

***SHERIDAN STUDENT UNION INC.***  
***BYLAWS***

*As ratified by the Board of Directors & SSU Membership on November 26<sup>th</sup>, 2020  
With amendments made by the Board of Directors on October 1<sup>st</sup>, 2021*

**SSU**

*sheridan student union*

# NOTES:

Text displayed in **red** has been added or amended by the Board of Directors and is in effect pending ratification at the next general meeting.

Text displayed in ~~red~~ has been removed by the Board of Directors and is no longer in effect, pending ratification at the next general meeting.

Text displayed in **blue** has been added or amended by the Board of Directors and will take effect pending ratification at the next general meeting.

Text displayed in ~~blue~~ has been removed by the Board of Directors and will remain in effect until the removal is ratified at the next general meeting.

# BYLAW I - DEFINITIONS & INTERPRETATION

## 1.1 Definitions

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

TERM	DEFINITION
Academic Term	The segment of a year during which Sheridan College holds classes. The dates of each academic term are to be specified by Sheridan College.
Academic Year	A period of 3 consecutive Academic Terms, starting with Fall term and ending with Spring/Summer term.
Affairs	The relationships among a corporation, its affiliates and the members, Directors and officers of the Corporation and its affiliates, but does not include the activities carried on by the Corporation and its affiliates.
Annual General Meeting (AGM)	A mandatory yearly gathering of the Corporation's Members. At the AGM, business shall be conducted as specified in <a href="#">Section 4.7</a> of these Bylaws.
Board of Directors/Board	The Board of Directors of the Sheridan Student Union.
Board of Governors	The Board of Governors of Sheridan College.
Business Day	A day on which Sheridan College is open and in session, not including any Saturday, Sunday or statutory holiday in the Province of Ontario.
Bylaws	The Bylaws of the Sheridan Student Union.
Chairperson	The Chairperson of the Sheridan Student Union, appointed per/in accordance with these Bylaws.
College	Sheridan College.
Committee	Any Committee of the Board of Directors, established in accordance with these Bylaws.
Conflict of Interest	Any action or interest identified within the Conflict of Interest policy of the Sheridan Student Union.
Chief Returning Officer (CRO)	The Chief Returning Officer, as specific within these Bylaws, and also the Chief Elections Officer.
Davis Campus	The Davis Campus, including the Skills Training Centre.
Ex-Officio	A member of a body (a board, committee, council, etc.) who is part of it by virtue of holding another office but does not have a vote on matters before that body.
Fiscal/Financial Year	The annual period that the Corporation has established for accounting purposes.
Full-Time Staff	Employees of the Corporation who are employed full-time.
General Meeting	A Meeting of the Board that is held and facilitated as specified in <a href="#">Bylaw IV</a> of these Bylaws.
Government-Issued Photo Identification	Any piece of identification as recognized by the Government of Ontario as an 'acceptable identity document'.
HMC Campus	The Hazel McCallion Campus in Mississauga.
Letters Patent	The Letters Patent, and any supplementary letters patent, of the Corporation.
Member	Any individual who meets the membership criteria as outlined in these Bylaws.
Membership	The total number and composition of all Members of the Corporation, and the requirements, as outlined within these Bylaws.
Membership Fees	Mandatory fees, or dues, as specified in <a href="#">Section 3.5</a> of these Bylaws, that grants students' membership within the Corporation.
OneCard	A Sheridan College student card, containing the Member's photograph and student identification number, that has not expired.
Ordinary Resolution	A resolution that is submitted to General Meeting, or Meeting of the Board, and passed at the Meeting, with or without amendment, by at least a majority of the votes cast.

<b>Policy, or Policies</b>	Any policy as established by the Board of Directors or the Corporation.
<b>Principal Campus</b>	The campus of Sheridan College that a Member's program of enrollment is based at, as specified by Sheridan College.
<b>Proxy</b>	The written authority to represent another Member, in voting, at a General Meeting.
<b>Secretary</b>	The Secretary of the Board of Directors, unless otherwise specified.
<b>Special General Meeting</b>	A General Meeting held that conducts business as specified within <a href="#">Section 4.8</a> of these Bylaws.
<b>Special Resolution</b>	A resolution that is submitted to a General Meeting, or a Meeting of the Board, and passed at the Meeting, with or without amendment, by at least two-thirds of the votes cast.
<b>SSU</b>	The Sheridan Student Union.
<b>SSUI</b>	The official name of the Corporation, the Sheridan Student Union Incorporated.
<b>Statement of Office</b>	The statement to be signed by all Directors, in accordance with these Bylaws.
<b>Student Rights &amp; Responsibilities</b>	Sheridan's College's Student Code of Conduct Policy.
<b>Telephonic or Electronic Means</b>	Any means, other than direct speech or writing, by which communication at a meeting can occur, including by phone, video chat and voice calls between computers, tablets, or mobile devices via the Internet.
<b>Trafalgar Campus</b>	The campus where the Head Office of the Corporation is located.

## **1.2 Interpretation**

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

## **1.3 Head Office**

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

# **BYLAW II - CORPORATE SEAL**

## **2.1 Corporate Seal**

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

# BYLAW III - MEMBERSHIP

## 3.1 Membership

- a. Each student who has paid Membership Fees shall be a member of the Corporation.
- b. For the purposes of determining the total Membership of the Sheridan Student Union, for application in these Bylaws, the figures provided by Sheridan College for fee-paying students, as of the tenth (10th) day of each academic semester, shall be used.
  - i. Sheridan College reserves the right to change release date of figures to the Sheridan Student Union as they see fit.
- c. The Board of Directors may terminate membership of any member under the following conditions:
  - i. A Member has:
    - a. Started legal action against the Corporation, its employees, or the Board;
    - b. Had a major transgression with Student Rights and Responsibilities;
    - c. Violated any membership rights or policies; or
    - d. Fallen out of good standing with Sheridan College or the Corporation.
  - ii. Termination of a membership must be passed by special resolution.

## 3.2 Cessation of Membership

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

### **3.3 Membership Rights**

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

### **3.4 Member Responsibilities**

Each member shall be responsible for paying Membership Fees as outlined in [Section 3.5](#).

### **3.5 Membership Fees**

- a. SSU Membership Fees may be set by the Board and Ancillary Fee Committee in accordance with the timelines set by the ancillary fee protocols set out by the College, and must be approved by the Sheridan College Board of Governors.
- b. Any payments of Membership Fees as outlined herein is non-refundable, regardless of the member's status with Sheridan College, unless the member's status is revoked by the Board of Directors.
- c. Membership Fees of the Corporation will be collected by the College on behalf of the Corporation.



# **BYLAW IV - GENERAL MEETINGS**

## **4.1 Notice of Meetings**

- a. Notice of the date, time and location of any Annual General Meeting shall be delivered not less than twenty (20) business days prior to the date of the Meeting. Notice of the date, time and location of any Special General Meeting shall be delivered not less than ten (10) business days prior to the date of the Meeting.
  - i. The Annual General Meeting shall not be held within the final two (2) weeks of an academic semester unless the board passes a resolution with a unanimous vote providing rationale for such timeline.
- b. If a General Meeting will consider amendments or revisions to these Bylaws, the text of any amendments or revisions proposed in compliance with these Bylaws shall be available to members not less than ten (10) business days prior to the date of the Meeting.
- c. An Agenda of all items up for consideration must be made available ten (10) business days prior to the Meeting.
- d. Notice for any General Meeting shall be delivered to members in at least two (2) of the following forms of communication: email, posted notices, SheridanLife radio, the Corporation's Website, and/or the Corporation's social media accounts.
- e. Notice of any Meeting where special business will be transacted should contain sufficient information to permit the member to form a reasonable judgement on the decision to be made.
- f. The unintentional omission to give notice to any member, or accidental irregularity or mistake in connection with giving of notice, or failure to receive notice by the member, shall not invalidate the proceedings at any General Meeting.

## **4.2 Quorum**

- a. Quorum for any General Meeting shall consist of thirty (30) members present in person, including existing Members of the Board.
- b. If a quorum is present at the opening of a General Meeting, the Meeting may proceed even if a quorum is not present throughout, unless the number of members in attendance drops below twenty (20) members including existing Board Members.
- c. Attendance at a General Meeting is mandatory for all current-serving Directors of the Board, and any absence is considered to be equivalent to an absence from a Meeting of the Board.
- d. Attendance at a General Meeting is mandatory for all current-serving Presidents of clubs governed by policies established by the Board of Directors, and any absence can affect the standing of the club, as specified within the policies.

## **4.3 Roberts' Rules of Order**

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

## 4.4 Voting

- a. To be eligible to vote at any General Meeting each member shall produce a valid Sheridan College OneCard, and the SSU shall verify their name and student identification number upon registration.
- b. In the event that a member does not have a Sheridan College OneCard, they will be required to produce proof of enrollment and a piece of Government-Issued Photo Identification. The proof of enrollment to be presented will be at the discretion of the Chair.
  - i. The Chairperson will identify what is considered to be valid Proof of Enrollment within the notice of the meeting.
- c. Any members may move a motion, or make amendments to a motion that is under consideration, provided that the vote has not been conducted, as specified within [Section 4.4](#) of these Bylaws.
- d. Voting at a General Meeting shall be by a show of hands, electronic voting, or by secret ballot, at the discretion of the Chair. Items discussed that were present on the agenda shall be passed as ordinary resolution.
- e. A member may, via means of a written proxy, appoint another voting member of the Corporation to attend and act at a General Meeting of Members, in the manner and to the extent authorized by the proxy. A member shall not hold a proxy for more than one (1) other member.
- f. All proxies are required to be presented following the call to order of the General Meeting, and any proxies not presented will be deemed invalid.

