent edition of Robert's Rules of Order.</p> <p>10.9 RIGHT TO VOTE Each Director is authorized to exercise one vote at Board meetings. A person who has been elected to be a Director during the following Membership Year shall not have the right to vote.</p>	<p>Board or any Committee of The Board shall be deemed by their attendance at the meeting to have undertaken to respect the confidentiality attached to the proceedings of The Board while sitting in camera.</p> <p>r. If any person, not being a member of The Board, shall attend a meeting of The Board or any Committee of The Board held in camera, no further business shall be conducted in camera while such person remains present.</p> <p>s. Questions arising at any meeting of The Board shall be decided on a majority of votes.</p> <p>t. Cases not provided for in the By-Laws of the Association shall be governed by the current version of Robert's Rules of Order, the interpretation of which shall be made by the Chair.</p> <p>u. A ruling of the Chair may be appealed at any time. A two-thirds majority vote of the members of The Board present shall be required to override the Chair's ruling.</p> <p>v. All votes at any meeting of The Board shall be from Robert's Rules of Order or by ballot if requested by any The Board member present. If no such demand is made, the vote shall be taken by simple indication of assent or dissent. This procedure may be superseded by a ballot vote, which in turn may also be superseded by a roll call vote.</p> <p>w. A declaration by the Speaker that a resolution has been carried or defeated and an entry to that effect in the minutes shall be admissible as prima facie evidence of the number or proportion of the votes recorded in favour of or against such resolution.</p> <p>x. A record of the proceedings of all meetings of The Board shall be kept in a book or books provided for that purpose and the minutes of every such meeting shall be submitted at the next meeting of The Board and shall be open to the inspection of any member of the Association at any time during the regular office hours of the Association.</p> <p>y. The Chair shall be an appointed position. The Vice-Chair shall be a Director of the Board and elected amongst the Board of Directors at its first meeting of the term.</p>
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Article 11	Remove (becomes Article 11: Elections)
<p>Article 7: Elections of Directors and Officers</p> <p>7.1 ELECTED POSITIONS The following positions are elected:</p> <p>(a) One (1) representative from each school at Durham College will be elected by Durham College Members of that school, to serve on the Board;</p> <p>(b) One (1) representative from each faculty at UOIT will be elected by UOIT Members that faculty, to serve on the Board;</p> <p>(c) President, elected by Durham College and UOIT Members, to serve as an Officer;</p> <p>(d) Vice-President of College Affairs elected by Durham College Members to serve as an Officer; and Associate Vice-President of College Affairs, elected by Durham College Members; and</p> <p>(e) Vice-President of University Affairs elected by UOIT Members, to serve as an Officer; and Associate Vice-President of University Affairs, elected by UOIT Members.</p>	<p>Replace with Article 11: Elections</p> <p>11.1. Administration of Elections</p> <p>The Association shall govern all the elections of the Association. Procedures for elections shall be found in the Election Policy of the Association. An election policy manual will be maintained to ensure consistency in annual elections and codify practices that enhance the transparency and strength of the Elections process. No candidate shall run for more than one position during the same election. In circumstances where there is a contradiction between the By-Laws and the Election Policy manual the By-laws shall supersede the Elections Policy.</p>
<p>7.2 ELECTIONS COMMITTEE The Elections Committee is a committee of the Board. Each year the Board must approve the Elections Policy. The composition of the Elections Committee shall be defined in the Elections Policy. No Director running for reelection for any position with the Student Association may be a member of the Elections Committee.</p>	<p>Add: 11.2. Election Committee Add: "Members of the Elections Committee are not permitted to seek office with the Association and must remain neutral during the elections process.</p>
<p>7.4 SCHEDULE OF ELECTIONS The Student Association shall hold a General Election of Directors and Officers between February 1st and 28<sup>th</sup> of each year and a By-Election to be held between March 1st and 31st of each year to fill any vacancies. The schedule of Elections will include notice of the date of the Elections and Nomination Procedures to be given to Members. Notice of Elections shall be provided to Members at least twenty (20) business days prior to the election date including, but not limited to, the Campus Newspaper, or the website of the Student Association. The Election Policy will govern the</p>	<p>Replace with:</p> <p>11.3 Schedule of Elections</p> <p>Winter Elections</p> <p>An election shall be held in the Winter term for the election of Directors and elected Executives. The date of the nominations and election shall be approved by The Board based on the recommendation of the Elections Committee,</p>

