

Bylaw Change Comparison Document No. 2

This document contains the full text of the KSA Bylaws that shall be up for consideration at the Special General Meeting to be held on November 29, 2005 at Noon in the Richmond Campus Conference Center, Room 2550, 2nd Floor.

Changes in Column 3 Developed by: Steven Lee, Richmond Campus Director & Christine McLellan, Student-at-Large

As Based on Input from: Lisa Coan, Student Board of Governors Representative & LGBT Liaison
Johnny Woo, Richmond Campus Representative

Posted Online on: **November 14, 2005**

Amended on: **November 16, 2005** to: 1. add this cover page; 2. to add page numbers to the table of contents in Columns 1, 2 & 3 on Page 2; and to 3. fix some minor typos that appeared in different areas of the document.

November 20, 2005 to: add specific notice requirements for regulation, budget and policy changes; to add requirements for placing members in bad standing, as opposed to removing them as members. Removing members outright may be contrary to the rights of members as outlined under the College & Institute Act and the Society Act. *No further changes will be made to this document.*

November 26, 2005 to: 1. correct a Article 6 (12) to change a reference to "these Regulations" to "these Bylaws" and 2. add the requirement under Article 3(9) that a nothing may be discussed at a general meeting that did not appear in the notice of the General Meeting, in order to bring these bylaws into compliance with requirements for General Meetings as specified under the Society Act; and to 3. also add under Article 8 (8), Article 11 (3), Article 13 (6) and Article 15 (13) to clearly state that voting by proxy is not permitted at either Campus Council, Executive Board, Council or at Standing Committees of the Society. Article 11 (2) was also added to clarify that the Executive Board should meet at least three (3) times per month, with the exception of April, August and December, during which months it may meet as it sees fit. *Again, in spite of what was noted on November 20, it is not foreseen that any further changes shall be made to this document.*

With notice given by:

- A. Obtaining approximately 350 signatures of students on all four campuses, stating the intent to hold a Special General Meeting on November 29, 2005, as submitted by Christine McLellan to the main office of the Society located on the Surrey Campus;
- B. 25 posters on each campus giving notice to change the bylaws at a Special General, as posted by Noon on the morning of November 15, 2005;
- C. E-mailing the Kwantlen Chronicle asking them to post notice of the meeting in their next issue, should it print before the November 29, 2005 meeting; *and*
- D. E-mailing the First Year Experience Website organizers to ask them to post notice of the meeting on the Kwantlen "what's happening events" website.

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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;

"**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;

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

"Financial Administrator" shall mean the permanent full-time staff person hired to assist the Executive Board and the General Manager with the financial procedures of the Society;

"Full-Time Work," "Full-Time Staff Person," "Full-Time Employee" or "Full-Time Employment" shall mean work for 35 hours-a-week or more;

"General Manager" shall mean the permanent full-time staff person hired to fulfill the duties of General Manager as prescribed by these Bylaws;

"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 Robert's Rules of Order, insofar as such rules are consistent with these Bylaws and the Regulations.

"Member" or "Full 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;

"Part-Time Work," "Part-Time Staff Person," "Part-Time Employee" or "Part-Time Employment" shall mean anytime less than 35 hours-a-week.

"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;

"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:
 - b. one (1) or more credit courses at Kwantlen University College; or
 - c. 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 **Special** Resolution of the **Members passed at a General Meeting of the** Society pursuant to Article 2(9) herein.
9. **As membership is a condition of registration at the University, members who are registered shall not be expelled.** A Member may be expelled by a Special Resolution of the Members passed at a General Meeting. The notice of a Special Resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

10. Bad Standing

- i. **Notwithstanding the provisions of this Article, in order to be eligible to run for office and to vote at Annual General Meetings or Special General Meetings or in Society elections and referenda, a student must be an active member in good standing of the Society.**
- ii. **A member may be placed in bad standing by:**
 - a. **non-payment of annual dues or other debts to the Society; and**
 - b. **by a Special Resolution of the Membership passed at a General Meeting. The notice of a Special Resolution to place a member in bad standing must be posted no less than fourteen (14) clear days before the date of the General Meeting and must be accompanied by a brief statement of the reasons for the proposed placement in bad standing. The member who is the subject of the proposed placement in bad standing must be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.**
- iii. **For each of the cases listed in Paragraph 10(ii) above, a member remains in bad standing until:**
 - a. **she has paid the annual dues or other debts to the Society; and**
 - b. **by a Special Resolution of the Membership passed at a General Meeting.**
- iv. **Being placed in bad standing does not exempt the member from paying Society membership fees as administered by Kwantlen University College.**

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. receiving the report of the Ombudsperson with respect to her activities over the past year;
 - vi. the consideration of any Ordinary Resolutions; and
 - vii. 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 ~~forty-five (45)~~ twenty-one (21) days, call a Special General Meeting of the Society upon:
 - i. a Two-thirds (2/3) Resolution of Council; or
 - ii. the Society 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 must state the purpose of the general meeting and 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.
 7. In the event that a requisitioned General Meeting called within ~~forty-five (45)~~ 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.
 8. 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)~~ thirty (30) such posters which must be affixed in conspicuous places around the campus; ~~and~~
 - ii. the conspicuous placement of an advertisement, no less than fourteen (14) clear days before the date of the General Meeting, on the Official Internet Website of the Society; and
 - iii. 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.
 9. 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 and shall be signed by the Director of Operations. No business other than what is stipulated in a Resolution of Council or in the petition as served by Members of the Society may be discussed at a Special General Meeting. 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.
 10. In order to achieve quorum as stipulated in paragraph (11) below, the Society may advertise the availability of food drink and prizes at the General Meeting, provided that spending on such advertisement and promotional activities not exceed the sum of one thousand two hundred and fifty dollars (\$1,250).
 11. 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)~~ four hundred (400) Members, whichever is lesser. Under no circumstances shall quorum be less than three (3) Members.
 12. 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.