## 4.5 Chairperson and Recording Secretary

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

## 4.6 Land Recognition and Mission Statement

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

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

## 4.7 Annual General Meeting

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

## 4.8 Special General Meeting

- a. A Special General Meeting is a General Meeting that considers business other than the business outlined in [Section 4.7\(b\)](#), provided that such business may be included on the agenda of the Annual General Meeting.
- b. A Special General Meeting may be called by the Board solely for considering specific resolutions proposed by the Board, subject to all clauses outlined in [Section 4.1](#) of these Bylaws.
- c. Notice of the Special General Meeting shall include the resolutions to be considered at the Meeting.

# **BYLAW V - BOARD OF DIRECTORS**

## **5.1 General Powers**

### **a. Administer Affairs**

- i. The Board will administer the affairs of the Corporation in all things;**
- ii. Make, or cause to be made, for the Corporation, in its name, any kind of contract into which the Corporation may lawfully enter; and**
- iii. Generally, save as herein provided, may exercise all such other powers and do all other such acts and things as the Corporation, by its Letters Patent or otherwise, is authorized to exercise and do.**

### **b. Approve Expenditures**

- i. The Board shall have the power to approve expenditures for the purpose of furthering the objectives of the Corporation. The Corporation shall maintain one or more bank accounts in one or more Canadian chartered banks or trust companies.**

### **c. Appoint Agents and Employees**

- i. The Board may appoint agents, and employees, as it deems necessary.**
- ii. Such persons shall have authority, and perform duties, as prescribed by the Board at the time of appointment. This can include, but is not limited to, granting the ability to lawfully enter into contracts and make expenditures on behalf of the Corporation.**

### **d. Remuneration of Employees**

- i. The remuneration of agents and employees shall be subject to the limits of the Annual Budget approved by the Board and shall be set in accordance with Board Policies. All employees of the Corporation, unless specifically designated to report directly through the Board, shall report to the President, in accordance with Board Policies.**

## 5.2 Composition

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

- a. The current SSUI President, ex-officio;
- b. The current SSUI General Manager, ex-officio;
- c. The current Sheridan College Dean of Students, ex-officio;
- d. The current SSUI ~~Administrative Support Officer~~ **Executive Coordinator**, ex-officio;
- e. Twelve (12) elected representatives, with four (4) representatives, elected by members at their respective campus from each of the following campuses:
  - i. The Hazel McCallion Campus
  - ii. The Trafalgar Campus
  - iii. The Davis Campus

## 5.3 Eligibility and Qualifications

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

- a. Be a membership Fee-paying student at Sheridan College throughout their term as a Director;
- b. Be enrolled at Sheridan College throughout the duration of their term as a Director;
- c. Be 18 years of age or older at the time of submission of the candidate's Nomination Package, as specified in the SSUI Elections Policies, or on the date of their appointment as a Director, as per [Sections 5.6\(c\), 5.6\(d\), 5.6\(e\), and 5.6\(f\)](#);
- d. Be in good standing in accordance with Sheridan Student Union, Sheridan College's Student Rights and Responsibilities and maintain a 2.5 program term grade point average or higher in each semester preceding the first semester in which the member will serve on the Board of Directors;
- e. Not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to another serving member of the Board of Directors; and
- f. Not plan to be, or currently be employed by, the Sheridan Student Union in any other capacity than as a member of the Board of Directors during their term of office, and not have been terminated from employment with Sheridan Student Union for cause (i.e. breach of any SSUI policy) at any time;
  - i. Current employees of the SSU, from the date of their confirmation on the Official Candidates List must terminate or take a Leave of Absence from their employment with the SSU until they vacate their seat on, resign from, or conclude their term on, the Board of Directors.

## 5.4 Duties of Directors

### Directors shall:

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

## 5.5 Term in Office

- a. Directors will hold a one-year term of office, commencing May 1st, following their election and ratification, and concluding on April 30th of the following year.
- b. Directors either appointed by the Board, or elected in a by-election, as per [Sections 5.6\(c\), 5.6\(d\), 5.6\(e\), and 5.6\(f\)](#), shall continue in office until their term has concluded, as outlined in [Section 5.5\(a\)](#), or they deliver a written notice of resignation to the Chairperson of the Board.

## 5.6 Resignations and Vacancies

- a. All resignations of Directors shall be made in writing and delivered to the Chairperson, **or President and CRO if no Chairperson has been chosen yet**. Upon receipt of this resignation the Director will be considered to have vacated their office, effective immediately. If the Chairperson of the Board wishes to resign, they shall provide their written resignation to the Vice-Chairperson, and will be considered to have vacated their office, effective immediately.
- b. The office of a Director shall be automatically vacated effective immediately upon any of the following events:
  - i. The Director delivers a written resignation, as outlined in [Section 5.6\(a\)](#);
  - ii. ~~The Director is absent from three (3) scheduled Meetings of the Board during their term in office. There is no differentiation between excusable and inexcusable absences;~~ The Director is absent from one quarter (1/4) of the scheduled Meetings of the Board in a given semester. Should one quarter (1/4) of scheduled Meetings not be a whole number, the number will be rounded up to the nearest whole number. Should a Director commence their term partway through a semester, the previous scheduled Meetings for that semester will not count as absences. An absence for a Director can be excused by special resolution of the Board, at the request of the Director, and will not count as an absence for the semester;
  - iii. The Director fails or refuses to sign the Statement of Office and/or Confidentiality agreement;
  - iv. The Director commences legal action against the Corporation;
  - v. The Director becomes employed by, or associated with, the auditors of the Corporation;
  - vi. The Director fails to attend a mandatory training session, or retreat, without prior written notice to the Secretary, or a valid reason subsequently accepted by the Chairperson;
  - vii. The Director ceases to meet the qualifications required to be a Director as outlined in [Section 5.3](#) at the time of their appointment;
  - viii. The Director is removed from office by a unanimous vote of the Directors present, with the exception of the Director in question;
  - ix. The Director's removal is requested by a petition signed by one-hundred fifty (150) members. Upon receipt of the petition, the Board will hold a Special General Meeting to consider the removal of the Director. The Director will be removed from office upon a motion in favour of such removal being passed by ordinary resolution at the Meeting;
  - x. The Director is found to be of unsound mind by a qualified physician;
  - xi. The Director has, or attains, the status of bankrupt; or
  - xii. The Director dies.
- c. Should a vacancy arise in the office of a Director on or before October 1st, the vacancy shall be filled through an appointment of an unsuccessful candidate in the previous General Election.
  - i. The unsuccessful candidate for the seat appointment shall be from the same constituency and shall be made in the order of the largest number of votes received by the Candidate in the previous General Election.
- d. Should a vacancy arise in the office of a Director after October 1st or if a seat remains vacant as per [Section 5.6\(c\)](#), the Corporation shall call a by-election to fill such vacancy.

- i. If a by-election has already occurred before January 1st within the Academic Year, it is at the discretion of the Board to call a by-election.
- e. If a vacancy in the office of a Director should occur during the Financial Year, provided a quorum remains in office, as outlined in [Section 5.10\(c\)](#), the Board may appoint a Director to fill the vacancy under the terms of [Section 5.5\(b\)](#).
- f. Should the vacancy in the office of a Director occur following an election or by-election, the incumbent Directors shall continue in office until their successors are elected, selected, or until the incumbent Directors deliver their written resignation to the Chairperson.
- g. A Director who is removed from office, or who resigns from office, shall be considered to have vacated office when their resignation is accepted, or immediately following their removal from office.
- h. In the event that all Director positions are vacated, the individuals who are in fact managing the affairs of the Corporation will be deemed to be Directors, until such time as an election is held to fill the vacancies, which shall occur as soon as possible.

## 5.7 Remuneration and Honoraria

- a. A Director will be reimbursed for reasonable expenses incurred by the Director in the performance of their duties, and shall be entitled to honoraria and benefits as deemed appropriate through Board Policies. Any such changes to remuneration must be ratified at a General Meeting.
- a. A Director will receive a base honorarium of \$500 per Academic term, to be paid in two (2) installments each Academic Term, subject to applicable deductions, and one (1) additional honorarium of \$900, or \$300 per serving Academic Term, subject to applicable deductions, to be paid after the Director's term has completed.
  - i. Base honorarium will be pro-rated to reflect attendance to Meetings of the Board and General Meetings.
  - ii. The additional honorarium will be based on the amount of served Academic Terms and will be decided on by review from the Board Honoraria Review Committee, as outlined in Bylaw [Section 5.7\(c\)](#).
- b. The ex-officio members of the board will collectively determine final honorarium amount, per Director, at the end of the Director's term.
  - i. These designated members will create the Board Honoraria Review Committee near the end of the final Academic Term for serving Directors, date of creation to be determined by the Board Chairperson, and will cease operation upon completion of review of each Director, unless otherwise instructed by the Board Chairperson.
  - ii. Members of this committee may consult with SSU staff, as necessary, to help assess level of participation for each Director.
  - iii. Final decision for each Director will be decided by way of a majority vote.
  - iv. There are only three levels for which each committee member may vote, per Director. They are:
    - a. Minimal to No Engagement - No additional honorarium.
    - b. Moderate to Fair Engagement - 50% of available honorarium.
    - c. Significant Engagement - 100% of available honorarium.
  - v. Members of this committee will get one (1) vote for each Director, and only one (1) vote per Director's review.
  - vi. President of the SSU is deemed to be in conflict of interest and will abstain from voting except solely in the case of a tie during a Director's review, and will then only act as tie-breaker.
  - vii. Additional members may be appointed to this committee by the President as deemed necessary, but the Board Chairperson must be informed before the newly assigned members are granted voting rights. Should the Board Chairperson decide that a potential additional member is unsuitable for the committee, the Board will decide appointment by ordinary resolution during a Meeting of the Board before the committee's next meeting.