<p>Elections of the Student Association.</p>	<p>provided that elections must occur in the Winter Semester of each year. Notice of the date of the election and the nomination procedures shall be given to members by publication in a campus newspaper at least twenty (20) business days prior to the start of the nomination period.</p> <p>Fall Elections</p> <p>An election shall be held in the Fall term for any vacancies in The Board or Executive that occurs before September 15. The dates of the nominations and election shall be approved by The Board, based on the recommendation of the Elections Committee provided that it occurs no later than October 31 of the same year. Notice of the date of the election and the nomination procedures shall be given to members by publication in a campus newspaper at least twenty (20) days prior to the start of nomination period. If no member is nominated to fill a vacancy from among the members of the Constituency to which the vacancy applies The Board of Directors shall appoint.</p>
	<p>11.4 Eligibility of Candidates</p> <p>All members who meet the qualifications as outlined in 4.1 shall be eligible to run. In the case of a Constituency Director is a student of such Constituency.</p>
<p>7.6 VOTING</p> <p>(a) Every Member shall be entitled to cast a vote for the Student Association President;</p> <p>(b) Every Member shall be entitled to cast a vote for one (1) of the Student Association Vice-President of College Affairs, or the Student Association Vice-President of University Affairs, according to the Institutional Constituency of which the person is a Member;</p>	<p>Repeal. Members' rights to vote are found in 4.4 Full Membership Rights</p>

<p>(c) Every Member shall be entitled to cast a vote for one (1) of the Student Association Associate Vice-President of College Affairs, or the Student Association Associate Vice-President of University Affairs according to the Institutional Constituency of which the person is a Member;</p> <p>(d) Every member shall be entitled to cast a vote for one (1) Director at large from each School at Durham College, according to the Institutional Constituency and School of which the person is a member; and</p> <p>(e) Every member shall be entitled to cast a vote for one (1) Director at large from each faculty at UOIT, according to the Institutional Constituency and Faculty of which the person is a member.</p>	
<p>15. Policy of the Student Association 15.1 PURPOSE OF POLICY A Policy of the Student Association is any written guideline for the business operations, governance or any other aspect of fulfilling the objects of the Student Association that has been approved by the Board in accordance with this provision, and are usually in the categories of Governance Process, Board-Management Delegation, Ends and Executive Limitations.</p>	<p>Repeal. Replace with: "Policy for the Association may be established from time to time by the Board in accordance with the following guidelines:"</p>
<p>16.2 CHEQUES, DRAFTS, NOTES All cheques, drafts or orders for the payment of money shall be signed by any two Officers or by employees of the Student Association specifically designated to do so by a resolution of the Student Association Leadership Team or the Board and then only for the purposes and to the extent and manner permitted in such resolution.</p>	<p>All cheques, drafts or orders for the payment of money shall be signed by any two Executive Officers or by employees of the Student Association specifically designated to do so by a resolution of the Board of Directors and then only for the purposes and to the extent and manner permitted in such resolution.</p>
<p>ARTICLE 22: EFFECTIVE DATE OF BY-LAW AND REPEAL OF PREVIOUS BY-LAW 22.1 EFFECTIVE DATE This By-Law shall become effective the day members confirmed and upon being dually signed by any two (2) Directors or Officers of the Student Association to certify as a true copy at the first board meeting after the Annual General Meeting. 21.2 REPEAL OF BY-LAW The previous General By-Law of the Corporation, which is the sole By-Law</p>	<p>Repeal. Replace with: "These bylaws, once in force, precede all previous by-laws, written or implied"</p>

of the Corporation, shall be repealed at the same time as this By-Law becomes effective. The signature of 2 Directors or Officers of the Student Association certifies that the above By-Law was approved by the Directors of the Student Association at a properly constituted meeting of the Directors held on the tenth day of October, 2012 and confirmed by not less than two-thirds (2/3) of the votes cast by the Members of the Student Association at a properly constituted meeting of the Members held on the 1st day of November, 2012, and reconstituted meeting of the Members held on the 3rd day of April, 2013.