13. 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.
14. A Member present at a General Meeting is entitled to one vote.
15. 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.
16. 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. **the Society** 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. **All Society referendums shall be overseen and run by an independent auditing firm as contracted to do so by a Two-thirds (2/3) Resolution of Council, based on recommendations of the Primary Appointments Committee. Furthermore, the independent auditing firm shall be contracted by Council to begin work on the referendum no later than twenty-one (21) days before notice of the referendum is given to the membership.**
5. 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)~~ **thirty (30)** such posters which must be affixed in conspicuous places around the campus; ~~and~~
 - ii. **the conspicuous placement of an advertisement, no less than fourteen (14) clear days before the date of the referendum, on the Official Internet Website of the Society; and**
 - iii. 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.
6. 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.
7. All referendum questions must be clear, unbiased, and phrased in a manner that permits a yes/no answer.
8. 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.
9. 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.
10. 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~~ **8am and 9pm**; and

- iv. have such other rules as are set out in the Regulations.
11. 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

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, **provided that:**
 - a. **at least fourteen (14) days, and no more than twenty-eight (28) days notice has been given in writing at a previous Council meeting as signed by at least three (3) members of Council;**
 - b. **the full text of the proposed additions, amendments or alterations are made available for review by Council no less than seven (7) clear days before the date of the Council Meeting at which the changes are to be considered;**
 - c. **the full text of the proposed additions, amendments and alterations are posted in the agenda as distributed by the Speaker of Council as per Article 14 (4) (iii);**
 - d. **the full text of the proposed additions, amendments or alterations clearly shows what is being changed by using a strikethrough font for deletions and an italicized-underlined font for additions; and**
 - e. **debate on the proposed additions, amendments or alterations be given the opportunity to occur before the Resolution is put to a vote;**
 - iii. shall adopt, amend or otherwise alter the Policies of the Society by a Two-thirds (2/3) Resolution, **provided that:**
 - a. **the full text of proposed Policies, amendments and alterations are posted in the agenda as distributed by the Speaker of Council as per Article 14 (4) (iii); and**
 - b. **debate on the Policies be given the opportunity to occur before the Resolution is put to a vote;**
 - iv. shall adopt, **amend or otherwise alter** the Budget of the Society by a Two-thirds (2/3) Resolution **in accordance with Article 21 of these Bylaws, provided that:**
 - a. **the full text of the proposed additions, amendments and alterations are posted in the agenda as distributed by the Speaker of Council as per Article 14 (4) (iii); and**
 - b. **debate on the proposed additions, amendments and alterations be given the opportunity to occur before the Resolution is put to a vote;**
 - 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. **shall make every effort to act upon recommendations of the Ombudsperson, and in the event that Council chooses not to act upon the recommendations of the Ombudsperson, Council must forward in writing its reasons for not complying with the recommendations to the Ombudsperson;**

- ix. 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;
- x. shall not delegate any of its powers and duties except as may be provided for in the Bylaws; and
- xi. 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. Council, in its supervisory role over the Executive Board may choose to discipline a member of the Executive if, in the reasonable opinion of Council, that member has failed to perform her duties in a satisfactory manner. Such discipline is limited to the following:

- i. in the case of a first failure to perform: Council may, by a Two-thirds (2/3) Resolution, give an official warning to the Executive member in question. Such a warning must be in writing, and clearly outline the duty or duties that are being performed in an unsatisfactory manner. The letter shall be drafted by the Chairperson of the Executive Board, unless she is the subject of the letter, in which case another member of the executive shall draft the letter, as determined by Council. The General Manager shall ensure that a copy of the written warning be placed in the employment file of the Executive member, and that it remains there for the remainder of the Executive's term in office.
- ii. in the case of a second failure to perform: Council may, by a Two-thirds (2/3) Resolution, suspend the Executive member in question for three (3) days without pay. Such a suspension must be in writing, and clearly outline the duty or duties that have continued to be performed in an unsatisfactory manner since the issuing of the official warning. The letter shall be drafted by the Chairperson of the Executive Board, unless she is the subject of the letter, in which case another member of the executive shall draft the letter, as determined by Council. The General Manager shall ensure that a copy of the suspension document be placed in the employment file of the Executive member, and that it remains there for the remainder of the Executive's term in office.
- iii. in the case of a third failure to perform: Council may by a Two-thirds (2/3) Resolution:
 - a. suspend the Executive member in question for seven (7) days without pay,
 - b. temporarily reduce the Executive member's weekly hours of employment, and subsequent remuneration, or
 - c. both (a) and (b) above.

Such a suspension must be in writing, and clearly outline the duty or duties that have continued to be performed in an unsatisfactory manner since the issuing of the official warning and previous suspension. The letter shall be drafted by the Chairperson of the Executive Board, unless she is the subject of the letter, in which case another member of the executive shall draft the letter, as determined by Council. The General Manager shall ensure that a copy of the suspension document be placed in the employment file of the Executive member, and that it remains there for the remainder of the Executive's term in office. Any reduction in hours mandated by Council pursuant to this article shall not reduce an Executive's hours below fifty percent (50%) plus one (+1) of the levels established elsewhere in these Regulations. The reduction shall last for a length of time as stipulated by Council in its resolution, provided that the reduction shall not last more than eight (8) weeks. Furthermore, the reduction shall not take effect until fourteen (14) days after the resolution of Council, or such later time as the resolution specified.