- c. All Directors will be reviewed by the Board Honoraria Review Committee based on the Director's level of engagement with the Sheridan community and the SSU based on the following criteria:
- i. Attend all Board Meetings, as mandated by all relevant clauses in Bylaw [Sections 5.4](#) and [5.10](#).
    - a. Absences will affect pro-rating on base honorarium, as outlined in Bylaw [Section 5.7\(b\)](#), and will impact the review conducted by the Board Honoraria Review Committee.
  - ii. Actively participate in Board Meetings.
    - a. Participate in all votes while present, or express abstention from a vote if required.
    - b. Participate in discussions and share feedback when possible.
  - iii. Hold Office Hours; a minimum of 2 hours per month.
    - a. Office hours may be held alongside other Directors, ex-officio members of the board, or members of the executive team of the SSU as requested.
    - b. Office hours will be advertised through SSU communications, when reasonably possible, to help facilitate meetings with students.
  - iv. Review and familiarize yourself with all submitted documents before each meeting of the board, as required.
  - v. Attend, participate in, or otherwise be involved with, at least one of the following:
    - a. Events facilitated by the SSU;
    - b. A club, or events hosted by a club;
    - c. SSU communications and promotions if requested; and
    - d. Other efforts towards community involvement.
  - vi. Join committees as they become available to the Board, when possible.
  - vii. Be a part of Elections promotions, information sessions, and communications; and
  - viii. Other duties and responsibilities as decided upon, or directed, by the Board.
- d. Any elected Director must serve on the Board for a minimum of 50% of the Academic Term to qualify for additional honoraria. Those serving less than 50% will not be entitled to additional honorarium.
- i. Percentage of the Academic Term will be decided in relation to the number of weeks served based on the Academic Schedule as laid out for the Academic Term by Sheridan College.
  - ii. If a Director serves for 51% or greater of an Academic Term, they are eligible to receive up to the full amount of additional honorarium, subject to the review process by the Board Honoraria Review Committee.
- e. Should any member voluntarily vacate their seat, or be involuntarily removed from office as outlined in Bylaw [Section 5.6](#), they immediately forfeit all rights to additional and future honoraria.
- f. No Director may make a decision, or amend any governing document, regarding the amount or payment of their honorarium, or remuneration from applicable SSU policies.

## 5.8 Chairperson and Vice-Chairperson of the Board

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

## 5.9 Training and Integration

- a. Director training will be assigned after the conclusion of the general elections, or byelections, by the ~~current Board Chairperson President or~~ and CRO ~~if no current acting Board Chairperson~~.
  - i. All training, as outlined in the Board Policies, is mandatory for all elected candidates, no exceptions.
  - ii. Failure to complete training within fifteen (15) business days of official start date will result in the Director immediately vacating their seat.
  - iii. Failure to complete all required legal documents within fifteen (15) business days of Official Election Results will result in the director immediately vacating their seat.
- b. All ~~additional~~ training, as assigned by ~~Board Chairperson the President~~ and CRO ~~if no current acting Board Chairperson~~, is considered mandatory within the first fifteen (15) business after official start date. Failure to complete or attend will result in the Director immediately vacating their seat.
- c. Extensions to deadlines outlined in Bylaw [Section 5.9\(a\)\(ii\)](#) and [Section 5.9\(b\)](#) may be granted at the discretion of the ~~Board Chairperson President, or CRO if no current acting Board Chairperson~~. Extensions cannot exceed ten (10) business days beyond the original fifteen (15) business days, no exceptions.
- d. Any Director appointed to their position by the Board, under Bylaw [Sections 5.6\(c\), 5.6\(d\), 5.6\(e\), and 5.6\(f\)](#), is considered to be newly elected for the purposes of training.
- e. ~~Directors may request additional training any time during their term, and additional training may be assigned by the President or CRO throughout the Director's term. Training must adhere to the following conditions:~~
  - i. ~~Training requested by directors must be passed by ordinary resolution, and specify for which directors the training is requested;~~
  - ii. ~~Training assigned by the President or CRO may also give a deadline for completion by the Directors with deadlines being no less than ten (10) business days and no greater than twenty (20) business days from the date assigned; and~~
  - iii. ~~All costs for training as part of onboarding, as assigned, or as otherwise requested, shall not exceed the amount attributed to Board Training in the Annual Budget.~~

## 5.10 Meetings of the Board

- a. Meetings of the Board shall be held at least once per calendar month.
  - i. The Chairperson, or any two (2) Directors may, upon no less than three (3) business days' notice in writing to all Directors, call a Meeting of the Board.
  - ii. Any Director, or ex-officio member, may request that an item of business be included in the agenda for such Meeting by submitting it to the Secretary and Chairperson not less than two (2) business days before the date set for the Meeting.
  - iii. The Board Chairperson may, upon not less than forty-eight (48) hours' notice in writing, call an emergency Meeting of the Board if, in the judgment of the Board Chairperson, a matter must be dealt with by the Board prior to the next regularly scheduled Meeting of the Board.
  - iv. **The first Meeting of the Board in May, or the beginning of a new term for a newly elected board, shall be scheduled by the President and will be considered mandatory for all Directors, following all rules for absences as outlined in [Bylaw 5.6](#).**
  - v. **Meetings of the Board will be scheduled at the last meeting of each semester, or first meeting for the term of the directors, for the entirety of the proceeding semester. This will be passed by ordinary resolution and decided by a regular vote by the Directors. Any change to this schedule must be made by ordinary resolution. Additional or Emergency Meetings called outside the scheduled Meetings of the Board and not officially scheduled by ordinary resolution, as outlined in [Bylaw 5.10\(a\)\(i\) and \(iii\)](#) are not deemed to be changes to the schedule and therefore will not count as absences if a Director is unable to attend.**
- b. No error or accidental omission in giving notice of any Meeting shall invalidate such Meeting or make void any proceedings taken at such Meetings.
- c. Quorum for Meetings of the Board shall be two-thirds (2/3) of the current-serving Directors. In the instance that quorum is not a whole number, it will always be rounded up to the nearest whole number.
- d. Meetings of the Board will be held in person, provided that Directors may attend by teleconference if unable to personally attend, up to limitation specified in [Section 5.10\(g\)](#).
- e. Except where otherwise set forth by the Chairperson, or within these Bylaws, the Directors shall employ the Policies and procedures set out in the current edition of Robert's Rules of Order. Directors must be professional and considerate at Meetings of the Board.
- f. A Director may participate in a Meeting of the Board by telephonic or electronic means, so long as all persons participating in the Meeting are able to communicate simultaneously. A Director participating in such a Meeting by these means is deemed to be present at a Meeting. The Director must seek the Chairperson's approval, and receive it in writing 24 hours prior to the Meeting. An approved telephonic or electronic Meeting does not impact the pro-rating of the honorarium of the Director.
  - i. Requests for teleconference made within less than twenty-four (24) hours' notice, may be accommodated, if possible, at the discretion of the Board.
- g. **~~Each Director will be limited to three (3) approved teleconference Meetings. Any additional teleconference Meetings constitute an absence, subject to [Section 5.6\(b\)\(ii\)](#), unless the Board authorizes additional teleconference participation in recognition of certain academic or personal circumstances. Any Director may participate in a Meeting of the Board by teleconference, at the discretion of the Board. Unapproved attendance by teleconference will count as an absence,~~**

**unless the Board approves this attendance by ordinary resolution at said Meeting.**

- h. The Board may, by ordinary resolution ~~following a request by a Director~~, grant a leave of absence to the Director ~~for a maximum of two (2) Meetings~~, once per term in office. ~~This approved leave of absence will not affect the pro-rating for unattended Meetings~~. The resolution must specify the duration of the leave of absence and include the specific dates of scheduled Meetings, if possible.
  - i. ~~Unscheduled Meetings of the Board that take place during the leave of absence will not count as absences for the Director.~~**
  - ii. ~~The leave of absence may be extended for the Director through a special resolution by the Board. This resolution must be passed before the end of the first Meeting of the Board after the leave of absence has ended.~~****
- i. The President, General Manager, or any Director may elect to invite a guest to a Meeting to present material relevant to the agenda.**
- j. Each Director shall have one (1) vote on matters coming before the Board. Questions arising at a Meeting of the Board shall be decided by special resolution.**
- k. Votes shall be taken by a show of hands, unless a Director requests that voting be done by secret ballot. In the case of a tie, the Chairperson's vote will count as the tie-breaker. The Chairperson of the Board must declare that the resolution has been carried or defeated, and the number of votes cast for and against the matter, and any abstentions, all of which will be noted in the minutes.**
- l. In lieu of a Meeting, a resolution in writing signed by all of the Directors entitled to vote on that resolution at a Meeting is as valid as if it had been passed at a Meeting.**

