

BYLAWS

OF THE

KWANTLEN STUDENT ASSOCIATION

Approved at a General Meeting of the Society on February 8, 2000
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Article 1. Interpretation

1. Within these Bylaws, unless the context otherwise requires:

"Act" shall mean the Society Act - BC, as amended from time to time;

"Annual General Meeting" shall mean a regularly scheduled annual meeting of the Members to be held not later than March 31 in any calendar year;

"Bylaw" shall mean a bylaw of the Society;

"Campus Council" shall mean a democratically elected constituency of the Society at an individual campus of the Kwantlen University College, and shall have those powers and duties as stipulated in these Bylaws and the Regulations;

"Campus Council Officer" shall mean an elected member of a Campus Council;

"Campus Director" shall mean the campus director of a Campus Council, who shall also serve on the Council of the Society;

"Campus Representative" shall mean an elected member of a Campus Council, who also serves on the Council of the Society;

"Chairperson of the Executive Board" shall mean that member of the Executive Board who has been appointed Chairperson by a Resolution of the board or, if Council has exercised its prerogative as stipulated in these Bylaws, who has been appointed by a Two-thirds (2/3) Resolution of Council;

"Council" shall mean the board of directors of the Society;

"Fiscal Year" shall mean the period commencing on January 1 in any given calendar year and terminating on December 31 of the same year;

"Executive Board" shall mean the executive board of the Society, comprised of the Director of Operations, Director of Finance, Director of External Affairs, Director of Events and Student Life and the Director of Academic Affairs;

"General Meeting" shall mean a general meeting of the Members;

"Honourary Member" shall mean a member of the Society with full speaking rights at General Meetings but no voting rights, such members

shall neither vote for, or run for, office, and shall have such other rights and limitations as adopted by the Society from time to time;

"In Camera" shall mean a closed meeting and shall follow the rules pertaining to an executive session within Roberts Rules of Order, insofar as such rules are consistent with these Bylaws and the Regulations.

"Member" shall mean a member of the Society with full voting rights at General Meetings and in elections, the right to run for and hold office, and such other rights as are stipulated in the Act, these Bylaws or adopted by the Society from time to time;

"Ordinary Resolution" shall mean a resolution adopted by the membership in a General Meeting or referendum, and conforms with the requirements of such a resolution as stipulated in the Act;

"Policy" shall mean a position, view or opinion adopted by a Two-thirds (2/3) Resolution of Council;

"Regulations" shall mean those operational rules and regulations adopted or amended by a Two-thirds (2/3) Resolution of Council;

"Resolution" shall mean a resolution adopted by a simple majority of the votes cast, not including abstentions;

"Special General Meeting" shall mean any General Meeting of the Society other than the Annual General Meeting;

"Special Resolution" shall mean a resolution adopted by the membership in a General Meeting, and conforms with the requirements of such a resolution as stipulated in the Act;

"Student At Large" shall mean a Member who does not currently hold an elected or appointed position within the Society; *and*

"Two-thirds (2/3) Resolution" shall mean a resolution adopted by a majority vote where there are at least two (2) votes in favor for every one (1) vote opposed, not including abstentions.

2. In these Bylaws, the feminine gender and the singular shall be construed as the masculine gender and the plural where the context so requires.
3. The Society recognizes the equality of all people and shall not discriminate on the basis of, but not limited to race, religion, gender, sexual orientation, nationality, language or socio-economic status.

Article 2 Membership

1. The Society shall consist of Members and Honourary Members.
2. Members shall be those persons who:
 - i. are registered for
 - a. one (1) or more credit courses at Kwantlen University College; or
 - b. continuing education studies at Kwantlen University College, or such other programs at Kwantlen University College as approved by the Members by Ordinary Resolution; and
 - ii. have paid Society fees for the current or immediately previous Kwantlen University College semester.
3. Honourary Members shall be those persons who have been designated by a Two-thirds (2/3) Resolution of Council.
4. Honourary Members who are also Full Members shall, for all practical purposes, be simply Full Members without the limitations or restrictions of Honourary Member status.
5. Members and Honourary Members shall have the right to attend any General Meeting of the Society.
6. All members shall uphold the Constitution, Bylaws, Regulations and Policies of the Society.
7. A Member ceases to be a Member of the Society upon:
 - i. failing to meet the requirements set out in Article 2(2); or
 - ii. a Special Resolution of the Society pursuant to Article 2(9).
8. An Honourary Member ceases to be an Honourary Member of the Society upon:
 - i. a Two-thirds (2/3) Resolution of Council; or
 - ii. a Resolution of the Society pursuant to Article 2(9) herein.
9. A Member may be expelled or placed in bad standing by a Special Resolution of the Members passed at a General Meeting. The notice of a Special Resolution for expulsion or banding standing must be accompanied by a brief