- iv. In the case of a fourth or subsequent failure to perform, Council may remove a member of the Executive Board as per Article 10 (4) of these Bylaws.
 - v. In extreme cases, Council may enact more than one of the disciplines listed in paragraphs (i), (ii) or (iii) above at the same time, but Council must act on paragraphs (i), (ii) and (iii) before preceding to enact paragraph (iv).
3. 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.

4. ~~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. Elected Officials may be granted a leave of absence from Council, the terms of such shall be determined by Council. Such a leave must not be in excess of ninety (90) days (or such other length of time as mandated by the Employment Standards Act), and no elected official may receive her salary while on leave.
7. Upon being granted a leave of absence as per Article 5(6) above, 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 Executive Board member on leave until such time as the Executive Board member returns from her leave.
8. 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 Conflict of Interest

1. Voting members of Council, as Directors of the Society, shall act honestly and in good faith in the best interests of the Society as a whole, and exercise the care, diligence and skill of a reasonably prudent person in carrying out their duties.
2. Directors shall use the utmost care and discretion in the handling of confidential and privileged information and shall not use such information for personal benefit or gain. Furthermore, Directors shall not disclose any information discussed in an in camera meeting of the Council without the authorization of the Council by Resolution.
3. No Director may participate in any decision, exercise an official power or perform an official duty or function in which they may have either a conflict of interest or an apparent conflict of interest.
4. If a Director has a conflict of interest or an apparent conflict of interest relating to an issue being deliberated on by Council, they shall declare the nature of the conflict and abstain from voting on the issue. If an individual, by proxy, is attending Council in such a Director's place, the individual shall state the nature of the conflict and abstain from casting a vote on the Director's behalf.
5. In the event that a Director is uncertain about whether or not they are in either a conflict of interest or an apparent conflict of interest, Council shall decide the matter.
6. If a Director believes that another Director may be in a conflict of interest or an apparent conflict of interest, Council shall decide the matter.
7. A Director has a conflict of interest when they exercise an official power or perform an official duty or function and at the same time know that in the exercise of the power or in the performance of the duty or function there is an opportunity to further their private interest.
8. A Director has an apparent conflict of interest if there is a reasonable perception, which a reasonably well-informed person could properly have, that the Director's ability to exercise an official power or perform an official duty or function may have been affected by their private interest.
9. A Director must not use their office to seek to influence a decision, to be made by another person, to further the Director's private interest.
10. A Director's private interest shall include the private interests of their family and the private interests of a companion, business associate or a close personal friend of the Director.
11.
 - i. A Director must not accept a fee, a gift, a personal benefit or hospitality, except compensation authorized by Council, which is offered or tendered by virtue of their position as a Director.

- ii. Subsection (i) above does not apply to a gift or personal benefit that is incidental to the protocol or social obligations that normally accompany the responsibilities of office.
 - iii. If a gift or personal benefit referred to in subsection (ii) above exceeds \$150 in value, or if the total value received directly or indirectly from one source in any twelve (12) month period exceeds \$150, the Director must immediately disclose to Council, in writing:
 - a. the nature of the gift or benefit;
 - b. its source; and
 - c. the circumstances under which it was given and accepted.
 - iv. Upon Council's receipt of a written disclosure referred to in subsection (c), Council shall either allow the recipient to keep the gift or benefit, or shall direct that the gift or benefit be returned, or shall direct that the gift or benefit be disposed of in any other manner it sees fit.
12. Any Director who contravenes this Article of the Bylaws may be:
- i. directed by a Resolution of Council to:
 - a. pay restitution to the Society for any financial loss suffered by the Society as a direct result of their action;
 - b. account for, and dispose of, any profits made as a result of a breach of this Section; or
 - c. return or otherwise restore the Society's property taken, damaged or destroyed by the action of that Director;
- and may be:
- ii. removed from office pursuant to the Bylaw 9 of the Society.
13. Non-voting members of Council shall act honestly and in good faith in the best interests of the Society as a whole, and exercise the care, diligence and skill of a reasonably prudent person in carrying out their duties and shall abide by the conflict of interest provisions contained in this Article as though they were directors of the Society.
14. Officers and employees of the Society other than Directors of the Society shall act honestly and in good faith in the best interests of the Society as a whole, and exercise the care, diligence and skill of a reasonably prudent person in carrying out their duties and shall abide by the conflict of interest provisions contained in this Article as though they were directors of the Society. Furthermore,
- i. the Executive Board shall establish further provisions regarding conflict of interest in relation to Officers, such provisions to be contained in the Executive Procedures Manual; and
 - ii. The General Manager shall develop further provisions regarding conflict of interest in relation to employees, and shall take steps to ensure that such provisions are contained in the Personnel Handbooks in accordance with these Bylaws and the Regulations.
15. All Directors and Elected Officials shall sign an oath of office, prior to their first meeting of Council, in which they agree to abide by the provisions of this article.
16. A Director or Non-Voting Member of Council shall not be in a conflict of interest when it comes to debating and voting on the question of her removal from office.

