

# ACCSA Bylaws

As approved at December 7 2020 Annual General Meeting

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## **Bylaw 1. General**

- 1.01.** In this By-law and all official documents of the Assiniboine Community College Students' Association, unless the context requires otherwise:
- a. "ACCSA" means the Assiniboine Community College Students' Association;
  - b. "Act" means the Manitoba Corporations Act, as amended from time to time and every statute enacted to replace that legislation;
  - c. "AGM" means an Annual General Meeting of the ACCSA;
  - d. "By-election" means any election where the Members have voting rights that is not the General Election or held at the Annual General Meeting;
  - e. "By-laws" means this by-law and all other by-laws of the ACCSA;
  - f. "Chair" means chair of the SAC;
  - g. "College" means the Assiniboine Community College;
  - h. "Committee" means a committee of the SAC;
  - i. "Days" means calendar days, unless the context requires otherwise;
  - j. "Ex-Officio Member" means individuals who, by virtue of their position or appointment, are considered members of the SAC, and shall receive materials distributed to SAC members, participate in all open and closed sessions of the SAC. For further clarity, Ex-Officio Directors do not have the ability to vote at SAC meetings, are not considered for quorum, and cannot attend or participate during in camera sessions of the SAC.
  - k. "General Election" means the principal elections held by the ACCSA in which the Members elect SAC members;
  - l. "Executive Director" means the employee hired by and reporting to the SAC to manage the operations and staff members of the ACCSA, and is an Officer of the organization;
  - m. "Member" means an individual who is admitted as a ACCSA Member according to the criteria as set out in section 3.01;
  - n. "Members" or "Membership" means the collective membership of the ACCSA;
  - o. "Officer" means those positions designated as Officers as set out in section 7;

- p. "Quorum" means the number of individuals who must be present for business to be transacted;
  - q. "SAC" means the Students' Association Council, which is the Board of Directors of the ACCSA;
  - r. "Simple majority" means a vote supported by fifty (50) percent plus one of those voting;
  - a. "Semester" means the three (3) academic time periods at the Assiniboine Community College (Fall, Winter and Summer);
  - b. "SGM" means a Special General Meeting of the ACCSA;
  - s. "Student" means those individuals defined as such by the College; and
  - t. "Student Activity Fees" means the fees that are collected from Students in accordance with the Act;
  - u. "Two-thirds majority" means a vote supported by two-thirds (2/3) of those voting.
- 1.2.** Words importing the singular number include the plural and vice versa.
- 1.3.** Words importing gender include all genders.
- 1.4.** Where a given number of days' notice is required to be given, the day of posting of the notice shall not, unless it is otherwise provided, be counted in such number of days.
- 1.5.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-laws; and
- 1.6.** If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

## **Bylaw 2. Purpose**

- 2.01.** The mission of the ACCSA is to encourage student success by being the voice of students while enhancing the student life experience.
- 2.02.** The vision of the ACCSA is to create an environment for students to excel.
- 2.03.** In order to achieve these objectives, the ACCSA will strive to:
  - a.** Represent the student community with one voice;
  - b.** Support student needs and offer guidance;
  - c.** Promote student success through teamwork and involvement; and
  - d.** Provide a unique student experience.

## **Bylaw 3. Membership**

- 3.01.** The Membership of the ACCSA shall be all students registered at Assiniboine Community College taking a minimum of one (1) course in any of the following locations or programs:
- a. Victoria Avenue East Campus;
  - b. First Street North Campus;
  - c. Base Budget (full & part time); and
  - d. Apprentice;
  - e. Parkland Campus;
  - f. Winnipeg Campus;
  - g. Assiniboine Community College Adult Collegiate;
  - h. Distance Education;
  - i. Continuing Education;
  - j. Rotating sites;
  - k. Contract sites; and
  - l. Other new sites, campuses, or programs as developed by the College, to be reviewed annually.
- 3.02.** Each Member shall pay the Student Activity Fees charged by the ACCSA for their current period. Any member in arrears of paying their Student Activity Fees shall have their membership right automatically suspended until all outstanding fees are paid in full.
- 3.03.** The interest of a Member of the ACCSA shall not be transferable and shall lapse and cease to exist when they cease to be a Member of the ACCSA.
- 3.04.** Any Member shall cease to be a Member upon:
- a. Withdrawal, suspension or expulsion from the College;
  - b. Expulsion from the ACCSA upon a majority vote of the SAC, for failure to follow ACCSA by-laws and policies; or

c. Death.