statement of the reasons for the proposed expulsion or bad standing. The member who is the subject of the proposed resolution for expulsion or bad standing must be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote. Further rules addressing expulsion and bad standing shall be placed in the Regulations.

Article 3 Annual General and Special General Meetings

1. The Society shall hold an Annual General Meeting before March 31 each year as determined by Council.
2. Every General Meeting, other than an Annual General Meeting, is a Special General Meeting.
3. The Chairperson of the Executive Board, or such other individual as chosen by a Resolution of Council, shall preside as chair for all General Meetings of the Society. Notwithstanding this clause, the membership may appoint a chair from among the Members present, by an Ordinary Resolution.
4. The following business shall be conducted at the Annual General Meeting:
 - i. receiving the financial statements of the Society that are required by the Act or these Bylaws;
 - ii. receiving and approving the preceding fiscal year's audited financial statements;
 - iii. appointing the auditors of the Society for the ensuing fiscal year;
 - iv. receiving the report of the Executive Committee and the General Manager with respect to the activities of the Society over the past year;
 - v. the consideration of any Ordinary Resolutions; and
 - vi. the consideration of any Special Resolutions, provided that due notice has been given as proscribed by the Act and/or these Bylaws.
5. The Director of Operations shall, within twenty-one (21) days, call a Special General Meeting of the Society upon:
 - i. a Two-thirds (2/3) Resolution of Council; or
 - ii. being served a petition stating the purpose of the General Meeting, duly signed by two hundred and fifty (250) Members or ten percent (10%) of the Members, whichever is less.

6. A petition requisitioning a General Meeting pursuant to Article 3(5) above may specify the location for such a meeting. If the petition does not so specify, then Council shall, by Resolution, decide the location of the General Meeting. Regardless of whether or not the requisitionists stipulated a date and time for the General Meeting, the Director of Operations shall have the authority to set the date and time of a General Meeting, provided however that such date and time:
 - i. are within the regular business hours of the Society's main office; and
 - ii. occur on a day in which Kwantlen University College is holding regularly scheduled classes.

In the event that a requisitioned General Meeting called within twenty-one (21) days of the delivery of a petition, as stipulated in Article 3(5) above would violate this article, the Director of Operations shall postpone the General Meeting. The Director of Operations shall then call the General Meeting for the earliest possible date that would comply with this article and allow the full notice period, as required by these Bylaws, to occur during days when Kwantlen University College is holding regularly scheduled classes.

7. Notice of a General Meeting shall be given to the members of the Society by:
 - i. affixing posters, no less than fourteen (14) clear days before the date of the General Meeting, no smaller than 8 ½ by 11 inches, on each of the Kwantlen University College campuses, provided however that each such campus shall receive no less than twenty-five (25) such posters which must be affixed in conspicuous places around the campus; and
 - ii. the placement of an advertisement, no less than fourteen (14) clear days before the date of the General Meeting, within the student newspaper or such other recognized campus media as determined by Council.
8. Notice of a General Meeting must specify the place, day and hour of the General Meeting, and, in the case of special business, the general nature of that business. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that General Meeting.
9. A quorum for a General Meeting of the Society is achieved where the number of Members present at such a meeting is equal to or greater than ten percent (10%) of the total Members of the Society, or two-hundred and fifty (250) Members, whichever is lesser. Under no circumstances shall quorum be less than three (3) Members.

10. Business, other than the election of a chair and the adjournment or termination of the General Meeting, must not be conducted at a General Meeting at a time when a quorum is not present. If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the General Meeting is adjourned or terminated.
11. If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the General Meeting, if convened on the requisition of Members, must be terminated, but in any other case, those present shall be deemed to be a quorum, but may only transact such business as is referred to in Article 3(4)(i), (ii), (iii) and (iv) and no other business.
12. A Member present at a General Meeting is entitled to one vote.
13. Voting at a General Meeting is by show of hands unless another method of voting has been determined by the Members in accordance with the rules of order.
14. Voting by proxy is not permitted at any General Meeting.