Article 6.7 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 7.8 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.
2. **There are two types of Campuses at Kwantlen University College, as follows:**
 - i. **“University Campus” shall refer to campuses offering programming in arts, business, qualifying studies and science programs; and**
 - ii. **“Trades Campus” shall refer to campuses offering programming in applied technology, trades and career technical / vocational programs.**
3. **University Campus Councils shall consist of:**
 - i. **the Campus Director;**
 - ii. **five (5) Representatives elected by and from Members enrolled in the following program disciplines as defined by the University-College calendar:**
 - a. **School of Arts – Humanities**
 - b. **School of Arts – Social Sciences**
 - c. **School of Business**
 - d. **Qualifying Studies; and**
 - e. **Science, Mathematics & Applied Sciences;**
 - iii. **at least two (2) or more Campus Council Officers, which may be program specific to represent the program offerings as unique to a specific campus, the type and number of which to be determined in the Regulations of the Society.**
4. **Trades Campus Councils shall consist of:**
 - i. **the Campus Director;**
 - ii. **five (5) Representatives elected by and from Members of the main program disciplines offered on a trades campus, as defined by the University-College Calendar and the Regulations; and**
 - iii. **at least two (2) or more Campus Council Officers, which may be program specific to represent the program offerings as unique to a specific campus, the type and number of which to be determined in the Regulations of the Society.**
5. 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;
 - v. **submit written reports outlining the events, activities, meetings, issues and concerns of their campus to every regularly scheduled meeting of Council in the manner specified in the Regulations; and**
 - vi. have such other powers and duties as are set out in the Regulations.
6. Campus Councils shall hold at least one (1) meeting in every calendar month.

7. 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.
8. **Voting by proxy is not permitted at any Meetings of Campus Councils.**
9. Further powers and duties of Campus Councils, Campus Directors, Representatives and Officers shall be set out in the Regulations.

Article 8 9 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. **All Society elections shall be overseen and run by an independent auditing firm as contracted to do so by a Two-thirds (2/3) Resolution of Council, based on recommendations of the Primary Appointments Committee. Furthermore:**
 - i. **in the case of a general election, the independent auditing firm shall be contracted by Council to begin work on the general election on December 1; and**
 - ii. **in the case of a by-election, the independent auditing firm shall be contracted by Council to begin work on the by-election no later than twenty-one (21) days before notice of the by-election is given to the membership.**
3. The members of Council and the members of the Campus Councils shall:
 - i. **be elected to a one (1) year term;**
 - ii. take office on April 1; **and**
 - iii. **in the event they are elected in a by-election, their term shall be pro-rated, starting from the time that the results are presented to Council until March 31.**
4. 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.
5. Nominations shall be open for no less than fourteen (14) days and no longer than ~~twenty-eight (28)~~ **thirty (30)** days.
6. 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)~~ **thirty (30)** such posters which must be affixed in conspicuous places around the campus; ~~and~~
 - ii. **the conspicuous placement of an advertisement, no less than fourteen (14) clear days before the date of the opening of nominations, on the Official Internet Website of the Society; and**
 - iii. 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.
7. 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.
8. 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 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)~~ **thirty (30)** such posters which must be affixed in conspicuous places around the campus; ~~and~~
 - ii. **the conspicuous placement of an advertisement, no less than seven (7) clear days before the opening of polling, on the Official Internet Website of the Society; and**
 - iii. 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.

9. 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.
10. 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~~ **8am and 9pm**; and
 - iv. have such other rules as are set out in the Regulations.

11. Candidates:

- i. may run for only one position in a given election;**
 - ii. shall not run together as part of a slate;**
 - iii. shall not distribute food or drink as a part of their campaign; and**
 - iv. shall be subject to such other rules for elections as set out in the Regulations.**
12. Notwithstanding any other Bylaw herein, Regulations relating to elections shall not be amended between ~~December 31~~ **November 30** and the Annual General Meeting of the Society, except by an Ordinary Resolution.

Article 9 10 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)~~ **seven (7)** 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 11 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. **The Executive Board shall meet at least three (3) times in every calendar month with the exception of April, August and December, during such months the Executive Board may meet as it sees fit.**
3. **Voting by proxy is not permitted at any meeting of the Executive Board.**
4. Subject at all times to the Constitution, Bylaws and Regulations, and the powers of Council, the Executive Board shall:
 - i. supervise and provide direction for the implementation and administration of the Policies and Regulations of the Society;
 - ii. be responsible for internal and external communications for the Society;
 - iii. present options and make recommendations to Council on matters of concern to members of the Society;
 - iv. provide full, succinct and timely disclosure of its activities and decisions to Council on an ongoing basis;
 - v. **have each member submit written reports outlining the projects, activities, meetings, plans, concerns and issues regarding her portfolio to every regularly scheduled meeting of Council in the manner specified in the Regulations;**
 - 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 Societys 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.
5. Nothing in this Article shall be interpreted so as to restrict the authority of Council as established in these Bylaws.
6. 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.
7. 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.
8. 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 12 Duties of the Members of the Executive Board

- 4- ~~Each member of the Executive Board shall sign an oath of office, such oath to be determined by Council and set within the Regulations.~~

1. 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 Societys 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.
2. 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;
 - 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.
3. 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.
4. 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.
5. 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 13 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)~~ **forty-five (45)** 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. 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.
6. **Voting by proxy is not permitted at any meeting of Council.** ~~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.~~
6. Council shall hold ~~regularly scheduled meetings at least twice each~~ **one (1) regularly scheduled meeting in every calendar month, excluding the months of July, August and December, during such months Council may meet as it sees fit.**