## **5.11 Continuity**

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

## **5.12 Confidentiality**

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

## **5.13 Director Discipline**

- a. Directors may be disciplined for the following reasons:**
  - i. Failure to perform duties as outlined in the Bylaws, Policies, or the Statement of Office;**
  - ii. Failure to attend Meetings of the Board;**
  - iii. Failure to attend Committee Meetings of which the Director is a member;**
  - iv. Failure to attend Meetings of Sheridan College bodies or Committees of which the Director is a member;**
  - v. Theft, fraud, or embezzlement;**
  - vi. Failure to disclose a Conflict of Interest;**
  - vii. Breach of Confidentiality;**
  - viii. Misuse of Corporation property as determined by the President; or**
  - ix. Refusal to sign the Statement of Office.**
- b. The Board may vote by ordinary resolution to take disciplinary action against a Director, with the exception of the Director in question, including a verbal warning, a letter of censure or reprimand.**
- c. Notice of a motion to discipline the Chairperson, or Vice-Chairperson of the Board must be given to all Directors of the Board at the Meeting preceding when the discipline is to be debated. Such notice shall set out the particulars of the alleged grounds for discipline.**
- d. The Director accused shall be entitled to submit a written response to the notice of motion to the Chairperson prior to the Meeting in which the motion will be debated. This response will be available to all Directors of the Board prior to the Meeting. Additionally, the Director shall be given a reasonable opportunity at such Meeting to respond to the allegations before the motion is put to a vote.**
- e. All debate on a motion regarding discipline, but not including the response of the Director to the allegations, shall be in-camera.**
- f. A motion to impose disciplinary measures shall be accompanied by a statement of reasons, which shall be recorded in the minutes of the Meeting.**

# BYLAW VI - EXECUTIVE OFFICERS

## 6.1 Officers

- a. The five (5) Executive Officers of the Corporation shall be the following:
  - i. The President, who shall serve as the Chief Executive Officer;
  - ii. The General Manager, who shall serve as the Treasurer;
  - iii. The Chairperson of the Board, who shall serve as the Chief Governance Officer;
  - iv. The Vice-Chairperson of the Board; and
  - v. The ~~Administrative Support Officer~~ **Executive Coordinator**, who shall serve as the Secretary of the Board.

## 6.2 President

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

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

- f. With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President may not cause or allow jeopardy to fiscal integrity or public image. The President will not:**
- i. Change the President's own compensation or benefits, except as those benefits are consistent with a package for all full-time employees;**
  - ii. Establish current compensation or benefits that deviate materially from the geographic or professional market for the skills employed; or**
  - iii. Create obligations over a longer term than revenue can be reasonably projected.**
- g. With respect to the actual, ongoing financial condition and activities, the President may not cause, or allow, the development of fiscal jeopardy, or a material deviation of actual expenditures from Board priorities established in the Bylaws or Policies that the Board may determine. The President may not:**
- i. Expend more funds from the SSUI Operating Fund than are collected from students, and that are budgeted to be expended in that fiscal year;**
  - ii. Use any long-term reserves other than as per the Executive Limitations Policy;**
  - iii. Conduct inter-fund shifting in amounts greater than can be restored to a condition of discrete fund balances by the end of the fiscal year;**
  - iv. Allow payroll or debts to be handled in an untimely manner;**
  - v. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed;**
  - vi. Make a single purchase or commitment of greater than \$25,000. Splitting orders to avoid this limit is not acceptable; or**
  - vii. Acquire, encumber, or dispose of real estate.**
- h. The President shall not cause or allow financial planning for any fiscal year, or the remaining part of any fiscal year, to:**
- i. Deviate materially from Board Ends priorities;**
  - ii. Risk financial jeopardy; or**
  - iii. Fail to be derived from a multi-year plan.**



- i. The President will not allow budgeting to:**
  - i. Risk incurring those situations or conditions described as unacceptable in [Section 6.2\(g\)](#) of these Bylaws;**
  - ii. Omit:**
    - a. Credible projections of revenues and expenses;**
    - b. Separation of capital and operational items;**
    - c. Cash flow analysis;**
    - d. Disclosure of planning assumptions; or**
    - e. A sufficient level of detail.**
  - iii. Be presented to the Board without review by, and endorsement of, the Audit and Finance Committee; or**
  - iv. Be presented to the Board later than June 30th of each fiscal year, with at least five (5) business days for consideration.**
- j. The President may not allow corporate assets to be unprotected, inadequately maintained, or unnecessarily risked. The President will not:**
  - i. Allow the Corporation, its Board Members, staff, and volunteers to be uninsured against theft, fire, and casualty losses to a prudent replacement value, and against liability losses;**
  - ii. Subject facilities and equipment to improper ‘wear and tear’ or insufficient maintenance;**
  - iii. Unnecessarily expose the Corporation, its Board Members, staff, and volunteers to claims of liability;**
  - iv. Receive, process, or disburse funds under controls that are insufficient to meet the Board-appointed auditor’s standards;**
  - v. Make any purchase wherein normally prudent protection has been given against conflict of interest, or without comparing prices and quality;**
  - vi. Allow intellectual property, information, or files to be exposed to loss, improper access, or significant damage, or operate without maintaining records in accordance with a records retention schedule approved by legal counsel;**
  - vii. Invest or hold operating capital in insecure instruments, including uninsured chequing accounts, bonds of less than R-3 rating, or in non-interest-bearing accounts, except where necessary to facilitate ease in operational transactions;**
  - viii. Endanger the Corporation’s public image, credibility, or its ability to accomplish Ends;**
  - ix. Change the Corporation’s name, or substantially alter its identity in the community; or**
  - x. Compromise the independence of the Board’s audit, or other external monitoring.**

- k. The President may not permit the Board to be uninformed, or unsupported, in its work. The President may not:**
- i. Neglect to submit monitoring data required by the Board in a timely, accurate, and understandable fashion, directly addressing provisions of the Board Policies being monitored, and including the President's interpretations consistent with Board Policies, as well as relevant data;**
  - ii. Let the Board be unaware of any significant incidental information, including anticipated adverse media coverage, threatened or pending lawsuits, and material internal and external changes to the Corporation;**
  - iii. Allow the Board to be unaware that, in the President's opinion, the Board is not in compliance with its own Policies, particularly in the case of Board behaviour which is detrimental to the work relationship between the President and the Board;**
  - iv. Allow the Board to be without decision information required periodically by the Board, or let the Board be unaware of relevant trends;**
  - v. Present information in unnecessarily complex or lengthy form, or in a form that fails to differentiate among information of three types:**
    - a. Monitoring;**
    - b. Decision-making; or**
    - c. Other.**
  - vi. Allow the Board to be without a workable mechanism for official Board, Officer or Committee communications;**
  - vii. Favour or privilege certain Directors over others, except when:**
    - a. Fulfilling individual requests for information; or**
    - b. Responding to Officers or Committees duly charged by the Board.**
  - viii. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Bylaws, regardless of the Board's monitoring schedule.**
- l. In order to protect the Board from the sudden loss of President services, the President shall not permit:**
- i. There to be no less than ~~two (2)~~ one (1) Vice-Presidents and the Executive Coordinator to be sufficiently familiar with Board and President issues; or**
  - ii. Procedures to enable either to take over with reasonable proficiency as an interim successor.**

m. President remuneration will be ~~decided during the month of February after a review of monitoring reports received in the previous year.~~ aligned with the standards, policies, and procedures associated with full-time staff of the SSU, with the following additional considerations:

- i. The President will be hired at the base salary for their position;
- ii. After a successful first year evaluation, the President's salary will increase to the year one progression target for their annual salary adjustment; and
- iii. Subsequent years' salary adjustments will proceed according to standard progression targets.

## **6.3 General Manager**

- a. The General Manager shall be appointed by the President, under the advisement of the Board Hiring Committee, who shall be the Treasurer of the Corporation, and shall have the following responsibilities:**
  - i. Serve as custodian of the seal of the Corporation, and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation;**
  - ii. Oversight over the Letters of Incorporation and Letters Patent of the Corporation;**
  - iii. Manage the Full-Time staff members of the Corporation;**
  - iv. Serve as a signing officer of the Corporation;**
  - v. Hire staff as may be necessary to operate the Corporation;**
  - vi. Sit ex-officio as a representative of the Corporation on the Board of Directors;**
  - vii. Sit on other Sheridan College Committees as approved by the President, who subsequently advises the Board;**
  - viii. Have the right to attend and speak at all Board Committee Meetings, with the exception of the General Manager Hiring Committee and the President Hiring Committee;**
  - ix. Represent the Corporation at Meetings of organizations or groups of which the Corporation is a member; and**
  - x. Perform other duties as outlined in the Bylaws, Policies, or that the Board may assign.**
- b. The General Manager shall report to the President. Under the direction of the Board, the General Manager may have an independent reporting relationship through the Board, providing counsel, as requested, on issues which may arise.**
- c. The General Manager and/or other officer(s), agents or employees as may be appointed by the Board, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall cause all moneys or other valuable effects to be deposited in the name and to the credit of the Corporation in such banks as designated by the Board.**
- d. The General Manager, and other officer(s), agents or employees as may be appointed by the Board, shall disburse the funds of the Corporation under the direction of the Board and the President, taking proper vouchers therefore, and shall render to the Board an account of all financial transactions of, and the financial position of the Corporation as required by the Board.**

## 6.4 Chairperson of the Board

- a. The Chairperson of the Board, an empowered Member of the Board appointed as per [Section 5.8\(a\)](#) of these Bylaws, assumes the following responsibilities, in addition to their duties as a Director specified in [Section 5.4](#) of these Bylaws:
  - i. Assure the integrity of the Board, and its process;
  - ii. Represent the Board to outside parties;
  - iii. Convene and Chair all Meetings of the Board;
  - iv. Ensure that Directors are able to perform duties, as per [Section 5.10\(b\)](#) of these Bylaws;
  - v. Chair the General Meetings of the Corporation, as per [Section 4.5\(a\)](#) of these Bylaws; and
  - vi. Perform other duties as outlined in these Bylaws, Policies, or that the Board may determine.
  