Article 4 Referendums

1. In addition to Annual and Special General Meetings, the Members of the Society may vote on resolutions, other than Special Resolutions, concerning the business of the Society by means of a referendum.
2. The fees of the Society shall be determined by referendum in accordance with the *College and Institute Act*, and must comply with this Article.
3. The Director of Operations shall, within forty-five (45) days, call a referendum of the Society upon:
 - i. a Two-thirds (2/3) Resolution of Council; *or*
 - ii. being served a petition stating the purpose of the General Meeting, duly signed by two hundred and fifty (250) Members or ten percent (10%) of the Members, whichever is less.
4. Notice of a referendum shall be given to the members of the Society by:
 - i. affixing posters, no less than fourteen (14) clear days before the date of the referendum, no smaller than 8 ½ by 11 inches, on each of the Kwantlen University College campuses, provided however that each such campus shall receive no less than twenty-five (25) such posters which must be affixed in conspicuous places around the campus; *and*

- ii. the placement of an advertisement, no less than fourteen (14) clear days before the date of the referendum, within the student newspaper or such other recognized campus media as determined by Council.
5. Notice of a referendum must specify the locations, days and hours of polling, and the entire text of the question. The accidental omission to give notice of a referendum to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate a referendum.
6. All referendum questions must be clear, unbiased, and phrased in a manner that permits a yes/no answer.
7. If a referendum question submitted by petition pursuant to Article 4(3)(ii) is deemed to be in violation of Article 4(6) by a Two-thirds (2/3) Resolution of Council, the question shall be submitted to the Society's auditors for rewording, to bring the question into conformity with Article 4(6), and their decision on the rewording is final. If Council does not so resolve, the question shall be put to the members exactly as drafted by the petitioners.
8. A referendum shall not be held during the summer semester. If, pursuant to Article 4(3), a referendum would normally be held in the summer semester, the Director of Operations shall delay the referendum until the month of September.
9. A referendum shall:
 - i. have at least one poll on each campus;
 - ii. be no shorter than two (2) days in duration and no longer than eight (8) days in duration, such days running consecutively, except weekends;
 - iii. have polls that are open for voting no less than four (4) hours per day, between the hours of 9am and 5pm; *and*
 - iv. have such other rules as are set out in the Regulations.
10. A referendum, subject to these Bylaws, shall be acted upon by the Society where:
 - i. a majority, or such greater percentage as may be required by law, of the votes cast support the referendum; *and*
 - ii. the number of votes cast is equal to or greater than two-hundred and fifty (250).

Article 5 Council

1. The directors of the Society shall consist of the voting members of the Council and, subject to the Act and these Bylaws, the management, administration, and the control of property, revenue, business and all the other affairs of the Society are vested in Council. Pursuant to the foregoing, Council:
 - i. shall be the highest official body representing the Society;
 - ii. shall adopt, amend or otherwise alter the Regulations of the Society by a Two-thirds (2/3) Resolution;
 - iii. shall adopt, amend or otherwise alter the Policies of the Society by a Two-thirds (2/3) Resolution;
 - iv. shall adopt the Budget of the Society by a Two-thirds (2/3) Resolution;
 - v. may create committees, working groups, planning groups or any other such body as they see fit, provided however that they do not delegate any of their powers to such a body unless such delegation is in accordance with these Bylaws;
 - vi. may, upon a Two-thirds (2/3) Resolution, overrule, alter, or amend any action performed by another body or individual of the Society;
 - vii. shall appoint individuals to committees, working groups, planning groups, or any other such body of the Society, the Kwantlen University College or any other external entity;
 - viii. may, upon a Two-thirds (2/3) Resolution, remove an individual it appointed to a committee, working group, planning group, or any other such body of the Society, the Kwantlen University College or any other external entity;
and
 - ix. may make such other rules as may be considered necessary for the Society, provided such rules are consistent with the Constitution, Bylaws, Regulations and Policies of the Society.
2. The voting members of Council shall be:
 - i. the five (5) members of the Executive Board;
 - ii. the duly elected Campus Directors, one such director elected from each campus of the Kwantlen University College;