## **Bylaw 4. Meeting of Members**

- 4.01.** The AGM shall be held each year at or in the vicinity of the College on a date and time fixed by the SAC. The purpose of the AGM shall be to:
  - a.** Read the minutes of the previous AGM and any subsequent special general meetings;
  - b.** Receive and approve the audited financial statements;
  - c.** Confirm the auditor for the coming year;
  - d.** Receive the budget for the upcoming fiscal year;
  - e.** Receive reports from the SAC; and
  - f.** Address any special business that the SAC determines may be properly brought before the meeting.
  
- 4.02.** Members may propose matters to be raised and discussed during the AGM, and this proposal shall be included in the notice to Members as set out in section 4.05
  - (a).** Proposals must:
    - a.** Be submitted to the ACCSA at least sixty (60) days before the AGM; and
    - b.** Relate in a significant way to the activities or affairs of the ACCSA.
  
- 4.03.** The SAC may convene a Special General meeting of the Members at any time with proper notice as set out in section 4.06 stating the business to be brought before the meeting.
  
- 4.04.** Ten (10) percent of the Members of the ACCSA may by petition request a Special General meeting of the Members;
  - a.** The petition shall include the resolutions to be discussed at the Special General meeting;
  - b.** Upon receipt and validation of the signatures, the SAC shall within twenty-one (21) days of receipt of the petition cause such meeting to be held; and
  - c.** The same notices shall be required as set out in section 4.06.
  
- 4.05.** ACCSA Members and the Auditor shall be notified of the date, time, place and special business of the AGM at least ten (10) but not more than fifty (50) days prior to the meeting. Notice shall be provided in the form of public notices posted:

- a. In appropriate locations across campuses;
  - b. On the ACCSA website; and
  - c. Through other effective mechanisms appropriate in a given year.
- 4.06.** ACCSA Members shall be notified of the date, time, place and reason of a Special General meeting at least ten (10) days prior to the meeting. Notice shall be provided in the form of public notices posted:
- a. In appropriate locations across campuses;
  - b. On the ACCSA website; and
  - c. Through other effective mechanisms appropriate in a given year.
- 4.07.** No minor immaterial error or omission in giving the notice of any meetings of the Members shall invalidate such meeting, provided that notice would reasonably come to the attention of most students at the College.
- 4.08.** The Chair for the AGM shall be the Chair of the SAC, and shall not lose their right to vote.
- 4.09.** The recording secretary for the AGM shall be the nominated from amongst the SAC, and shall not lose their right to vote.
- a. The SAC may choose to nominate an Ex-Officio Director of the SAC as secretary for the AGM.
- 4.10.** A quorum for the transaction of business at any meeting of Members shall be twenty (20) Members.
- 4.11.** At a meeting of Members, each Member of the ACCSA shall be entitled to one (1) vote. The Membership status of an individual shall be established by the presentation of a valid student identity card or by other means as may be determined by the SAC.
- 4.12.** Members may vote by proxy on matters at the AGM or Special General meeting. with the following conditions:
- a. A Member shall be permitted to hold only one (1) proxy vote;
  - b. Voting actions must be taken in the interests of the ACCSA and its Members and consistent with the ACCSA conflict of interest guidelines as set out in section 11;
  - c. A proxy form shall be sent out with the notice of the meeting;

- d. The proxy form shall provide means whereby the person whose proxy is solicited is afforded an opportunity to specify that the proxy holder shall vote in accordance with such Member's choice in each matter or group of related matters identified in the notice of meeting;
  - e. The proxy may confer discretionary authority with respect to matters as to which a choice is not so specified or with respect to amendments or variations to matters identified in the notice of meeting;
  - f. Proxies must be filed with the AGM Secretary no later than forty-eight (48) hours prior to the meeting for which the proxy has been solicited and shall be filed in such manner as the SAC may determine; and
  - g. Proxy ballots will be counted by the meeting scrutineers.
- 4.13.** The procedures at the AGM and Special General meetings shall be governed by Robert's Rules of Order.
- 4.14.** Unless otherwise required by this By-law, ACCSA policies or by law, all questions proposed for the consideration of Members at a meeting shall be determined by a Simple majority of the votes cast.
- 4.15.** In the event of a tie, the motion is lost;
- 4.16.** Any question at a meeting of Members shall be decided by a show of hands unless a secret ballot is required or demanded;
- 4.17.** Any Member present at a meeting may request a matter be dealt with by a secret ballot. The Members present will, by a show of hands, decide whether voting shall be done by secret ballot; and
- a. The Chair of the AGM or SGM shall ensure that the secret ballot is conducted in a manner that ensures confidentiality while still maintaining the integrity of the voting process.