- b. The assigned result of the Chairperson of the Board's position is that the Board behaves consistently with its own rules, and these Bylaws, and any rules legitimately imposed upon it from outside the Corporation. In doing so, the Chairperson is required to:
  - i. Ensure that Meeting discussion content will ordinarily only be those issues, which according to Board policy, clearly belong to the Board to decide or monitor;
  - ii. Ensure deliberation will be fair, open, and thorough, but remain timely, orderly, and kept to the point; and
  - iii. Ensure information that is for neither monitoring performance nor Board decisions will be avoided or minimized, and always noted as such within the minutes of the Corporation.
  
- c. The Chairperson is authorized to use any reasonable interpretation of the provisions in these Policies. It should also be noted that:
  - i. The Board Chairperson is empowered to Chair Board Meetings with all the commonly accepted powers of that position (e.g., ruling, recognizing, etc.);
  - ii. The Board Chairperson has no authority to make decisions about Policies created by the Board within Ends and Executive Limitations areas. Therefore, they have no authority to supervise, or direct, the President;
  - iii. The Board Chairperson may represent the Board to outside parties in announcing Board-stated positions, within areas delegated to them; and
  - iv. The Board Chairperson may delegate this authority, but will remain accountable for its use.

## **6.5 Secretary of the Board**

- a. The Secretary of the Board is an officer whose purpose is to ensure the integrity of the Board documents. Therefore, the Secretary has the following responsibilities:**
  - i. Ensure that the Board's documents accurately represent the decisions of the Board;**
  - ii. Provide documents to the Board in a timely manner;**
  - iii. Ensure that all Board documents and filings are accurate and timely. These documents include:**
    - a. Bylaws of the Corporation;**
    - b. Minutes of Meetings of the Board, Committees, and General Meetings;**
    - c. Monitoring reports, including audits and budget reports;**
    - d. Board attendance records; and**
    - e. Any other documents that the Board may require.**
  - iv. Ensuring that Board Members have documents required to make decisions at each Meeting, which may include access to the Board SharePoint if applicable;**
  - v. Ensuring that updates of any and all documents will be distributed before each Meeting of the Board;**
  - vi. Ensuring that minutes taken at a Meeting of the Board are handled as follows:**
    - a. Minutes will be taken at all Meetings of the Board;**
    - b. Proceedings are transcribed;**
    - c. Minutes will be sent to the entire Board for review and feedback;**
    - d. Approved minutes will be signed by the Board Chairperson and Secretary;**
    - e. Signed minutes will be uploaded to the website and SharePoint, and the original copy will be placed in the official Board file, available for auditors.**
  - vii. Ensuring that the Board regularly reviews and clarifies expectations regarding format, level of detail, and timeliness for the preparation of Board documents;**
  - viii. Perform other duties as outlined in these Bylaws, Policies, or that the Board may determine.**
- b. The authority of the Secretary is access to, and control over, Board Meeting Minutes, Bylaws and Governance Policies.**

## **6.6 Duties**

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

## 6.7 Election of Officers

- a. The President will be hired in accordance with the President hiring policy developed by the Board of Directors and stewarded by the SSUI Human Resources department.
- b. The General Manager will be hired in accordance with the General Manager hiring policy developed by the Board of Directors and stewarded by the SSUI Human Resources department.
- c. The Secretary of the Board shall be **the SSUI Executive Coordinator, who is** hired by the President in accordance with the SSU hiring policy developed and stewarded by the SSUI Human Resources department. **If no Executive Coordinator has been hired, this should be treated as a vacancy, following [Bylaw 6.9\(c\)](#), until an Executive Coordinator can be hired.**
- d. The Chairperson of the Board shall be elected as described in [Section 5.8\(a\)](#) of these Bylaws.
  - i. The term of the Chairperson of the Board will be the same as that of a Director, and shall expire upon the end of the fiscal year.
- e. The Vice-Chairperson of the Board shall be elected as described in [Section 5.8\(b\)](#) of these Bylaws.
  - i. The term of the Vice-Chairperson of the Board will be the same as that of a Director and shall expire upon the end of the fiscal year.

## 6.8 Removal of Officers

- a. A President may be removed:
  - i. By a petition from the membership of no less than 150 members, requiring a vote by the Board of Directors within ten (10) days that must pass by special resolution.
  - ii. ~~Or~~ **By** a unanimous vote by the Board of Directors.
- b. A General Manager may be removed:
  - i. By a recommendation from the President followed by a special resolution by the Board of Directors.
- c. The Chairperson of the Board shall hold office until they resign, has completed their term and are replaced by an incoming officer, or are removed by the Board as specified in [Section 5.8\(a\)](#) of these Bylaws.
- d. The Vice-Chairperson of the Board shall hold office until they resign, has completed their term and are replaced by an incoming officer, or are removed by the Board in a manner equivalent to the removal of the Chairperson, which is specified in [Section 5.8\(a\)](#) of these Bylaws.
- e. The Secretary of the Board shall hold office until they resign **as Executive Coordinator**, or are terminated by the President and are replaced by an incoming officer.

## 6.9 Vacancies of Officers

- a. In the event of a vacancy in the Office of the President, the Board of Directors ~~may~~ **must** appoint a Vice-President to serve in the capacity of President ~~for a period no longer than six (6) months within one (1) month of the vacancy, and must hire to fill the vacancy within four (4) months. This appointment will be passed by ordinary resolution of the board and hiring will follow the procedure in [Bylaw 6.7\(a\)](#).~~
- b. In the event of a vacancy in the General Manager role, the President ~~may~~ **must** recommend a Senior Manager to fill ~~filling the position with a Senior Manager for a period no longer than six (6) months with a majority vote of the Board of Directors role within one (1) month of the vacancy, and hire to fill the vacancy within four (4) months. This appointment will be passed as an ordinary resolution of the board and hiring will follow the procedure in [Bylaw 6.7\(b\)](#).~~
- c. In the event of a vacancy in the Secretary role, the President ~~may recommend filling the position with an SSU Staff member for a period of no longer than six (6) months~~ **must** appoint another SSUI Staff Member or SSUI Board Member to act in the role within two (2) weeks of the vacancy. This appointment requires no resolution by the Board and hiring will follow the procedure in [Bylaw 6.7\(c\)](#).
- d. In the event of a vacancy in the office of Chairperson of the Board, the Vice-Chairperson will serve in the role of Chairperson for the remainder of their term in office.
- e. In the event of a vacancy in the office of Vice-Chairperson of the Board, the Board will be required to appoint a Director to serve as Vice-Chairperson of the Board, as outlined in [Section 5.9\(b\)](#) of these Bylaws.



# **BYLAW VII - COMMITTEES**

## **7.1 Committee Formation**

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

## 7.2 Committee Purpose and Principles

- a. Board Committees, when used, will be assigned to help the Board do its job, to reinforce the wholeness of the Board's job, and so as never to interfere with delegation from Board to President.
- b. Board Committees will be used sparingly, only when all other reasonable methods of carrying out the Corporation's business have been considered ineffective.
- c. Board Committees are to help the Board do its job, not to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board Committees will normally not have direct dealings with current staff operations.
- d. Board Committees may not speak or act for the Board, except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President.
- e. Board Committees cannot exercise authority over staff. The President works for the full Board, and will therefore not be required to obtain approval of a Board Committee before an executive action.
- f. Board Committees are to avoid over-identification with organizational parts rather than the whole. Therefore, a Board Committee, which has helped the Board create policy on some topic, will not be used to monitor organizational performance on that same subject. The Board retains responsibility and authority to monitor organizational performance on said subject.
- g. This Section, 7.2, applies to any group that is formed by Board action, whether or not it is called a Committee, and regardless of whether the group includes Directors. It does not apply to Committees or group formed under the authority of the President.