- iii. the duly elected Campus Representatives, the number of which shall be determined by Article 5(3), elected from each campus of the Kwantlen University College; *and*
 - iv. such other persons as are approved by Ordinary Resolution.
3. Each campus of the Kwantlen University College shall be entitled to two (2) Campus Representatives on Council. However, each campus with more than three thousand (3,000) Members shall receive an additional Campus Representative for every three thousand (3,000) Members enrolled at that campus.
 4. The incoming members of Council shall assume their office on April 1, or in the case of a by-election, at the first Council meeting after their election.
 5. With the exception of the Executive Board members and the Campus Directors, a member of Council must not be remunerated for being or acting as a member of Council but a member of Council must be reimbursed for all expenses necessarily and reasonably incurred by the member of Council while engaged in the affairs of the Society. Rules for such reimbursements shall be set out in the Regulations.
 6. Council may, by a Two-thirds Resolution, create non-voting seats on Council. The rights and obligations of non-voting members of Council shall be set out in the Regulations.

Article 6 Executive Board

1. The Executive Board of Council shall be:
 - i. the Director of Operations;
 - ii. the Director of Finance;
 - iii. the Director of External Affairs;
 - iv. the Director of Events and Student Life; *and*
 - v. the Director of Academic Affairs.
2. The Executive Board shall be elected by and from the Members of the Society in a general election, which shall be held in the month of February in each calendar year as determined by Council, and in no case less than fourteen (14) days prior to the Annual General Meeting.

3. The members of the Executive Board shall be employees of the Society, and their remuneration shall be set by Council, in a manner that shall be set out in the Regulations.

Article 7 Campus Councils

1. Each campus of Kwantlen University College shall have a Campus Council, elected by and from the Members enrolled at that campus in a general election which shall be held in the month of February in each calendar year as determined by Council, and in no case less than fourteen (14) days prior to the Annual General Meeting.
 - i. Campus Councils shall consist of:
 - a. the Campus Director;
 - b. one (1) or more Campus Representatives, the number of which to be determined in accordance with Article 5(3); *and*
 - c. three (3) or more Campus Council Officers, the number of which to be determined in the Regulations of the Society.
2. Campus Councils shall:
 - i. coordinate, under the direction of the Director of Events and Student Life, all Society events on their campus;
 - ii. submit an annual budget request to the Director of Finance, such budget request approved by a Two-thirds (2/3) Resolution of the Campus Council;
 - iii. maintain records and other information relating to their campus;
 - iv. represent the concerns and issues of their campus to the Council; *and*
 - v. have such other powers and duties as are set out in the Regulations.
3. Campus Councils shall hold at least one (1) meeting in every calendar month. Meetings of Campus Councils shall be open to all members of the Society, unless the Campus Council decides to go *In Camera* by a Two-thirds (2/3) Resolution. An *In Camera* session is ended, and the meeting again becomes open to all members, upon a Resolution of the Campus Council. Under no circumstances shall a Campus Council have the authority to exclude voting members of that Campus Council from any meeting of that council at any time. Further powers and duties of Campus Councils, Campus Directors and campus representatives shall be set out in the Regulations.

Article 8 Elections

1. A general election shall be held in the month of February to elect the members of Council and the members of the Campus Councils.
2. The members of Council and the members of the Campus Councils shall take office on April 1.
3. If only one person is nominated for an office, the nominee must be ratified by a majority vote in a general election held in the form of a yes or no ballot.
4. Nominations shall be open for no less than fourteen (14) days and no longer than twenty-eight (28) days.
5. Notice of a general election shall be given to the members of the Society by:
 - i. affixing posters, no less than fourteen (14) clear days before the date of the opening of nominations, no smaller than 8 ½ by 11 inches, on each of the Kwantlen University College campuses, provided however that each such campus shall receive no less than twenty-five (25) such posters which must be affixed in conspicuous places around the campus; *and*
 - ii. the placement of an advertisement, no less than fourteen (14) clear days before the opening of nominations, within the student newspaper or such other recognized campus media as determined by Council.
6. Notice of the opening of nominations must specify the dates and times for the opening and closing of nominations, the location on each campus where nomination forms may be picked up, contact information for the Chief Returning Officer, and specifically list the positions open for nomination relevant to each campus.
7. Notice of polling shall be given to the members of the Society by:
 - i. affixing posters, no less than seven (7) clear days before the opening of polling, no smaller than 8 1/2 by 11 inches, on each of the Kwantlen University College campuses, provided however that each such campus shall receive no less than twenty-five (25) such posters which must be affixed in conspicuous places around the campus; *and*
 - ii. the placement of an advertisement, no less than seven (7) clear days before the opening of polling, within the student newspaper or such other recognized campus media as determined by Council.
8. Notice of polling must specify the locations, days and hours of polling, and specifically list the positions that will appear on the ballot for each campus.