Article 13 14 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 **for a one (1) year term, based on recommendations of the Primary Appointments Committee, which may be renewable for further terms up to a maximum of five (5) years.**
2. **The Speaker of Council shall assume their duties on November 1; or in the case of a vacancy, at the first Council meeting at which their appointment is approved, with such appointment expiring on October 31.**
3. The Speaker shall not hold any other elected, staff or appointed position in the Society.
4. 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. **post or cause to be posted the agenda and any accompanying material for each Council meeting forty-eight (48) hours in advance to members of Council and other interested parties;**
 - iv. ensure that minutes of Council meetings are posted in a public place within fifteen (15) days after the meeting; **and**
 - v. have such other duties as are outlined in the Regulations or assigned by Council from time to time.
5. The Speaker shall not be the Spokesperson of Council.
6. 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 15 Standing Committees of Council

1. **Pursuant to Bylaw 5(1)(v) there shall be nine (9) permanent Standing Committees of Council, as follows:**
 - i. **Academic Issues Committee as chaired by the Director of Academic Affairs;**
 - ii. **Finance Committee as chaired by the Director of Finance;**

- iii. Operations and Services Committee as chaired by the Director of Operations;
 - iv. Student Events and Communication Activities (SEACA) Committee, as chaired by the Director of Events and Student Life;
 - v. Student Issues and Action Committee (SIAC) as chaired by the Director of External Affairs;
 - vi. Elections Committee as chaired by the Chief Returning Officer;
 - vii. The General Manager Search Committee, as chaired by the Director of Operations;
 - viii. The Hiring Committee, as chaired by the General Manager; and
 - ix. Primary Appointments Committee as chaired by the General Manager.
2. The Academic Issues Committee shall:
- i. discuss and analyze the impact of University-College academic policies on students, and make recommendations to Council;
 - ii. create and maintain a database of University-College committees with student membership, and recommend to Council persons for appointment, including its own members, to such committees of the University-College;
 - iii. subject to the approval of Council, lobby the appropriate level of the University-College on issues of interest to students, including but not limited to daycare, equity, safety, academics, University policies and campus planning;
 - iv. assist Campus Councils with academic and other issues between them and their local campus administration;
 - v. present options and recommendations to Council regarding policies or plans that are related to its area; and
 - vi. have such other powers and duties as set out in the Regulations or as are assigned by Council from time to time.
3. The Finance Committee shall:
- i. review the Director of Finance's draft budget for the Society and make such changes in the draft budget as it sees fit, and then forward that draft to Council in accordance with the rules governing the budget as set out in these Bylaws and the Regulations;
 - ii. monitor the Society's accounts, and assist the Director of Finance in ensuring compliance with the Society's Budget;
 - iii. recommend to Council changes to the Society's budget that are necessary or advisable;
 - iv. ensure compliance with the fiscal procedures by all individuals and organizations within the Society;
 - v. assist individuals and bodies within the Society with the preparation of budgets;
 - vi. present options and recommendations to Council regarding policies or plans that are related to its area; and
 - vii. have such other powers and duties as set out in the Regulations or as are assigned by Council from time to time.
4. The Operations and Services Committee shall:
- i. discuss and analyze the services offered by the Society to its members, and make recommendations to Council;
 - ii. discuss, analyze and make recommendations regarding the operations of the Society, other than human resources issues, as related to the Director of Operation's portfolio;
 - iii. examine the revenue generated from commercial services, and recommend changes, expansions or cancellations to such services to the Commercial Services Manager;

- iv. assist the Director of Operations in liaising with other student societies concerning the services they offer their membership, and analyze whether or not such services would be appropriate for the Society;
 - v. assist the Director of Operations and the Commercial Services Manager with the implementation of new services, when appropriate;
 - vi. present options and recommendations to Council regarding policies or plans that are related to its area; and
 - vii. have such other powers and duties as set out in the Regulations or as are assigned by Council from time to time.
5. The Student Events and Communication Activities (SEACA) Committee shall:
- i. assist the Director of Events and Student Life in developing events that will enrich the social, personal and academic lives of students on different campuses;
 - ii. publicize, or cause to be publicized, events taking place on any campus, whether organized by the Society or otherwise;
 - iii. assist the Director of Events and Student Life in making recommendations to Council and the Executive Board regarding Clubs and Program Based Support;
 - iv. advise Council and the Executive Board on how to communicate information about the activities, events and issues facing the Society to its membership, its staff, the University College, and the community at large in a full, succinct and timely manner in a clearly defined and maintained communication strategy;
 - v. establish channels, protocols and programs aimed at encouraging input from and consultation with the Society's membership;
 - vi. oversee the management of an electronic communications network, including but not limited to the Student Association website;
 - vii. arrange for the preparation and insertion of Society information supplements into campus publications on a regular basis; and
 - viii. have such other powers and duties as set out in the Regulations or as are assigned by Council from time to time.
6. The Student Issues and Action Committee (SIAC) shall:
- i. assist the Director of External Affairs in promoting communication with other student organizations;
 - ii. assist the Director of External Affairs in keeping Council informed of Provincial and Federal Government educational policy;
 - iii. assist the Director of External Affairs in keeping Council informed of municipal and community activities as they relate to post-secondary education;
 - iv. discuss and analyze the impact of Provincial and Federal Government educational policy, and make recommendations to either the Director of External Affairs or Council;
 - v. subject to the approval of Council, lobby the appropriate level of government or the public on issues of interest to students, including but not limited to transit, student loans, post-secondary education funding, day-care, equity, student housing, and government policies;
 - vi. prepare briefs, discussion papers, or policy documents with respect to post-secondary education for approval by Council and for submission to governmental or non-governmental bodies external to the University-college;
 - vii. present options and recommendations to Council regarding policies or plans that are related to its area; and
 - viii. have such other powers and duties as set out in the Regulations or as are assigned by Council from time to time.