## 7.3 Committee Dissolution

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

## 7.4 Committee Reporting

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

## 7.5 Audit & Finance Committee

a. ~~The Audit & Finance Committee shall be responsible for the following~~

The SSUI Finance Review & Audit Committee shall:

- ~~i. Specification of scope of audit prior to outside audit, by no later than January 31st of each year;~~  
Review all financial and fiscal reports to be submitted to the Board each quarter;
- ~~ii. Ensuring that a fully qualified external auditor conducts a competent audit annually, covering all normal audit topics and all Policies determined by the Board to be monitored by external means, with audit results communicated to the Board no later than September 30th of each year; and~~  
Review and assess financial reserves and organizational financial strategies;
- ~~iii. Conducting direct monitoring of Sections 6.2(g), 6.2(h), 6.2(i), and 6.2(j) of these Bylaws, according to the monitoring schedule specified in the Board Staff Relationship policy, namely Monitoring Executive Performance (BSR #2d).~~  
Review all fee setting recommendations from the President, the Treasurer, the SSU Finance team, and the Ancillary Fee Advisory Committee;
- iv. Review and give feedback on the Annual Budget as created by the Treasurer, the President, and the SSU Finance team;
- v. Ensure that a fully qualified, external auditor conducts a competent audit annually, covering all normal audit topics and all Policies determined by the Board to be monitored by external means, with audit results communicated to the Board no later than September 30th of each year;
- vi. Review the auditor's report, as presented, to ensure compliance with [Bylaw 6.2](#), referred to as the Executive Limitations Policies;
- vii. Record minutes for each meeting of this committee to be reported and submitted in the minutes of the next scheduled Board Meeting;
- viii. Hold meetings of this committee at least once per month, with the next meeting date to be decided at each meeting; and
- ix. Present all findings, records, and feedback from all above listed reviews alongside the President, the Treasurer, and the SSU Finance team to the Board in a timely manner to ensure all Directors are aware of the committee's findings.

- b. ~~The Audit & Finance Committee possesses authority of up to \$25,000 direct charges, and 100 hours of staff time, which it may not exceed.~~**  
The committee, in selecting an auditor, may not exceed the total cost allotted in the Annual Budget, with an Auditor being recommended and selected by the Board by ordinary resolution no later than April 30th of each calendar year, with the selected Auditor being ratified at the Annual General Meeting in the following fiscal year.
- c. ~~Membership of the Audit & Finance Committee shall consist of at least three (3) Directors. Additionally, the President, the Treasurer, or a designate shall be available to provide advice or resources to this Committee.~~**  
The committee shall be established no later than June 30th of each calendar year to ensure consistent reporting and monitoring of finances, and will cease at the end of each Fiscal Year.
- d. Membership of the committee shall consist of a minimum of three (3) Directors and shall be selected by ordinary resolution. Members may be added or removed at any time by ordinary resolution of the Board, so long as the minimum number of Directors is always maintained.**
- e. The President, the Treasurer, the SSU Finance Team, and/or a designate shall be available to provide advice or resources at all committee meetings. Others may be requested to consult with the committee as needed.**

# BYLAW VIII - FINANCES

## 8.1 Fiscal Year

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

## 8.2 Budget

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

## 8.3 Financial Statements

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

## 8.4 Auditor

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

## 8.5 Books and Records

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

## 8.6 Ancillary Fees

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

## 8.7 Collections and Use of Monies

- a. The Corporation may collect monies, in addition to the Membership Fees, through business enterprises, and any other means as approved by the Board.
- b. All monies collected by the Corporation, or on its behalf, must be deposited, in the Corporation's name, in a financial institution approved by the Board. Additionally, all deposits must comply with conditions outlined within [Section 6.2\(j\)](#) of these Bylaws.
- c. All deposits into Funds, use of monies within a Fund, and withdrawals from Funds as outlined within the Executive Limitations Policy (EL #2d Appendix A), shall comply with the guidelines laid out within the Policies.

## 8.8 Borrowing

The Board of the Corporation may:

- a. Borrow money; issue, sell or pledge securities; charge, mortgage, hypothecate, or pledge all or any of its real or personal property, including book debts, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other of its obligations or liabilities, and guarantee the repayment of the debts, obligations and liabilities of anybody corporate; however,
- b. Shall not borrow any sum of money, or enter into any contract or commitment, imposing financial liability upon the Corporation, if such borrowings cannot be repaid, or if such financial liability cannot be discharged, out of the funds of the Corporation available at the time of such borrowing, or the entering into of such contract or commitment and its membership fees then due, or to become due within twelve (12) months thereafter, unless otherwise consented by the Board of Governors or agent of the Board of Governors of Sheridan College.

## 8.9 Execution of Documents

- a. Contracts, documents or any instruments in writing require the signature of the Corporation and shall be signed by the President together with the General Manager, or by any two (2) Vice-Presidents.
- b. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

## 8.10 Power of Attorney

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

# **BYLAW IX - INDEMNITIES**

## **9.1 Directors and Officers**

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

## **9.2 Insurance**

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

# BYLAW X - ELECTIONS & REFERENDA

## 10.1 Scope

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

## 10.2 Eligibility

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

## 10.3 Administration of Elections

- a. The Chief Returning Officer shall be responsible for administering all elections and referenda undertaken pursuant to this [Bylaw X](#), as directed and overseen by the Board.
- b. In accordance with these Bylaws and Policies, the Board may create Policies regarding the administration of such elections and referenda identified in [Section 10.1](#) of these Bylaws.
- c. Elections for the Board of Directors shall provide an equal opportunity for Directors and members who are not Directors at the time of the election, to have notice of, and participate in the election.
- d. No member of the Board of Directors shall display any public interest in the campaign of any candidate or referendum decision.



## 10.4 Chief Returning Officer

- a. The Chief Returning Officer shall administer all elections and referenda of the Corporation on behalf of the Board.
- b. The Chief Returning Officer shall receive, investigate, and render decisions regarding complaints during elections and referenda, all in accordance with these Bylaws and Elections Policy.
- c. The Chief Returning Officer may designate Deputy Returning Officers to assist with administration of elections and referenda, all in accordance with these Bylaws and Elections Policy, but shall remain accountable for their actions.
- d. The Chief Returning Officer, and Deputy Returning Officers, if designated, shall:
  - i. ~~Recommend~~ **Decide** Election dates to the Board;
  - ii. Ensure publication of important information regarding elections and referenda;
  - iii. ~~Assist in the development of Recommend changes to Election Policies related to elections~~ and referenda;
  - iv. Ensure there is a valid code of conduct for candidates and other such guidelines pursuant to these Bylaws and policies for any given election or referendum;
  - v. ~~Make recommendations to the Board regarding Bylaw and Policy amendments related to elections and referenda; and~~
  - vi. Carry out elections-focused duties that the Board may prescribe.

## 10.5 Elections Appeals

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

## 10.6 Scope of Referenda

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

## **10.7 Referenda Questions**

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

## **10.8 Referenda Procedure**

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

## **10.9 Referenda Quorum**

- a. Quorum for referenda shall be fifteen-percent (15%) of the Membership.**

# **BYLAW XI - EXTERNAL STUDENT ASSOCIATION MEMBERSHIP**

## **11.1 Membership**

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

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

## **11.2 Termination of Membership**

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

# BYLAW XII - AMENDMENTS AND REVISIONS

## 12.1 Members' Authority

Members may amend or revise these Bylaws by Special Resolution at a General Meeting, as per the conditions set out in [Section 12.3](#) of these Bylaws.

## 12.2 Proposed Amendments from the Board

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

## 12.3 Proposed Amendments from the Membership

- a. Any Member wishing to propose amendments or revisions to these Bylaws must submit their proposal as outlined herein:
  - i. Members must submit a completed Bylaw Proposal Form, as provided in the Board Policies.
  - ii. Bylaw Proposal Forms are to be submitted for review before they can be brought to the Board or Membership for adoption or ratification.
  - iii. Bylaw Proposals must be submitted with names, student numbers, and signatures of no less than one-percent (1%) of the members of the organization.
- a. Bylaw Proposals will be reviewed by the following Board Members:
  - i. The current SSU President;
  - ii. The SSU General Manager;
  - iii. The Board Chairperson; and
  - iv. Any guest that is deemed necessary by the Board Chairperson.
- b. The review of Bylaw Proposals will be to ensure legality and viability of the proposal. The proposal will be considered unviable if the Bylaw Proposal:
  - i. Infringes upon the legal rights of any member within the SSU membership;
  - ii. Would legally compromise the corporation, its employees, or its members;
  - iii. Would create a situation that is not financially sustainable or for which a budget cannot be created;
  - iv. The proposal is unclear or poorly written and cannot be proposed to the membership in its current state; or
  - v. Does not have the required number of signatures from the membership.
- c. Bylaw Proposals that are found to be unviable may be resubmitted, after adjustments, to reassess viability. Resubmission will be treated as a new submission and will be granted no additional privileges or exceptions to any clause herein.
- d. Bylaw Proposals that are deemed viable after review will be submitted to the Board for the next possible Meeting of the Board, as outlined in [Bylaw Section 5.10](#), and may be adopted by the Board by special resolution, and, if passed, their amendments and revisions will take effect immediately.

- e. All viable Bylaw Proposals, whether adopted by the Board or not, will be presented at the next General Meeting for ratification by Membership.
  - i. Bylaw Proposals, and their relevant revisions and amendments, must pass by special resolution by Membership.
  - ii. Any Bylaw Proposal that is submitted for review more than ten (10) business days before a scheduled General Meeting, regardless of status of viability, will not be included on the Agenda for said General Meeting.
  - iii. Should the Membership fail to ratify a Bylaw Proposal that has been adopted by the Board, all adopted amendments and revisions will cease to have effect as of the date of the General Meeting.
  - iv. Should the Membership ratify amendments or revisions to these Bylaws that were adopted by the Board from a Bylaw Proposal, these amendments and/or revisions will remain in effect.