9. A general election shall:
 - i. have at least one poll on each campus;
 - ii. be no shorter than (2) days in duration and no longer than eight (8) days in duration, such days running consecutively, except weekends;
 - iii. have polls that are open for voting no less than four (4) hours per day, between the hours of 9am and 5pm; and
 - iv. have such other rules as are set out in the Regulations.
10. Notwithstanding any other Bylaw herein, Regulations relating to elections shall not be amended between December 31 and the Annual General Meeting of the Society, except by an Ordinary Resolution.

Article 9 Removal of Elected Officials

1. Executive Board members, Campus Directors, Council Representatives and members of Campus Councils may be removed from office in accordance with this section of the Bylaws.
2. Elected officials shall immediately cease to hold office if at any time they cease to be Members of the Society in accordance with these Bylaws.
3. The Members may, by Special Resolution, remove a Campus Director, Council Representative or a Campus Council Officer before the expiration of her term of office.
4. A member of the Executive Board may be removed from office upon:
 - i. a Two-thirds (2/3) Resolution of Council, provided however that at least fourteen (14) days notice, and no more than twenty-eight (28) days notice, has been given in writing at a previous Council meeting and, furthermore, that such notice be signed by:
 - a. two (2) members of the Executive Board; *and*
 - b. five (5) members of Council who are not members of the Executive Board.
 - ii. A Special Resolution of the Society.
5. If a vacancy occurs in an elected position of the Society, a by-election shall be held to fill the position for the remainder of the term, rules for which shall

be set out in the Regulations. Notwithstanding this clause, if there is less than ninety (90) days remaining in the term of the removed officer, Council may, by Resolution, decide not to hold a by-election.

6. Upon the removal of a member of the Executive Board, Council shall appoint one of its members who is not, at the time of appointment, a member of the Executive Board to fulfill the duties of the removed member until such time as the position is filled by election.
7. Any Member may run in a by-election, even a Member previously removed from the position.
8. Should a member of the Executive Board be removed pursuant to Article 9(4)(i) and subsequently re-elected to the same position in a by-election pursuant to Article 9(5), that member of the Executive Board shall not be subject to removal again pursuant to Article 9(4)(i) during the same term of office.

Article 10 Duties of the Executive Board

1. There shall be an Executive Board, composed of the five (5) members of the Executive. The General Manager and such other staff persons as are designated in the Regulations shall attend meetings of the Executive Board unless directed otherwise by a Resolution of the board.
2. Subject at all times to the Constitution, Bylaws and Regulations, and the powers of Council, the Executive Board shall:
 - ii. supervise and provide direction for the implementation and administration of the Policies and Regulations of the Society;
 - iii. be responsible for internal and external communications for the Society;
 - iv. present options and make recommendations to Council on matters of concern to members of the Society;
 - v. provide full, succinct and timely disclosure of its activities and decisions to Council on an ongoing basis;
 - vi. coordinate and engage in, or delegate the authority to coordinate and engage in, negotiations with parties on issues of a contractual nature;
 - vii. determine the resource needs of the Society so that the Society can pursue its constitutional purposes effectively;