## **Bylaw 5. Students' Association Council - SAC**

- 5.01.** The SAC shall serve as the ACCSA Board of Directors and shall supervise the management of all the activities and affairs of the ACCSA, and be accountable in this duty to its Members.
- 5.02.** The SAC shall consist of the following seventeen (17) members:
  - a. President;
  - b. Vice President Events & Marketing;
  - c. Vice President Finance;
  - d. Parkland Chair;
  - e. Winnipeg Chair;
  - f. Accessibility Representative;
  - g. Adult Collegiate Representative;
  - h. Agriculture & Environment Representative;
  - i. Business Representative;
  - j. Health & Human Representative;
  - k. Indigenous Representative;
  - l. International Representative;
  - m. LGBT2SQ+ Representative;
  - n. Mature Representative;
  - o. M.I.C.A. Representative;
  - p. Nursing Representative; and
  - q. Trades Representative;
- 5.03.** All SAC members shall be:
  - a. Members of the ACCSA;
  - b. In good standing with the College and the ACCSA.

- 5.04. The Members shall elect the SAC.
- 5.05. SAC members shall be elected to hold office for one (1) term, except in circumstances as set out in section 9.05.
- 5.06. Term of office for all SAC Members shall run from May 1 to the following April 30:
- 5.07. SAC members shall receive honoraria as set out in ACCSA Policy.
- 5.08. SAC members may be reimbursed for expenses properly incurred by them in performing their duties on behalf of the ACCSA.

## **Bylaw 6. Meetings of the SAC**

- 6.01.** SAC meetings shall be held at the head office of the ACCSA or any other place at the College or elsewhere in the Province of Manitoba upon resolution of the SAC.
  - a.** For further clarity, meetings of the SAC may be held virtually, through an appropriate medium, as determined by the Chair
- 6.02.** The SAC shall meet at least two (2) times every month.
- 6.03.** The Chair of the SAC shall be the President, unless otherwise decided by the SAC by resolution.
  - a.** In the absence of the President, the Vice President Finance shall preside at SAC meetings as Chair.
  - b.** In the absence of both the President and Vice President Finance, the SAC shall designate the Chair from amongst the remaining SAC Members
- 6.04.** Notice of SAC meetings shall be provided at least seven (7) days in advance of the meeting;
  - a.** Notice shall be provided via email or orally if necessary;
  - b.** An official meeting agenda shall be forwarded to all SAC members at least three (3) days in advance of the meeting; and
  - c.** An official meeting agenda shall be forwarded to all SAC ex-officio members as set out in section 6.13 at least three (3) days in advance of the meeting.
- 6.05.** The Chair of the SAC shall be responsible for calling and presiding at SAC meetings.
- 6.06.** Each SAC member has one vote.
- 6.07.** Questions arising at any SAC meeting shall be decided by a Simple majority of votes.
- 6.08.** Items determined to be special resolutions by the SAC shall require seventy-five percent (75%) majority vote in order to pass; and
- 6.09.** In case of an equality of votes, the Chair shall not have a second or casting vote.
- 6.10.** A quorum of the SAC for the purpose of transacting business shall be a Simple majority of SAC members.
- 6.11.** An ACCSA staff member shall serve as the Recording Secretary,

- a. The Recording Secretary shall be responsible for recording the minutes of all SAC Meetings.
- 6.12. SAC ex-officio members are individuals who regularly attend SAC Meetings, receive materials distributed to SAC members, participate in SAC discussions, but do not have the ability to vote at SAC meetings. SAC ex-officio members include:
  - a. The Executive Director or designate;
  - b. The ACCSA legal counsel; and
  - c. One (1) College representative.
- 6.13. All meetings of the SAC shall be open to Members of the ACCSA.
- 6.14. Guests may be invited to SAC meetings at the discretion of the SAC.
- 6.15. Where a matter is determined by the SAC to be confidential, discussion and voting on the matter may be held in camera and attended by SAC members only.
- 6.16. If a Simple majority of SAC members consent, a SAC member may participate in a meeting of the SAC by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting; and
  - a. A SAC member participating by such means is deemed to be present at that meeting.

