

## **Notice to the Membership:**

As per Article 13 of the Association Bylaws, notice of Bylaw changes must be submitted to the Membership 21 days prior to Council's final vote. The Association's Bylaw Amendment Review Committee submitted the following proposed changes to Council on January 13<sup>th</sup>, 2023 for review and consideration. Council will be discussing these changes on January 30<sup>th</sup>, 2023 and conducting a final vote on February 13<sup>th</sup>, 2023. If you have any questions about the proposed changes, please contact Savannah Snow, SARDP President at [saprez@rdpolytech.ca](mailto:saprez@rdpolytech.ca)

- 4.7.2 If there is a tie vote, the motion is defeated. The Chairperson does not have a vote.
- 4.7.3 A Member may not vote by proxy.
- 4.7.4 A majority of the present Members' votes decides each issue unless the issue needs to be decided by a Special Resolution in which case a vote at least 75% in favour must be cast in order to carry.
- 4.7.5 The Chairperson declares a question carried or defeated. This statement is final and does not have to include the number of votes for and against the question.
- 4.7.6 The Chairperson decides any disputes on any vote. The Chairperson decides in good faith, and this decision is final.
- 4.7.7 Failure to Give Notice of Meeting:  
No action taken at a General Meeting is invalid due to
1. Accidental omission to give any notice to any Member;
  2. Any Member not receiving any notice; or
  3. Any error in any notice that does not affect the meaning.

## **Article 5: Elections**

- 5.1 The General Election shall be held no later than March 30 for Councillor and Executive Council positions.
- [5.1.1.](#) Nominations for the General Election shall open no later than February 1.
- 5.2 If necessary, a By-Election may be held no later than November 30 for vacancies in the following Executive Council positions:  
Vice President Academic  
Vice President External
- [5.2.1.](#) Nominations for the By-Election shall open on no later than November 15.
- 5.3 Insufficient nominations and vacancies for either Executive Council or Council shall be filled as per policy.

## **Article 6: Students' Association Council**

- 6.1 Governance of the Association  
Council shall be the governing body of the Association. Council shall govern from May 1 to April 30.

6.2 Governing Structure:

Board of Directors: Students' Association Council  
Officers: President, Vice President Academic, Vice President  
External, Executive Director  
Executive Council: President, Vice President Academic, Vice President  
External, Executive Director

6.3 Powers and Duties of Council:

- 6.3.1 Council shall be responsible for the advancement of the Association's objectives.
- 6.3.2 Council shall have vested in all of the necessary legislative, administrative and executive power for the proper management of the affairs of the Association.
- 6.3.3 Council shall have the power to conduct all actions necessary and expedient in carrying out the objectives and affairs of the Association.
- 6.3.4 Council shall have the power to control, deal with, and expend all monies collected through fees levied against the Membership of the Association.
- 6.3.5 Council shall be under no obligation to refund fees collected from Members that are withdrawing from the Institution if withdrawal does not conform to Institution policy respecting withdrawal dates.
- 6.3.6 Council shall have the power to expel any Member of the Association who is deemed to have seriously violated any portion of the Association's Bylaws and/or Policies.
- 6.3.7 Council shall approve an annual budget for the Association.
- 6.3.8 Council shall approve the audited financial statements of the Association.
- 6.3.9 Council shall make policies, rules, and regulations for operating the Association and using its facilities and assets.
- 6.3.10 Council shall, when deemed necessary, sell, dispose of, or mortgage any or all of the property of the Association.
- 6.3.11 Council shall, without limiting the general responsibility of Council, delegate its powers and duties to the Executive Council or the Executive Director.

6.4 Composition of Council

Twelve (12) Councillors (voting)  
President (voting)  
Vice President Academic (voting)  
Vice President External (voting)  
BOG Student Member at Large (non-voting)  
Chairperson (ex-officio)  
Executive Director- (ex-officio)  
Council Secretary (ex-officio)

6.5 Eligibility:

- 6.5.1 Any Member of the Association may let their name stand for a Councillor position unless they are a full-time employee of the Association.
- 6.5.2 Any member of the Association may let their name stand for nomination by Council and appointment by the Minister as the Board of Governors student member at large if they are:
1. Enrolled in a minimum of one (1) credit course at either the Institution or a collaborative institution during the fall and winter terms,
  2. In good academic standing,
  3. Not an employee of the Association,
  4. Not an employee of the Institution, and
  5. Not a Community BOG Member.
- 6.5.3 Eligibility for the position of Chairperson shall not be restricted to members of the Association.