- viii. ensure that all deserving students involved in the Society receive some form of recognition for their contribution and service to the Society;
 - ix. approve changes in the contract between the Society and the General Manager, and inform Council if any substantial changes are made;
 - x. ensure that minutes of all Executive Board meetings, once approved by the Board, shall be signed by the chair and submitted to Council for approval;
 - xi. appoint by Resolution one of its members to be the Chairperson of the Executive Board, however Council may overrule this decision at any time by a Two-thirds (2/3) Resolution;
 - xii. negotiate annually the contract with the Society's General Manager, and provide an annual report to Council on the General Managers performance; *and*
 - xiii. perform such other functions as may be assigned by Council from time to time.
3. Nothing in this Article shall be interpreted so as to restrict the authority of Council as established in these Bylaws.
 4. When a question arises over whether the Executive Board or Council is the appropriate body to deal with an issue, the Executive Board shall decide the matter, subject to the Bylaws, Regulations and Policy statements of the Society, and shall specifically note the decision in its minutes. However, Council may overrule the Executive Boards decision and choose to deal with the issue itself.
 5. Pursuant to Article 10(2)(iii), no information shall be withheld from Council notwithstanding the confidential nature of the information. The Executive may request that the information be disclosed in an *in-camera* session, at which time the Council shall decide whether to go into an *in-camera* session.
 6. In addition to the rules set out in the Regulations and Bylaws, the Executive Board may make such other rules as may be considered necessary, provided such rules and regulations are consistent with the Constitution, Bylaws, Regulations and Policies of the Society. Such rules shall be adopted by a Two-thirds (2/3) Resolution at a meeting of the Executive Board where all the members Executive Board are in attendance, and shall be placed in an Executive Procedures Manual.

Article 11 Duties of the Members of the Executive Board

1. Each member of the Executive Board shall sign an oath of office, such oath to be determined by Council and set within the Regulations.
2. The Director of Operations shall:
 - i. be the liaison between the Executive Board and the General Manager, and shall direct the General Manager in the course of her duties, subject to the Bylaws and Regulations of the Society;
 - ii. be responsible for the operations of the General Office and for the maintenance of all records of the Society;
 - iii. maintain or cause to be maintained updated master copies of the Society's Bylaws, Policies and Regulations and ensure that any changes to these documents are appropriately recorded and distributed to each campus;
 - iv. be a Signing Officer of the Society;
 - v. be responsible, through the General Manager, for the administrative duties of the General Office, and shall ensure that business on all campuses is carried out according to the Bylaws, Policies and Regulations of the Society; *and*
 - vi. have such other powers and duties as are stipulated in the Regulations, or are assigned by Council or the Executive Board from time to time.
3. The Director of Finance shall:
 - i. manage the financial affairs of the Society in accordance with the Bylaws and Regulations;
 - ii. negotiate, with the General Manager, changes in the contracts for the staff of the Society (other than the General Manager) and present those changes to the Executive Board for approval.
 - iii. prepare a budget proposal for Council in accordance with the Regulations;
 - iv. be a Signing Officer of the Society; *and*
 - v. have such other powers and duties as are stipulated in the Regulations, or are assigned by Council or the Executive Board from time to time.
4. The Director of External Affairs shall:

- i. liaise with, and represent the Society on, external organizations, committees and coalitions, unless such duties have been otherwise assigned in the Bylaws or regulations;
 - ii. liaise with organizations at Kwantlen University College representing the faculty, the other instructors, the teaching assistants, and the non-teaching staff on non-academic matters;
 - iii. be responsible for lobbying local, provincial and federal governments on the Policies of the Society;
 - iv. be a Signing Officer of the Society; *and*
 - v. have such other powers and duties as are stipulated in the Regulations, or are assigned by Council or the Executive Board from time to time.
5. The Director of Events and Student Life shall:
- i. be responsible for planning, organizing and monitoring activities that pertain to the social needs and recreational aspects of students lives, mainly but not limited to, on campus;
 - ii. coordinate with the Campus Directors in the planning and implementation of any fundraising activities or campus-specific events;
 - iii. liaise with Kwantlen University College on issues pertaining to events and student life; *and*
 - iv. have such other powers and duties as are stipulated in the Regulations, or are assigned by Council or the Executive Board from time to time.
6. The Director of Academic Affairs shall:
- i. liaise with organizations at Kwantlen University College representing the faculty, the other instructors, the teaching assistants, and the non-teaching staff on academic matters;
 - ii. liaise with Kwantlen University College on issues pertaining to academics; *and*
 - iii. have such other powers and duties as are stipulated in the Regulations, or are assigned by Council or the Executive Board from time to time.