7. The Elections Committee shall have the composition, powers and duties as specified in the electoral section of the Regulations.
8. The General Manager Search Committee shall:
 - i. be responsible for interviewing candidates for the position of General Manager;
 - ii. be composed of:
 - a. at least one (1) member of Council, who are not members of the Executive Board from each campus, appointed by Council;
 - b. a Board of Governors Student Representative, appointed by Council; and
 - c. at least one (1) Student-at-Large Member from each campus, appointed by Council.
 - iii. advertise widely for the position of General Manager, as follows:
 - a. internally and to the Kwantlen student body for no less than seven (7) days, allowing existing staff, current Kwantlen students and recent Kwantlen graduates an opportunity to apply;
 - b. in the case where an acceptable internal or student applicant has applied for the position, no external advertising shall be necessary, and the Committee shall report its decision to the Executive Board; and
 - c. in the case where there are no suitable applicants from within the Society or the student body, the position shall be advertised externally, on a provincial or national level for at least fourteen (14) days. Such advertising shall include but not be limited to a notice in a predominant lower mainland newspaper, the utilization of national student union networks and written notification to all past members of Council and staff on file.
 - iv. develop standardized questions and evaluation criteria for the position of General Manager, such questions and criteria to be approved by a Resolution of the Committee before interviewing begins, and applied equally to all candidates;
 - v. vote to ratify the decisions of the Chair as to which candidates are given interviews out of those who have applied;
 - vi. determine the times at which interviews may occur and ensure that at least four (4) members of the Committee other than the Director of Operations are present for all interviews; and
 - vii. based on the resumes, evaluations and interviews performed, formulate hiring recommendations which shall be forwarded to the Council for consideration and final approval by a Two-thirds (2/3) Resolution;
 - viii. be bound by the Conflict of Interest rules, as set out in these Bylaws, including but not limited to the hiring of friends and family members; and
 - ix. have such other powers and duties as set out in the Regulations or as are assigned by Council from time to time.
9. The Hiring Committee shall:
 - i. assist the General Manager in overseeing, monitoring and creating a Human Resources plan for the Society, to be approved by the Executive Board;
 - ii. interview candidates for open job positions in the Society;
 - iii. advertise widely for open job positions in the Society, as follows:
 - a. internally and to the Kwantlen student body for no less than seven (7) days, allowing existing staff, current Kwantlen students and recent Kwantlen graduates an opportunity to apply;
 - b. in the case where an acceptable internal or student applicant has applied for the position, no external advertising shall be necessary, and the Committee shall report its decision to the Executive Board;
 - c. in the case where there are no suitable applicants from within the Society or the student body, the position shall be advertised externally for at least fourteen (14) days. Such advertising shall

- include but not be limited to a notice in a predominant lower mainland newspaper, and written notification to all past members of Council and staff on file.
- iv. develop standardized questions and evaluation criteria for each position for which it interviews, such questions and criteria to be approved by a Resolution of the Committee before interviewing begins, and applied equally to all candidates;
 - v. vote to ratify the decisions of the Chair as to which candidates are given interviews out of those who have applied;
 - vi. determine the times at which interviews may occur and ensure that at least two (2) members of the Committee other than the General Manager are present for all interviews;
 - vii. based on the resumes, evaluations and interviews performed, formulate hiring recommendations which shall be forwarded to the Executive Board for consideration;
 - viii. in the event of an impasse or inability to formulate hiring recommendations, the Committee shall refer the matter to the Executive Board;
 - ix. be bound by the Conflict of Interest rules, as set out in these Bylaws, including but not limited to the hiring of friends and family members; and
 - x. have such other powers and duties as set out in the Regulations or as are assigned by the Executive Board or Council from time to time.
10. The Primary Appointments Committee shall:
- i. interview candidates for Speaker, Ombudsperson and such other positions as are designated by Council;
 - ii. seek out an appropriate Auditing firm to oversee and run Society elections and provide recommendations in regards to the hiring of an Auditing firm to Council;
 - iii. advertise widely for the positions of Speaker, Ombudsperson, including: placing a minimum of one (1) advertisement or notice within a campus publication including the official Kwantlen Student Association website, and by the affixation of posters that outline the appropriate job descriptions and specifications required for each position in conspicuous places on all campuses. The committee shall allow no less than two (2) weeks application time between the first notice of the position vacancy to the close of applications;
 - iv. receive comments from clients, respondents or others in the Society or the Kwantlen University College community about the performance of the Speaker, Ombudsperson who are up for reappointment, and shall ensure that the incumbent is provided a fair opportunity to answer any comments;
 - v. develop standardized questions and evaluation criteria for each position for which it interviews, such questions and criteria to be approved by a Resolution of the Committee before interviewing begins, and applied equally to all candidates;
 - vi. vote to ratify the decisions of the Chair as to which candidates are given interviews out of those who have applied;
 - vii. determine the times at which interviews may occur;
 - viii. based on the resumes, evaluations and interviews performed, formulate hiring recommendations for the General Manager to consider;
 - ix. not interview candidates for the permanent staff positions within the Society;
 - x. be bound by the Conflict of Interest rules, as set out in these Bylaws, including but not limited to the hiring of friends and family members; and
 - xi. have such other powers and duties as set out in the Regulations or as are assigned by Council from time to time.
11. Standing Committees shall hold at least one (1) regularly scheduled meeting in every calendar month, with the exception of the Elections Committee, the General Manager Search Committee, the Hiring Committee and the Primary Appointments Committee, which may meet as often as required to exercise the duties of their Committee as set out in these Bylaws, the Regulations or as assigned by Council from time to time.