## 12.4 ~~Bylaw Review Policy Amendments~~

~~Once per year, the respective members of the Board, including Officers, will meet to go over all Board Policies and Bylaws. The purpose is to ensure that all key members of the SSUI are up to date on all Policies and are applying Policies appropriately.~~

- a. ~~All Policies established by the corporation may be amended at any time by the Board, excepting those which the Board would be in conflict, or as otherwise outlined within the Policies and these Bylaws. All amendments to Policies made by the board must be passed by ordinary resolution.~~
- b. ~~The President may amend all Policies established by the corporation, excepting those which the President would be in conflict, or as otherwise outlined within the Policies and these Bylaws. All amendments to Policies made by the President must be presented to the Board in a timely manner, but do not require a resolution.~~
- c. ~~Some employees within the corporation may amend Policies with the following conditions:~~
  - i. ~~The Club's Manager shall only amend the Clubs Policies;~~
  - ii. ~~The CRO shall only amend the Board Policies and Elections Policies;~~
  - iii. ~~All amendments must be approved by the President to be officially binding; and~~
  - iv. ~~The President must update the Board in a timely manner to any amendments they have approved.~~
- d. ~~The Board must be provided with the most accurate version of Policies upon request.~~

## 12.5 ~~Bylaw & Policy Review~~

~~Once per year, the respective members of the Board, including Officers, will meet to go over all Board Policies and Bylaws. The purpose is to ensure that all key members of the SSUI are up to date on all Policies and are applying Policies appropriately.~~

# ***APPENDIX: AMENDMENTS***

# Amendments Proposed at the 2021 Annual General Meeting: October 14th, 2021

SECTION/ITEM	PRE-AMENDMENT TEXT	AMENDED TEXT
5.2 (d)	The current SSUI Administrative Support Officer, ex-officio;	The current SSUI <del>Administrative Support Officer</del> <b>Executive Coordinator</b> , ex-officio;
5.6 (a)	All resignations of Directors shall be made in writing and delivered to the Chairperson. Upon receipt of this resignation the Director will be considered to have vacated their office, effective immediately. If the Chairperson of the Board wishes to resign, they shall provide their written resignation to the Vice-Chairperson, and will be considered to have vacated their office, effective immediately.	All resignations of Directors shall be made in writing and delivered to the Chairperson, <del>or President and CRO if no Chairperson has been chosen yet.</del> Upon receipt of this resignation the Director will be considered to have vacated their office, effective immediately. If the Chairperson of the Board wishes to resign, they shall provide their written resignation to the Vice-Chairperson, and will be considered to have vacated their office, effective immediately.
5.6 (b) (ii)	The Director is absent from three (3) scheduled Meetings of the Board during their term in office. There is no differentiation between excusable and inexcusable absences;	<del>The Director is absent from three (3) scheduled Meetings of the Board during their term in office. There is no differentiation between excusable and inexcusable absences;</del> The Director is absent from one quarter (1/4) of the scheduled Meetings of the Board in a given semester. Should one quarter (1/4) of scheduled Meetings not be a whole number, the number will be rounded up to the nearest whole number. Should a Director commence their term partway through a semester, the previous scheduled Meetings for that semester will not count as absences. An absence for a Director can be excused by special resolution of the Board, at the request of the Director, and will not count as an absence for the semester;
5.6 (b) (vii)	The Director ceases to meet the qualifications required to be a Director as outlined in Section 5.4 at the time of their appointment;	The Director ceases to meet the qualifications required to be a Director as outlined in <b>Section 5.3</b> at the time of their appointment;
5.9 (a)	Director training will be assigned after the conclusion of the general elections, or byelections, by the current Board Chairperson, or CRO if no current acting Chairperson.	Director training will be assigned after the conclusion of the general elections, or byelections, by the <del>current Board Chairperson</del> <b>President or and CRO if no current acting Board Chairperson.</b>



5.9 (a) (iii)	<i>N/A</i>	Failure to complete all required legal documents within fifteen (15) business days of Official Election Results will result in the director immediately vacating their seat.
5.9 (b)	All additional training, as assigned by Board Chairperson, or CRO if no current acting Board Chairperson, is considered mandatory within the first fifteen (15) business after official start date. Failure to complete or attend will result in the Director immediately vacating their seat.	All <del>additional</del> training, as assigned by <del>Board Chairperson</del> the President and CRO <del>if no current acting Board Chairperson</del> , is considered mandatory within the first fifteen (15) business after official start date. Failure to complete or attend will result in the Director immediately vacating their seat.
5.9 (c)	Extensions to deadlines outlined in Bylaw Section 5.9(a)(ii) and Section 5.9(b) may be granted at the discretion of the Board Chairperson, or CRO if no current acting Board Chairperson. Extensions cannot exceed ten (10) business days beyond the original fifteen (15) business days, no exceptions.	Extensions to deadlines outlined in Bylaw Section 5.9(a)(ii) and Section 5.9(b) may be granted at the discretion of the <del>Board Chairperson</del> President, or <del>CRO if no current acting Board Chairperson</del> . Extensions cannot exceed ten (10) business days beyond the original fifteen (15) business days, no exceptions.
5.9 (e)	<i>N/A</i>	Directors may request additional training any time during their term, and additional training may be assigned by the President or CRO throughout the Director's term. Training must adhere to the following conditions:
5.9 (e) (i)	<i>N/A</i>	Training requested by directors must be passed by ordinary resolution, and specify for which directors the training is requested;
5.9 (e) (ii)	<i>N/A</i>	Training assigned by the President or CRO may also give a deadline for completion by the Directors with deadlines being no less than ten (10) business days and no greater than twenty (20) business days from the date assigned; and
5.9 (e) (iii)	<i>N/A</i>	All costs for training as part of onboarding, as assigned, or as otherwise requested, shall not exceed the amount attributed to Board Training in the Annual Budget.
5.10 (a) (iv)	<i>N/A</i>	The first Meeting of the Board in May, or the beginning of a new term for a newly elected board, shall be scheduled by the President and will be considered mandatory for all Directors, following all rules for absences as outlined in Bylaw 5.6.

5.10 (a) (v)	<i>N/A</i>	Meetings of the Board will be scheduled at the last meeting of each semester, or first meeting for the term of the directors, for the entirety of the proceeding semester. This will be passed by ordinary resolution and decided by a regular vote by the Directors. Any change to this schedule must be made by ordinary resolution. Additional or Emergency Meetings called outside the scheduled Meetings of the Board and not officially scheduled by ordinary resolution, as outlined in Bylaw 5.10(a)(i) and (iii) are not deemed to be changes to the schedule and therefore will not count as absences if a Director is unable to attend.
5.10 (g)	Each Director will be limited to three (3) approved teleconference Meetings. Any additional teleconference Meetings constitute an absence, subject to Section 5.6(b)(ii), unless the Board authorizes additional teleconference participation in recognition of certain academic or personal circumstances.	<del>Each Director will be limited to three (3) approved teleconference Meetings. Any additional teleconference Meetings constitute an absence, subject to Section 5.6(b)(ii), unless the Board authorizes additional teleconference participation in recognition of certain academic or personal circumstances. Any Director may participate in a Meeting of the Board by teleconference, at the discretion of the Board. Unapproved attendance by teleconference will count as an absence, unless the Board approves this attendance by ordinary resolution at said Meeting.</del>
5.10 (h)	The Board may, by ordinary resolution following a request by a Director, grant a leave of absence to the Director for a maximum of two (2) Meetings, once per term in office. This approved leave of absence will not affect the pro-rating for unattended Meetings.	The Board may, by ordinary resolution <del>following a request by a Director</del> , grant a leave of absence to the Director <del>for a maximum of two (2) Meetings</del> , once per term in office. <del>This approved leave of absence will not affect the pro-rating for unattended Meetings.</del> The resolution must specify the duration of the leave of absence and include the specific dates of scheduled Meetings, if possible.
5.10 (h) (i)	<i>N/A</i>	Unscheduled Meetings of the Board that take place during the leave of absence will not count as absences for the Director.
5.10 (h) (ii)	<i>N/A</i>	The leave of absence may be extended for the Director through a special resolution by the Board. This resolution must be passed before the end of the first Meeting of the Board after the leave of absence has ended.