6.6 Duties and Responsibilities of Council Members

6.6.1 Councillors

Councillors shall:

1. Ensure that the opinions and concerns of their student constituents are represented in the decision making of the Council, by engaging with the Membership.
2. Promote the interests of the Membership and put the interests of Membership above their own interests.
3. Participate in at least three Association events per fall and winter term.
- 34 Maintain confidentiality.
- 54 Perform other duties as provided for in the Bylaws or the Policies and/or as assigned by action of the Council, including but not limited to:
  - (a) Sitting on at least one (1) Council Committee
  - (b) Attending meetings prescribed by the Executive Council.
  - (c) Assisting Executive Council in their duties.
  - (d) Attending Council meetings.
  - ~~(e) Submitting reports to Council each meeting.~~
  - (ef) Submitting an end-of-term report as per Policy.

6.6.2 Council Chairperson

The Council Chairperson shall:

1. Chair all Council and General meetings,
2. Chair JRC, and
3. Remain neutral.

The Council Chairperson shall NOT:

1. Hold any other Council position within the Association.
2. Sit on any committee of the Council (other than JRC).
3. Be a part of the Executive of any Student Group.
4. Act as a spokesperson for either the Association or Council.
5. Have a vote on any matter coming before Council.

6.6.3 Council Secretary

The Council Secretary shall:

1. Record accurate minutes of the meetings.

6.6.4 Board of Governors Student Members

1. By virtue of their position, the President of the Association shall be a student member on the institution's Board of Governors.
2. The Board of Governors Student Member at Large shall:
  - (a) Meet with the Association President prior to each BOG Meeting
  - (b) Be invited to attend Council meetings as a non-voting member and may actively participate in Council discussions
  - (c) Be enrolled in at least one (1) credit course at either the institution or collaborative institution during Fall and Winter terms

6.7 Resignation or Removal of a Council Member

6.7.1. Council shall have the power, on a motion passed by a two-thirds (2/3) majority, to remove any Councillor from office:

1. Who is deemed to have seriously violated any portion of the Association's Bylaws and/or Policies.
2. Who is incapable of maintaining their position.

6.7.2 Any Councillor who has not achieved a GPA of at least 2.0 during the Fall term shall be given a period of no more than one month to resolve their academic situation. If one is not able to resolve this by February 1, they shall immediately resign, ~~relinquish~~relinquish, and vacate their Council position, and vacancy procedures shall take effect.

6.7.3 Any Councillor who is found guilty of academic dishonesty shall immediately be removed from their position.

6.7.4 Any Councillor who breaches confidentiality shall immediately be removed from their position.

6.7.5 Any Councillor who is convicted of an indictable criminal offense shall immediately be removed from their position.

- 6.7.6 Any Councillor who ceases to be a Member of the Association shall immediately resign, relinquish, and vacate the Council position held.
- 6.7.7 Any Councillor who becomes a full-time employee of the Association shall immediately resign, relinquish, and vacate the Council position held.
- 6.7.8 The Council Chairperson shall relinquish their position whenever requested by a two-thirds (2/3) majority vote of Council.

## 6.8 Vacancies

- 6.8.1 Council vacancies shall be filled as per Councillor Vacancy Policy.

## 6.9 Council Meetings

### 6.9.1 Meetings

1. Council must hold their first meeting no later than June 30 each year.
2. Meetings will be scheduled every two weeks during Fall and Winter terms with the exception of designated Institution holidays.
3. The Council Chairperson will chair meetings.
4. Robert's Rules of Order shall govern all meetings so far as those rules may be applicable without coming into conflict with the Bylaws of the Association.
5. Each voting Council Member has one vote. In the event of a tie, the motion is defeated.
6. Meetings are open to the Membership; however, individuals other than Council Members are not allowed to address the meeting unless they have been invited to do so by the President and/or the Chairperson. A majority of the Council Members present may ask persons who are not Association Members to leave.