12. Standing Committees of Council shall be open to all members of the Society, unless the Standing Committee 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 Standing Committee. Under no circumstances shall a Standing Committee have the authority to exclude voting members of that Standing Committee from any meeting of that Standing Committee at any time.
13. Voting by proxy is not permitted at any Standing Committee.
14. Further rules concerning Standing Committees of Council, including but not limited to their composition and the procedures governing the appointment and removal of members shall be set out in the Regulations.

Article 14 16 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) years 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 17 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 18 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, based on recommendations of the Primary Appointments Committee, renewable for further terms up to a maximum of six (6) years.

4. *The Ombudsperson shall assume their office on April 1; or in the case of a vacancy, at the first Council meeting at which their appointment is approved, with such appointment expiring on March 31.*
5. *The Primary Appointments Committee shall also be responsible for recommending a temporary Ombudsperson to Council in the event that the Ombudsperson is unable to perform the duties of the Office for an extended period of time.*
6. The Ombudsperson *shall be independent and autonomous of all existing administrative structures of the Society and Kwantlen University College and* 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 *or the University College* immediately ceases to hold the position of Ombudsperson.
7. 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.
8. 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.
9. *The Ombudsperson may, in consultation with the General Manager, contract for professional services from time to time, that she may require in the exercise of her duties. Examples of professional services include but shall not be limited to obtaining independent professional advice on legal matters.*
10. *The Society:*
 - i. *shall, in consultation with the Ombudsperson and as subject to budgetary constraints, ensure that the Ombudsperson has the facilities, staff, equipment and funding she may require to effectively exercise her duties;*
 - ii. *shall grant the Ombudsperson the power to manage and maintain the portfolio of the Ombudsperson, including but not limited to:*
 - a. *the recruitment, training, appointment, removal and recognition of volunteers, if any;*
 - b. *the recruitment, training, appointment and removal of staff of the office, if any, should the budget so allow; and*
 - c. *the preparation of a draft budget for the operations of the Ombudsperson, and the submission of that draft to the Director of Finance no later than January 10 in any given Fiscal Year.*
 - iii. *may, in an effort to safeguard the independence of the Office of the Ombudsperson from both the Society and Kwantlen University College, seek a letter of agreement with the University College outlining the financial responsibilities of both parties to jointly fund the Office of the Ombudsperson,*
11. The Ombudsperson may only be removed from office by an Ordinary Resolution of the Society.
12. *The Ombudsperson shall make an annual report to the Membership to be presented at the Annual General Meeting of the Society.*
13. Further rules concerning the Ombudsperson shall be set out in the Regulations.

Article 17 19 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 *and the Hiring Committee;*
 - 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. submit written reports outlining the projects, activities, concerns and issues regarding her portfolio to every regularly scheduled meeting of Council in the manner specified in the Regulations;
 - viii. cause to be operated and maintained all accounting systems and financial procedures of the Society;
 - ix. have such other powers and duties as are stipulated in the Regulations or assigned by the Executive Board or Council from time to time.
2. Further to paragraph 1 (ii) above, the General Manager shall:
- i. be responsible for maintaining a Human Resources plan for the Society, in the manner specified in the Regulations, to be approved by the Executive Board;
 - ii. make every effort to ensure that student friendly hiring policies are a part of the Society's Human Resources plan by:
 - a. creating job positions that current Kwantlen students can fill (by exploring options such as but not limited to job splitting and the creation of part-time positions); and
 - b. making every effort to hire qualified Kwantlen graduates for any permanent, full-time positions that may be open.
 - iii. advise the Executive Board of any changes to the job descriptions of current Society staff members at an official meeting of the Executive Board;
 - iv. advise the Executive Board of a vacancy in a job position at an official meeting of the Executive Board and upon the approval of the Executive Board strike the Hiring Committee to fill any such vacancies;
 - v. not alert any of the applicants the outcome of the hiring process until the results are reported to the Executive Board; and
 - vi. be bound by the Conflict of Interest rules, as set out in these Bylaws, including but not limited to the hiring of friends and family members.
3. Further to paragraph 1 (ii) above, in the case of dealing with unionized staff of the Society, further rules regarding collective bargaining agreement negotiations shall be set forth in the Regulations.
4. Under no circumstances shall the Executive Board of Directors or Council be permitted to hold the powers of the General Manager at anytime.
5. In the event of a vacancy in the position of General Manager, Council shall strike the General Manager Search Committee.