Article 12 Meetings Of Council

1. Quorum for meetings of Council shall be fifty percent (50%) plus one of the current members of Council, not counting vacancies. In no case shall quorum be less than six (6) voting members.
2. The Chair shall call Council to order once quorum is present.
3. The Chair shall dissolve the sitting should no quorum be present within thirty (30) minutes after the given time of the meeting.
4. At any time during the proceedings of Council that quorum is not present, the Chair shall dissolve the meeting immediately following completion of the question currently on the floor.
5. Each member of Council shall be entitled to one vote at meetings of Council.
6. Meetings of Council shall be open to all members of the Society, unless Council decides to go *in camera* by a Two-thirds (2/3) Resolution. An *In Camera* session is ended, and the meeting again becomes open to all members, upon a Resolution of Council. Under no circumstances shall Council have the authority to exclude voting members of Council from any meeting of Council at any time.
7. Members of Council may appoint an individual as a proxy, to attend a meeting of Council in that Council members place. No individual may carry more than one (1) proxy. Further rules for proxies at Council meetings shall be set out in the Regulations.
8. Council shall hold regularly scheduled meetings at least twice each month, excluding the months of July, August and December, during such months Council may meet as it sees fit.

Article 13 Speaker of Council

1. The Speaker of Council shall be a non-voting member of Council appointed by a Two-thirds (2/3) Resolution of Council.
2. The Speaker shall not hold any other elected, staff or appointed position in the Society.
3. The Speaker of Council shall:
 - i. chair Council meetings;
 - ii. post or cause to be posted notices of Council meetings seventy-two (72) hours in advance, by any means he/she deems necessary, including electronic media;

- iii. ensure that minutes of Council meetings are posted in a public place within fifteen (15) days after the meeting; *and*
 - iv. have such other duties as are outlined in the Regulations or assigned by Council from time to time.
4. The Speaker shall not be the Spokesperson of Council.
 5. In the absence of the Speaker, the Chairperson of the Executive Board shall chair Council meetings, provided however that Council may, by a Two-thirds (2/3) Resolution, elect an alternate chair.

Article 14 Policy Statements

1. Council may express an opinion, sentiment or principle with respect to a specific issue by means of a policy statement.
2. Since the Regulations specify the internal procedures of the Society, a policy statement shall not be used to do so.
3. A policy statement shall contain:
 - i. a preamble explaining the reasons for expressing an opinion, sentiment or principle;
 - ii. a resolution declaring the opinion, sentiment or principle.
4. A policy statement shall remain in effect for three (3) year's from its date of adoption, unless Council specifies that it is to be in effect for a shorter period.
5. Policy statements may only be adopted, amended, renewed, suspended, or rescinded by a Two-thirds (2/3) Resolution of Council.

Article 15 Orientation of Council

1. The General Manager shall ensure that each member of Council receives, upon assuming office, a copy of the following documents:
 - i. the Council Handbook;
 - ii. the Constitution, Bylaws and Regulations; *and*
 - iii. the Policy Statement Manual.

2. The General Manager shall arrange a comprehensive orientation session for all members of Council during the months of April or May. This session shall include, but not be limited to:
 - i. the rules of order of meetings;
 - ii. the role of the members of Council;
 - iii. the structure and processes of the Society;
 - iv. the resources and administrative support available to members of Council;
and
 - v. priority planning for the year.

Article 16 The Ombudsperson

1. The Ombudsperson shall serve as a protection for the members against maladministration, both within the Society and the Kwantlen University College. The prime purpose of the position shall be to seek justice through the fair and reasonable application of administrative rules and regulations as adopted from time to time by the Society, Kwantlen University College, or through law.
2. The Ombudsperson shall sign an oath of office, such oath to be determined by Council and set within the Regulations.
3. The Ombudsperson shall be appointed by a Two-thirds (2/3) Resolution of Council for a one (1) year term.
4. The Ombudsperson shall not hold any other elected, hired or appointed position within the Society. An Ombudsperson who becomes a candidate for an elected, hired or appointed position within the Society immediately ceases to hold the position of Ombudsperson.
5. The Ombudsperson shall be a non-voting member of any board, committee or other Society body, and may attend any meeting she sees fit, even an *in camera* meeting.
6. The Ombudsperson shall, during regular business hours, have unfettered access to all the Society's records, documents and other materials, electronic or otherwise, that she may require in the exercise of her duties.
7. The Ombudsperson may only be removed from office by an Ordinary Resolution of the Society.