### 6.9.2 Agendas

1. It is the responsibility of the President to ensure that the agenda is prepared.
2. The President shall ensure that the agenda is available to all Councillors at least 3 working days prior to the next Council meeting.
3. With Council's approval, agenda items may be added or deleted during the meeting.

### 6.9.3 Quorum

1. Council quorum shall be 2/3 of current voting Council members.
2. Between May 1 and September 30, quorum shall consist of at least four (4) Councillors in addition to Executive Council.

#### 6.9.4 Meeting Attendance

1. Two consecutive regularly scheduled Council meetings missed, or four total meetings missed, may constitute removal of a Council member.
2. Advance notice of absence must be given to the Council Secretary and/or President.
3. A Council Member is said to have been in attendance if they are present for at least three-quarters of the Council meeting.
4. Honoraria is to be paid to all Council Members based on meeting attendance and reporting, and as per Policy (with the exception of the Council Secretary and the Executive Director), the amount to be approved by the most previous Council.

### **Article 7: Executive Council**

#### 7.1 Executive Council Composition

Executive Council shall consist of:  
President (Voting)  
Vice President Academic (Voting)  
Vice President External (Voting)  
Executive Director (Ex-Officio)

#### 7.2 Term of Office

- 7.2.1 The President, Vice President Academic and Vice President External are elected for a one-year term beginning May 1 of each year.
- 7.2.2 The Executive Director is a full-time employee of the Association and shall remain an officer of the Association for the duration of their employment.

#### 7.3 Executive Transfer of Power

- 7.3.1 At the last Executive meeting of the fiscal year, Executive Council shall appoint the incoming Executives as the Officers of the Association effective May 1, by virtue of the Executive election results.
- 7.3.2 The Executive Director shall remain an ex-officio member of Executive Council and an Officer of the Association for the term of their employment.

#### 7.4 Eligibility

- 7.4.1 General Elections (President, the Vice President Academic, and Vice President External)

Any member of the Association may let their name stand as a candidate for these positions if:

1. They have achieved a GPA of at least 2.0 during the most previous Fall term or most recent Winter term (if not enrolled during the most recent Fall term).  
~~They have achieved a GPA of at least 2.0 during the most previous Fall term.~~
2. They have not previously served three (3) two (2) elected terms as an Association Executive. However, one may let their name stand as a candidate if four years have elapsed since serving their ~~third~~ second elected term.
3. They are not current full time or salaried employees of the Association

7.4.2 By-election (Vice President Academic and Vice President External)

Any member of the Association may let their name stand as a candidate for these positions if:

1. They have achieved a GPA of at least 2.0 during the most previous Winter term or most recent Fall term (if not enrolled during the most recent Winter term).  
~~They have achieved a GPA of at least 2.0 during the Institution's most recent Winter term.~~
2. They have not previously served ~~three (3)~~ two (2) elected terms as an Association Executive. However, one may let their name stand as a candidate if four years have elapsed since serving their ~~third~~ second elected term.
3. They are not current full time or salaried employees of the Association

7.4.3 The Executive Director is eligible for membership on Executive Council by virtue of their employment with the Association as ex-officio.

7.5 Executive Job Descriptions

7.5.1 The Executive Council shall:

1. Be responsible for upholding and maintaining the Bylaws and Policies of the Association for the effective and efficient administration of the Association.
2. At all times hold their responsibilities to the Association and its Members in highest priority
3. Perform, to the best of their abilities, all duties necessary or as provided for in these Bylaws and Policies, or as may be assigned by Council for the effective administration of the Association and the betterment of its Members.
4. Maintain confidentiality.



5. With the exception of the Executive Director,
  - (a) Be the official lobbyists of the Association.
  - (b) Be responsible for hiring, dismissal, performance evaluations, and salary reviews relating to the employment of the Executive Director.
  - (c) Be a member of the Institution's consultation committee responsible for tuition fees as per the PSLA.
  - (d) Perform their duties as outlined in the Executive Job Description Policy.
6. Not be an officer or executive of any student group during their term in office.
7. Not be employed by Red Deer Polytechnic during their term in office.