6.1 (a) (v)	The Administrative Support Officer, who shall serve as the Secretary of the Board.	The <del>Administrative Support Officer</del> <b>Executive Coordinator</b> , who shall serve as the Secretary of the Board.
6.2 (b)	The President shall be hired by the Corporation in accordance with the Board's Policies, and their position will be ratified at the Annual General Meeting, where applicable.	The President shall be hired, <b>or their contract renewed</b> , by the Corporation in accordance with the Board's Policies, and their position will be ratified at the Annual General Meeting, where applicable.
6.2 (l) (i)	There to be no less than two (2) Vice-Presidents sufficiently familiar with Board and President issues; or	There to be no less than <del>two (2)</del> <b>one (1)</b> Vice-Presidents <b>and the Executive Coordinator to be</b> sufficiently familiar with Board and President issues; or
6.2 (m)	President remuneration will be decided during the month of February after a review of monitoring reports received in the previous year.	President remuneration will be <del>decided during the month of February after a review of monitoring reports received in the previous year.</del> <b>aligned with the standards, policies, and procedures associated with full-time staff of the SSU, with the following additional considerations:</b>
6.2 (m) (i)	<i>N/A</i>	<b>The President will be hired at the base salary for their position;</b>
6.2 (m) (ii)	<i>N/A</i>	<b>After a successful first year evaluation, the President's salary will increase to the year one progression target for their annual salary adjustment; and</b>
6.2 (m) (iii)	<i>N/A</i>	<b>Subsequent years' salary adjustments will proceed according to standard progression targets.</b>
6.7 (c)	The Secretary of the Board shall be hired by the President in accordance with the SSU hiring policy developed and stewarded by the SSUI Human Resources department.	The Secretary of the Board shall be <b>the SSUI Executive Coordinator, who is</b> hired by the President in accordance with the SSU hiring policy developed and stewarded by the SSUI Human Resources department. <b>If no Executive Coordinator has been hired, this should be treated as a vacancy, following Bylaw 6.9(c), until an Executive Coordinator can be hired.</b>
6.8 (a) (ii)	Or a unanimous vote by the Board of Directors.	<del>Or</del> <b>By</b> a unanimous vote by the Board of Directors.
6.8 (e)	The Secretary of the Board shall hold office until they resign <b>as Executive Coordinator</b> , or are terminated by the President and are replaced by an incoming officer.	The Secretary of the Board shall hold office until they resign <b>as Executive Coordinator</b> , or are terminated by the President and are replaced by an incoming officer.

6.9 (a)	In the event of a vacancy in the Office of the President, the Board of Directors may appoint a Vice-President to serve in the capacity of President for a period no longer than six (6) months.	In the event of a vacancy in the Office of the President, the Board of Directors <del>may</del> <b>must</b> appoint a Vice-President to serve in the capacity of President <del>for a period no longer than six (6) months</del> within one (1) month of the vacancy, and must hire to fill the vacancy within four (4) months. This appointment will be passed by ordinary resolution of the board and hiring will follow the procedure in Bylaw 6.7(a).
6.9 (b)	In the event of a vacancy in the General Manager role, the President may recommend filling the position with a Senior Manager for a period no longer than six (6) months with a majority vote of the Board of Directors.	In the event of a vacancy in the General Manager role, the President <del>may</del> <b>must</b> recommend a Senior Manager to fill <del>filling the position with a Senior Manager for a period no longer than six (6) months with a majority vote of the Board of Directors</del> role within one (1) month of the vacancy, and hire to fill the vacancy within four (4) months. This appointment will be passed as an ordinary resolution of the board and hiring will follow the procedure in <u>Bylaw 6.7(b)</u> .
6.9 (c)	In the event of a vacancy in the Secretary role, the President may recommend filling the position with an SSU Staff member for a period of no longer than six (6) months.	In the event of a vacancy in the Secretary role, the President <del>may recommend filling the position with an SSU Staff member for a period of no longer than six (6) months</del> <b>must</b> appoint another SSUI Staff Member or SSUI Board Member to act in the role within two (2) weeks of the vacancy. This appointment requires no resolution by the Board and hiring will follow the procedure in <u>Bylaw 6.7(c)</u> .
7.5 (a)	The Audit & Finance Committee shall be responsible for the following:	<del>The Audit &amp; Finance Committee shall be responsible for the following</del> The SSUI Finance Review & Audit Committee shall:
7.5 (a) (i)	Specification of scope of audit prior to outside audit, by no later than January 31st of each year;	<del>Specification of scope of audit prior to outside audit, by no later than January 31st of each year;</del> Review all financial and fiscal reports to be submitted to the Board each quarter;

7.5 (a) (ii)	Ensuring that a fully-qualified external auditor conducts a competent audit annually, covering all normal audit topics and all Policies determined by the Board to be monitored by external means, with audit results communicated to the Board no later than September 30th of each year; and	<del>Ensuring that a fully-qualified external auditor conducts a competent audit annually, covering all normal audit topics and all Policies determined by the Board to be monitored by external means, with audit results communicated to the Board no later than September 30th of each year; and</del> Review and assess financial reserves and organizational financial strategies;
7.5 (a) (iii)	Conducting direct monitoring of Sections 6.2(g), 6.2(h), 6.2(i), and 6.2(j) of these Bylaws, according to the monitoring schedule specified in the Board-Staff Relationship policy, namely Monitoring Executive Performance (BSR #2d).	<del>Conducting direct monitoring of Sections 6.2(g), 6.2(h), 6.2(i), and 6.2(j) of these Bylaws, according to the monitoring schedule specified in the Board-Staff Relationship policy, namely Monitoring Executive Performance (BSR #2d).</del> Review all fee setting recommendations from the President, the Treasurer, the SSU Finance team, and the Ancillary Fee Advisory Committee;
7.5 (a) (iv)	<i>N/A</i>	Review and give feedback on the Annual Budget as created by the Treasurer, the President, and the SSU Finance team;
7.5 (a) (v)	<i>N/A</i>	Ensure that a fully qualified, external auditor conducts a competent audit annually, covering all normal audit topics and all Policies determined by the Board to be monitored by external means, with audit results communicated to the Board no later than September 30th of each year;
7.5 (a) (vi)	<i>N/A</i>	Review the auditor's report, as presented, to ensure compliance with Bylaw 6.2, referred to as the Executive Limitations Policies;
7.5 (a) (vii)	<i>N/A</i>	Record minutes for each meeting of this committee to be reported and submitted in the minutes of the next scheduled Board Meeting;
7.5 (a) (vii)	<i>N/A</i>	Hold meetings of this committee at least once per month, with the next meeting date to be decided at each meeting; and
7.5 (a) (viii)	<i>N/A</i>	Present all findings, records, and feedback from all above listed reviews alongside the President, the Treasurer, and the SSU Finance team to the Board in a timely manner to ensure all Directors are aware of the committee's findings.

7.5 (a) (ix)	<i>N/A</i>	Review and give feedback on the Annual Budget as created by the Treasurer, the President, and the SSU Finance team;
7.5 (b)	The Audit & Finance Committee possesses authority of up to \$25,000 direct charges, and 100 hours of staff time, which it may not exceed.	<del>The Audit &amp; Finance Committee possesses authority of up to \$25,000 direct charges, and 100 hours of staff time, which it may not exceed.</del> The committee, in selecting an auditor, may not exceed the total cost allotted in the Annual Budget, with an Auditor being recommended and selected by the Board by ordinary resolution no later than April 30th of each calendar year, with the selected Auditor being ratified at the Annual General Meeting in the following fiscal year.
7.5 (c)	Membership of the Audit & Finance Committee shall consist of at least three (3) Directors. Additionally, the President, the Treasurer, or a designate shall be available to provide advice or resources to this Committee.	<del>Membership of the Audit &amp; Finance Committee shall consist of at least three (3) Directors. Additionally, the President, the Treasurer, or a designate shall be available to provide advice or resources to this Committee.</del> The committee shall be established no later than June 30th of each calendar year to ensure consistent reporting and monitoring of finances, and will cease at the end of each Fiscal Year.
7.5 (d)	<i>N/A</i>	Membership of the committee shall consist of a minimum of three (3) Directors and shall be selected by ordinary resolution. Members may be added or removed at any time by ordinary resolution of the Board, so long as the minimum number of Directors is always maintained.
7.5 (e)	<i>N/A</i>	The President, the Treasurer, the SSU Finance Team, and/or a designate shall be available to provide advice or resources at all committee meetings. Others may be requested to consult with the committee as needed.
12.4	Once per year, the respective members of the Board, including Officers, will meet to go over all Board Policies and Bylaws. The purpose is to ensure that all key members of the SSUI are up to date on all Policies and are applying Policies appropriately.	<del>Once per year, the respective members of the Board, including Officers, will meet to go over all Board Policies and Bylaws. The purpose is to ensure that all key members of the SSUI are up to date on all Policies and are applying Policies appropriately.</del>

12.4 (a)	<i>N/A</i>	All Policies established by the corporation may be amended at any time by the Board, excepting those which the Board would be in conflict, or as otherwise outlined within the Policies and these Bylaws. All amendments to Policies made by the board must be passed by ordinary resolution.
12.4 (b)	<i>N/A</i>	The President may amend all Policies established by the corporation, excepting those which the President would be in conflict, or as otherwise outlined within the Policies and these Bylaws. All amendments to Policies made by the President must be presented to the Board in a timely manner, but do not require a resolution.
12.4 (c)	<i>N/A</i>	Some employees within the corporation may amend Policies with the following conditions:
12.4 (c) (i)	<i>N/A</i>	The Club's Manager shall only amend the Clubs Policies;
12.4 (c) (ii)	<i>N/A</i>	The CRO shall only amend the Board Policies and Elections Policies;
12.4 (c) (iii)	<i>N/A</i>	All amendments must be approved by the President to be officially binding; and
12.4 (c) (iv)	<i>N/A</i>	The President must update the Board in a timely manner to any amendments they have approved.
12.4 (d)	<i>N/A</i>	The Board must be provided with the most accurate version of Policies upon request.
12.5	<i>N/A</i>	Once per year, the respective members of the Board, including Officers, will meet to go over all Board Policies and Bylaws. The purpose is to ensure that all key members of the SSUI are up to date on all Policies and are applying Policies appropriately.

**SSU**

*sheridan student union*