8. Further rules concerning the Ombudsperson shall be set out in the Regulations.

Article 17 General Manager

1. The General Manager shall:
 - i. manage the general business affairs of the Society as stipulated in the Regulations;
 - ii. hire, train, supervise, direct, discharge and otherwise manage the human resources of the Society, in consultation with the Executive Board;
 - iii. annually review the performance of each permanent employee and to make salary adjustments as permitted by the Budget;
 - iv. ensure the security and maintenance of the Society's assets and buildings;
 - v. cause all funds of the Society to be held in deposits, or invested in shares, stocks or other securities as she deems appropriate and which have not been expressly excluded by Council;
 - vi. submit to Council quarterly financial reports in the manner specified in the Regulations;
 - vii. cause to be operated and maintained all accounting systems and financial procedures of the Society;
 - viii. have such other powers and duties as are stipulated in the Regulations or assigned by the Executive Board or Council from time to time.

Article 18 Fees

1. The Society's membership fees shall be set in accordance with these Bylaws and the *College and Institute Act*.
2. Every Member shall pay Society fees during any Kwantlen University College semester in which that Member is registered for:
 - i. one (1) or more credit courses at Kwantlen University College; or
 - ii. continuing education studies at Kwantlen University College, or such other programs at Kwantlen University College as approved by the Members by Ordinary Resolution;

Article 19 Seal

1. Council may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
2. The common seal must be affixed only when authorized by a Resolution of Council and then only in the presence of the persons specified in the Resolution, or if no persons are specified, in the presence of the Executive Board.

Article 20 Borrowing

1. In order to carry out the purposes of the Society Council may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
2. A debenture must not be issued without the authorization of a Special Resolution of the Members.
3. The Members may, by Special Resolution, restrict the borrowing powers of Council, but such a resolution imposed expires at the next Annual General Meeting.

Article 21 Auditor

1. At each Annual General Meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
2. An auditor may be removed by an Ordinary Resolution.
3. An auditor must be promptly informed in writing of the auditor's appointment or removal.
4. The Auditor shall have unfettered access to all the Society's records, documents and other materials, electronic or otherwise, that she may require in the exercise of her duties.
5. A member of Council or employee of the Society must not be its auditor.
6. The auditor may attend all General Meetings.

Article 22 Bylaws

1. Each member is entitled to, and the Society must give the member on request for the sum of one dollar (\$1), a copy of the Constitution and Bylaws of the Society.
2. These Bylaws must not be altered or added to except by Special Resolution.

Article 23 Records of the Society

1. Subject at all times to Articles 23(2) and 23(3) herein, the records of the Society may be inspected by the members of the Society, on reasonable notice to the General Manager, during regular business hours.
2. The Society reserves the right to maintain appropriate confidentiality by not disclosing records in its possession that relate to:
 - i. personal information concerning members, its staff and other officers; *and*
 - ii. confidential information concerning other third parties.
3. The Society reserves the right to maintain appropriate confidentiality by not disclosing records in its possession pertaining to *in camera* meetings. After an appropriate time period has elapsed since a particular *in camera* session, such time period to be stipulated in the Regulations, records pertaining to that session shall be released upon the written request of a member. If, in the opinion of the Executive Board, the *in camera* records requested by a member pursuant to this Article still require the maintenance of confidentiality, then the Executive Board may sever or remove all or part of the *in camera* records so requested, but must provide the member with a brief written summary of the information contained therein. Such a brief written summary shall be prepared in a manner that excludes all the appropriate information that, in the opinion of the Executive Board, should continue to remain confidential.
4. Notwithstanding any other Article within these Bylaws, members of the Executive Board, the General Manager and the Ombudsperson shall, during regular business hours, have unfettered access to all the Society's records, documents and other materials, electronic or otherwise, that may be required in the exercise of their duties. However, the General Manager may require such individuals to sign confidentiality agreements as she sees fit.

Article 24 Liability of the Society

1. Subject to the Society Act, the Society shall not be liable or responsible for any damages imposed directly or indirectly by the actions of a member or members of the Society unless such action has been approved by the Society and to the extent of any such liability

or responsibility being incurred by the Society the member causing same shall indemnify the Society.

Article 25 Parliamentary Authority

1. The rules of order prescribed in the latest edition of Roberts Rules of Order shall apply at all meetings of the Society, to the extent of their consistency with the Act, these Bylaws and the Regulations.