7.5.2 The President shall:

1. Be responsible for the administration of the Association according to the Bylaws and Policies of the Association by:
  - (a) Ensuring the implementation of any revisions to Bylaws and Policies of the Association.
  - (b) Ensuring the due observation of the Bylaws and the Policies.
  - (c) Interpreting the Bylaws and Policies of the Association.
  - (d) Be responsible for calling all General, Special General, Council, and Executive Council Meetings and presiding over Executive Council Meetings.
  - (e) Be responsible for preparing agendas for all General, Special General, Council, and Executive Council Meetings.
  - (f) Ensuring that all motions passed at General, Special General, Council, and Executive Council Meetings are carried out in a timely manner.
2. Be a signing authority on all Association bank accounts and official documents.
3. Be the official spokesperson for the Association.
4. Chair Executive Council meetings.
5. Chair the Bylaw Amendment Review Committee.
6. Be a student member on the institution's Board of Governors.
7. Facilitate and promote participation of the Association with faculty, administration, government, and other organizations deemed beneficial to the Association.
8. Serve on Institution Committees that pertain to:
  - (a) Hiring
  - (b) Government issues
  - (c) Cost of education
  - (d) Recipient selection for Senior Awards (i.e.: GH Dawe Memorial)
  - (e) Diversity & inclusion

9. In consultation with the Executive Council, ensure the annual performance review of the Executive Director is conducted between January 1<sup>st</sup> and February 28<sup>th</sup>.
10. Perform any other duties as directed by Council and as outlined in Policy.

7.5.3 The Vice President Academic shall:

1. Be an Officer of the Association.
2. Be a signing authority on all Association bank accounts.
3. Assist the President in the duties of their office and assume the responsibilities of the President in their absence, as per Vacancy Bylaw.
4. Be a member of Academic Council.
5. Chair the Academic Council Student Caucus.
6. Guide students through the academic appeals process.
7. Serve on Institution Committees that pertain to:
  - (a) Hiring
  - (b) Academic policy development & review
  - (c) Academic curriculum development & review
  - (d) Teaching & learning
  - (e) Admissions, enrolment, & retention
  - (f) Academic misconduct
  - (g) Research
8. Perform any other duties as directed by Council and as outlined in Policy.

7.5.4 The Vice President External shall:

1. Be an Officer of the Association.
2. Be a signing authority on all Association bank accounts.
3. Chair the Mental Health ~~Initiatives~~-Committee
4. Be the Association's official representative for all external advocacy organizations of which the Association is a member.
5. Serve on Institution Committees that pertain to:
  - (a) Hiring
  - (b) Ancillary services
  - (c) Sustainability
  - (d) Facilities management
  - (e) Campus planning
  - (f) Alumni relations
  - (g) Student safety
  - (h) Mental Health & Wellness
6. Perform any other duties as directed by Council and as outlined in Policy.

7.5.5 The Executive Director shall:

1. Be an Officer of the Association.
2. Be a signing authority on all Association bank accounts, agreements, and all official documents.
3. Be the Privacy Officer for the Association.
4. In accordance with the objectives of the Association, be responsible for directing the business affairs of the Association and reviewing programs and services to ensure their relevance in meeting the needs of the Membership.
5. Manage the hiring, performance evaluations, salary reviews, and release of all Association staff.
6. Interpret Council directives to staff.
7. Provide support to Council, Executive Council, and Council Committees in fulfilling their mandates through orientation, mentorship, and participating in the development of the Association's strategic plan.
8. Participate in the review and development of Association Bylaws and Policies.
9. Implement Association Policies for the allocation and distribution of resources, administer the funds of the organization according to the budget approved by Council, and ensure that the audit is conducted annually.
10. Evaluate and identify the risks and opportunities associated with operations, proposals, projects, and decisions.
11. Perform such other duties as directed by Executive Council related to the affairs of the Association and as outlined in the Executive Director's employment contract.

7.6 Resignation or Removal of Elected Executive Council Members

- 7.6.1 Council shall have the power, on a motion passed by a two-thirds (2/3) majority, to remove from office any member of Executive Council:
1. Who is deemed to have seriously violated any portion of the Association's Bylaws and/or Policies.
  2. Who is incapable of maintaining their position.