Article 18 20 Fees

- 1. The Societys 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 21 Budget

- 1. Pursuant to Bylaw 5(1)(iv), Council shall adopt a Budget for the Society no later than January 30 in each fiscal year for the then-current fiscal year.
- 2. Under no circumstances shall Council delegate its authority for final approval over the budget to any other body; nor shall it delegate its authority to approve amendments to the budget to any other body.
- 3. The Budget shall include the budget projections adopted by Council the previous year, the actual expenditures and revenues to date, variances, and the next fiscal year's budget projections for all the Society's operations, including but not limited to the business operations.
- 4. The Budget shall include a statement of the amount of money in all the accounts of the Society.

5. The Budget shall provide a detailed breakdown of revenues and expenditures within each department of the Society, a department in this context meaning an individual student service, committee, business, staff department or position, executive member, and so forth.
6. The Budget shall provide figures for the overall revenues and expenditures of each major division of the Society, the major divisions in this context meaning the business operations as a whole, all the departments within student government, and the services as a whole. The Budget shall include detailed line items for the expenditures within the offices of the Executive Board members, including but not limited to; salary, office supplies, local travel, special projects and volunteer recognition.
7. Adjustments to financial compensation, honoraria, benefits and remuneration for persons holding elected positions in the Society shall not take affect until April 1, the start of a new term for elected officials. Further rules regarding financial compensation, honoraria, benefits and remuneration for persons holding elected positions in the Society shall be set out in the Regulations.
8. The Director of Finance shall prepare a draft Budget for the Society, and submit that draft to the Finance Committee no later than January 15 in each fiscal year. The Finance Committee shall complete its review of the draft and submit its version of the draft to all Council members no less than seven (7) days prior to the last Council meeting of January.
9. The detailed notes to each section of the budget shall be considered part of the budget.
10. Approval by Council of the Budget or any amendment thereto shall be deemed to be authorization for the organization or person responsible for each department mentioned in the Budget to manage the monies allocated to that department. Expenditures shall not deviate from those contained in the Budget, unless an amendment has been approved by a Two-thirds (2/3) Resolution of Council.
11. Before the Budget is approved, normal expenditures (such as expenditures on salaries and office supplies) shall be permitted for each department in accordance with the Budget of the previous fiscal year. Exceptional expenditures (such as for capital projects or special events) may only be authorized at the discretion of the Director of Finance provided that such an expenditure:
 - i. is consistent with the draft Budget as prepared by the Director of Finance;
 - ii. would not put the Society into a deficit position; and
 - iii. would avoid putting the Society at some risk, regarding the loss of a program, service or opportunity that is in the best interests of the students of Kwantlen University College.
12. The Budget shall balance exactly expenditures and revenues, and any proposed amendments to the Budget shall ensure that the revised budget complies with this article.
13. The Budget may include a contingency or reserve fund of unallocated monies, but this fund shall not be in excess of five percent (5%) of the proposed Society revenues in a given Fiscal Year. Monies may only be spent or transferred from this fund by a Two-thirds (2/3) Resolution of Council.
14. The Council may, through the Budget, allow the Society to allocate monies to reserve funds that may accumulate monies from year to year, and such monies shall not be rolled into the surplus or deficit of the Society at the end of any given Fiscal Year. Monies may only be allocated or spent from such funds by a Two-thirds (2/3) Resolution of Council, or in accordance with the Regulations. The balance of such funds must be included in the Budget.
15. Further rules regarding the Finances, Fiscal Procedures, Signing Authority, the Budget, Contracts, Assets, Investment of Society Funds and the Expenditure of Special Purpose Funds shall be set out in the Regulations.

Article 19 22 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 23 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 Two-thirds (2/3) Resolution of Council.

3. The Members may, by Ordinary Resolution, restrict the borrowing powers of Council, but such a resolution imposed expires at the next Annual General Meeting.

Article-24 24 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 25 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- ***provided that:***
 - i. ***the full text of the proposed amendments are made available for review by the Membership no less than fourteen (14) clear days before the date of the General Meeting in all offices of the Society, as well as on the Official Internet Website of the Society;***
 - ii. ***the full text of the proposed amendments clearly shows what is being changed by using a strikethrough font for deletions and an italicized-underlined font for additions; and***
 - iii. ***debate on the proposed amendments be given the opportunity to occur before the Special Resolution is put to a vote.***
3. ***Should the name of Kwantlen University College change, all references in the Society's Constitution and these Bylaws shall be deemed to be automatically amended to refer to the new name of Kwantlen University College.***

Article 23 26 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 27 Liability of the Society

1. The Society shall not be liable or responsible for any damages incurred 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 28 Whistle Blower Protection

1. **For the purposes of the paragraphs laid out under this article, "the rules of the Society" shall refer to the Society's Act, the Constitution, Bylaws, Regulations and other Procedures of the Society.**
2. **Council, as well as members of Council, serving in its role as the directors of the Society, shall not dismiss, suspend, demote, discipline, harass or otherwise disadvantage an employee of the Society, or deny that employee a benefit because:**
 - i. **the employee, acting in good faith and on the basis of reasonable belief, has disclosed to Council, the Ombudsperson, the Auditor or other outside authority or law-enforcement agency, that the employer or any other person has contravened or is about to contravene the rules of the Society;**
 - ii. **the employee, acting in good faith and on the basis of reasonable belief, has done or stated an intention of doing anything that is required to be done in order to avoid having any person contravene the rules of the Society;**
 - iii. **the employee, acting in good faith and on the basis of reasonable belief, has refused to do or stated an intention of refusing to do anything that is in contravention of the rules of the Society; or**
 - iv. **the employer believes that an employee will do anything described in paragraph (i), (ii) or (iii).**

Article 25 29 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.