- 7.6.2 Executive Council shall have the power, on a motion passed by majority, to suspend any member of Executive Council for reasons itemized in Article 7.6.1. If an Executive Council Member is suspended, they shall immediately surrender keys, relinquish all duties, and vacate office.
1. The suspended Executive Council Member shall be paid up to a maximum of 30 days or until such matter is resolved or brought forward to Council for a decision.

- 7.6.3 Any incoming member of Executive Council, who has not achieved a GPA of at least 2.0 during the Winter term, shall not assume office on May 1. They shall be given a period of not more than one month to resolve their academic situation. If one is not able to resolve their academic situation

by June 1, their office shall be deemed vacant and vacancy procedures shall take effect.

- 7.6.4 Any member of Executive Council who has not achieved a GPA of at least 2.0 during the Fall Term shall be given a period of not more than one month to resolve their academic situation. They shall immediately relinquish their position and vacate their office without pay. If one is unable to resolve their academic situation by February 1, they shall immediately resign, relinquish, and vacate their Executive position and vacancy procedures shall take effect.
- 7.6.5 Any member of Executive Council, who ceases to be enrolled in the required number of academic credits and/or courses at any time during the Fall and Winter terms, shall immediately resign, ~~relinquish~~[relinquish](#), and vacate the position held.
1. The President must be enrolled at the Institution as credit student during the Fall and Winter terms. The President must be enrolled in a minimum of 3 credits, to a maximum of 9 credits, during Fall and Winter terms.
  2. The Vice President Academic and the Vice President External must be enrolled at the Institution or a collaborative institution as credit students during the Fall and Winter terms. The Vice President Academic and the Vice President External must be enrolled in a minimum of 3 credits, to a maximum of 9 credits, during Fall and Winter terms.
- 7.6.6 Any member of Executive Council who is found guilty of academic dishonesty shall immediately be removed from their position.
- 7.6.7 Any member of Executive Council who breaches confidentiality shall immediately be removed from their position.
- 7.6.8 Any member of Executive Council who is convicted of an indictable criminal offense shall immediately be removed from their position.
- 7.6.9 Any member of Executive Council who has been removed from office, shall not let their name stand as a candidate for any Executive Council or Council position until a period of at least 4 years has elapsed.
- 7.6.10 The Executive Director will cease to be a member of Executive Council upon leaving their employment with the Association.

## 7.7 Vacancies

- 7.7.1 The Association shall make all possible attempts to fill vacant Executive Council positions in a timely and efficient manner. Notices of the following vacancies shall be posted for at least one week.

- 7.7.2 In the event that any Executive Council position becomes vacant, the remaining Executive Council members shall make a decision on the division and/or delegation of duties.
- 7.7.3 In the event that the President's office is deemed vacant:
1. On or before October 31, the Vice President External shall assume the position of President. A by-election shall be held for the office of the Vice President External.
  2. On or before October 31, AND if the Vice President External office is also vacant, the Vice President Academic shall assume the position of President. A by-election shall be held to fill both Vice President positions.
  3. After October 31, the Vice President External shall assume the position of President. If the Vice President External has not been in office since May 1, the Vice President Academic shall assume the position of the President.
- 7.7.4 In the event that the Office of Vice President Academic or Vice President External becomes vacant on or before October 31, the position shall be filled through a by-election.
- 7.7.5 In the event that the Office of Vice President Academic or Vice President External become vacant after October 31, Executive Council shall decide on the division and/or delegation of duties.
- 7.7.6 Any Executive Council vacancy that has not been referenced in this Bylaw, shall be decided by a three-quarter (3/4) majority vote in Council.

## 7.8 Executive Council Meetings

- 7.8.1 The Executive Council meetings shall be scheduled at least once a week with the exception of designated Institution holidays (Christmas and Reading Breaks).
- 7.8.2 The quorum of Executive Council shall consist of all sitting voting members, the minimum of which must be two. ~~at least three (3) of the voting members of Executive Council.~~
- 7.8.3 Minutes for each Executive Council meeting will be recorded and be approved by Council.

## 7.9 Payment to Officers

- 7.9.1 The President, Vice President Academic, and Vice President External will be paid a monthly salary, the amount to be determined by Council in the year prior to their terms in office.

Executives leaving or beginning office part way through a term shall have their salary pro-rated to the date of their leaving or beginning.

- 7.9.2 Tuition, Service Fees, and SA fees shall be paid for each SA Executive as per policy.

In order to receive tuition and fees reimbursement, Executive Council Members must achieve at least a 2.0 GPA during the Fall and Winter terms and submit term reports as per policy.

If an Executive Council Member receives an F (fail) or a WD (withdraw), reimbursement shall not be paid for that course.

If an Executive is elected after May 1, their tuition, Service Fees, and SA fees will be pro-rated.

#### 7.10 Post Term in Office

7.10.1 Upon completion of their term in office Executive are still bound to honour the confidentiality agreements signed while holding their positions.

7.10.2 Upon completion of their term in office Executives are not eligible to be employed by the Association in a full time or salaried position until a period of at least 24 months has passed.

### **Article 8: Committees**

- 8.1 The following committees are standing committees of Council:
1. Bylaw Amendment and Review Committee (BARC)
  2. Equity, Diversity, Inclusion, and Indigenization Committee (EDIIC)
  3. Mental Health ~~Initiatives~~-Committee (MHIC)
- 8.2 The Cultural Activities Trust Fund Committee is a standing committee of Executive Council.
- 8.3 The following committee shall meet as required:
1. Judicial Review Committee (JRC)
- 8.4 Council shall strike Ad-Hoc Committees to advise Council as needed.
- 8.5 General Procedures for Committees:
- 8.5.1 A Council Member will chair each committee.
- 8.5.2 The Committee Chairperson calls each meeting and is responsible for:
1. Recording minutes of the meeting and submitting to Council for information.
  2. Reporting to Council on the committee's activities.
  3. Submitting End-of-Term Committee Reports to Council.

3. Take any other action that the Minister considers appropriate to remedy the irregularity.
- 10.6 An administrator appointed according to the Post-Secondary Learning Act shall be paid the remuneration and expenses determined by the Minister out of the funds of the Association.

## **Article 11: Finances and other Management Matters**

- 11.1 The fiscal year of the Association ends on April 30 of each year.
- 11.2 Association Fees:
- 11.2.1 Membership Fees:
1. All Members will be levied a membership fee, the amount to be determined by Council each year for the upcoming academic year.
  2. In the event that a Member withdraws from the Institution, the Member shall receive a membership fee refund as per the Institution's Refund Policy.
  3. In the event that a Member resigns from the Association, their membership fees are forfeited to the Association.
  4. Membership fees from Collaborative Members shall be collected in accordance with agreements between the Association and the respective student organizations.
- 11.2.2 Health and Dental Plan Fees:
1. All Members enrolled in at least nine (9) Institution credits will be levied a health and dental plan fee, as per Policy.
- 11.2.3 The Institution will collect all Association Fees on the Association's behalf according to the terms of the *Main Agreement* between the Association and the Institution.
- 11.3 Signing Authority:
- 11.3.1 The designated Officers shall sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques.
- 11.3.2 The designated Officers must sign all contracts of the Association or other persons authorized.
- 11.4 Council shall have the power to borrow any amount of money up to and including the sum of fifty thousand (50,000) dollars and shall have the power to pledge or encumber any of the assets of the Association for this purpose. The authorized signing officers of the Association shall negotiate any documents relating to the loan or any security, and such signatures will be binding on the Association. Council shall not have the power to borrow any

sum in excess of fifty thousand (50,000) dollars unless approved by a majority of both Council and the Members of the Association in attendance at the General or Special General Meeting of the Association.

- 11.5 Council shall have the authority to expend monies up to and including the sum of one hundred and fifty thousand (150,000) dollars for the administration or advancement of any single Association enterprise or objective that is, in the opinion of Council to be of benefit to the Association. For any expenditure over that amount Council must seek and receive the approval of the Members of the Association at either a General Meeting or a Special General Meeting.
- 11.6 For expenditures not approved in the annual budget, the Executive Council shall have the power and authority to expend monies up to the sum of two thousand five hundred (2500) dollars per motion for the needs and purposes of the Association between October 1 and April 30.
- 11.7 For expenditures not approved in the annual budget, the Executive Council shall have the power and authority to expend monies up to the sum of ten thousand (10 000) dollars per motion for the needs and purposes of the Association between May 1 and September 30.
- 11.8 Protection and Indemnity of Directors and Officers:
  - 11.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director or Officer for acts of fraud, ~~dishonesty~~dishonesty, or bad faith.
  - 11.8.2 No Director or Officer is liable for the acts of any other Director or Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is fraud, ~~dishonesty~~dishonesty, or bad faith.
  - 11.8.3 Directors and Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damages as a result of acting on that statement or report.
- 11.9 Inspecting Books and Records. Members of the Association have the right to inspect the minutes and Audited Financial Statements of the Association upon giving reasonable notice to the President or Executive Director that they wish to do so. Such inspection shall take place at the Association office during normal business hours.

## **Article 12: Referendums**



- 12.1 The Association shall call a referendum if:
  - 12.1.1 A motion is passed at Council requesting the Referendum, or
  - 12.1.2 A petition is delivered to Council that is signed by at least 10% of the current Members of the Association requesting a Referendum AND the petitioner and Council have agreed upon the text of the question. If both parties are unable to agree on the wording of the question, the referendum will not proceed. The signers must include their signature, student identification numbers, and print their name legibly for verification of Association Membership.
- 12.2 The text of the referendum question should be clear and unambiguous and must be capable of being answered “yes” or “no” where “yes” is the desired outcome. The outcome of the referendum must be within the Association’s jurisdiction. If a referendum brought forward by petition does not meet these requirements, Council will reject it.
- 12.3 A referendum may only be called and held during the Fall and Winter academic terms.
- 12.4 Notification to the Membership of a referendum must be published at least 21 days prior to the referendum.
- 12.5 The results of a referendum will be acted upon if the total number of votes cast is at least 10% of the total number of Members of the Association at the time of referendum AND at least 60% of those voting support the referendum question.
- 12.6 If the Referendum is successful:
  - 12.6.1 If within Council’s jurisdiction, Council will take action as soon as practically possible.
  - 12.6.2 If it is a matter that is beyond the powers of Council, it must be referred to a General Meeting, the President will place the item on the agenda as a Special Resolution at the next General Meeting for consideration by the Members present.

### **Article 13: Amending the Bylaws & Policies**

- 13.1 Notification to the Membership of Objective and Bylaw changes must be published at least 21 days prior to Council’s decision.
- 13.2 Objective and Bylaw changes shall take the form of:
  - 1. A special resolution presented at Council, as a recommendation made by BARC between October 1 and April 30, or

2. A special resolution presented to Council, as a result of a petition by at least 10% of the Membership during the Fall/Winter Academic Term, or
  3. A special resolution presented at a Council meeting, as a result of a successful referendum.
- 13.3 Notification of Policy changes to Council must be submitted at least 14 days prior to presentation.
- 13.4 Policy changes shall take the form of a motion passed during a Council meeting.
- 13.5 Special Resolutions require 75% support of Council in order to pass. Policy adoptions and/or amendments require majority (50%+1) support of Council in order to pass.
- 13.6 In the event of circumstances outside the control of the Association that frustrates compliance with procedural bylaws or policies, Council shall, under advisement of Executive Council, and if deemed in the best interests of the Membership, temporarily amend or suspend the observance of specific bylaws and/or policies of the Association to ensure the continuing and efficient operation of the Association. All such amendments and/or suspensions shall be recorded within Council meeting ~~minutes, and~~ [minutes](#) [and](#) shall be in effect for a period of no more than 6 months, at which time Council must review and re-evaluate the circumstances which prompted these amendments and/or suspensions.

## **Article 14: Implementation & Dissolution**

- 14.1 These Bylaws shall be made available to the Membership. Any amendments to these Bylaws will be recorded with a motion number and the date adopted.
- 14.2 These Bylaws and duly made amendments to them, shall remain in effect until such time as:
1. Council takes action to replace them, or
  2. The Lieutenant Governor in Council, by order, disestablished a post-secondary institution and dissolves its board, effective on the date named in the order according to the Post-Secondary Learning Act Section 102(1). An order under Section 102(1) dissolves the student organization of the public post-secondary institution on the date specified in the order, or
  3. The assets and liabilities and the rights and obligations of the dissolved Association are transferred to and assumed by the Government or of a public post-secondary institution named in the order, or both.