## **Bylaw 7. Officers**

- 7.01.** Officers shall be ultimately responsible for the operations of the ACCSA, including the administration and compliance with all legal, financial, and operational matters.
  
- 7.02.** The Officers of the ACCSA shall be:
  - a.** President
  - b.** Vice President Finance
  - c.** Executive Director

## **Bylaw 8. Committees**

- 8.01.** The following Committees shall be considered Standing Committees of the SAC, and shall be enacted yearly as per these Bylaws:
- a. Financial Oversight Committee
  - b. Bylaw & Policy Review Committee
  - c. Executive Committee
  - d. Discipline, Conduct, and Accountability Review Committee
  - e. Parkland Campus Committee
  - f. Winnipeg Campus Committee
- 8.02.** All SAC appointments to Standing Committees shall be made at first full meeting of the SAC each term.
- a. Committee Chairs are responsible for notifying the SAC of any recently vacated positions as soon as they are realized, and the SAC shall make an interim appointment as soon as is practicable.
- 8.03.** The following roles shall be appointed at the first Committee meeting of each term, unless their appointment process is otherwise defined through these Bylaws:
- a. Committee Chair
  - b. Committee Co-Chair
  - c. Committee Minute Taker
- 8.04.** The Committee Chair for each respective Committee shall:
- a. Lead the Committee;
  - b. Call Committee meetings,
  - c. Set Committee meeting agendas,
  - d. Chair Committee meetings and
  - e. ensure that the Committee achieves its mandate and goals;
- 8.05.** The Committee Co-Chair for each respective Committee shall:

- a. Act in place of the Committee Chair during times in which the Committee Chair is not available.
- 8.06.** The Committee Minute Taker for each respective Committee shall:
- a. Prepare minute documents for each Committee meeting, and provide them to the Committee Chair prior to the subsequent meeting;
  - b. Forward any recommendations and other required materials for the SAC to the SAC Chair.
- 8.07.** Quorum for all Committee meetings shall be three (3) Committee members, or a simple majority of all Committee members, whichever is greater.
- 8.08.** Notice of Committee meetings shall be given seven (7) days in advance of the meeting by the Committee Chair.
- 8.09.** An official Committee meeting agenda and all associated materials shall be forwarded to all Committee members by the Committee Chair at least three (3) days in advance of the Committee meeting.
- 8.10.** Unless otherwise stated in these Bylaws, Committees shall strive to meet a minimum of once a month for the purpose of fulfilling their mandates.

#### **Financial Oversight Committee**

- 8.11.** The Financial Oversight Committee shall be comprised of:
- a. The Vice President Finance, as Committee Chair;
  - b. A minimum of 2, to a maximum of 4, Members of the SAC, as appointed by SAC;
  - c. The Executive Director or designate as an Ex-Officio Member; and
  - d. The President as an Ex-Officio Member.
- 8.12.** The mandate of the Financial Oversight Committee shall be to oversee the financial operations of the ACCSA, and provide recommendations to the SAC on financial matters as required.
- 8.13.** In addition to complying with the mandate of the Committee, the Financial Oversight Committee shall:
- a. Review the monthly financial bank statements as prepared and reconciled by the Executive Director or designate;

- b. Review the monthly credit card statements of all credit cards issued by the ACCSA, as prepared and reconciled by the Executive Director or designate;
- c. In conjunction with ACCSA staff members, prepare a draft of the annual budget that will be presented to the SAC for approval;
- d. Review on a regular basis all revenues, expenditures, liabilities, and assets of the ACCSA, and identify any irregularities from the approved annual budget;
- e. Identify ways in which to increase the transparency and accountability of the ACCSA's financial operations;

### **Bylaw and Policy Review Committee**

- 8.14.** The Bylaw and Policy Review Committee shall be comprised of:
- a. The Vice President Finance;
  - b. A minimum of 2, to a maximum of 4, Members of the SAC, as appointed by the SAC;
  - c. The Executive Director or designate as an Ex-Officio Member; and
  - d. The President as an Ex-Officio Member.
- 8.15.** The mandate of the Bylaw and Policy Review Committee shall be to review the governing documents of the ACCSA, identify gaps in the governing documentation of the ACCSA, and provide recommendations to the SAC on changes, additions, and removal to these documents as required.
- 8.16.** In addition to complying with the mandate of the Committee, the Bylaw and Policy Review Committee shall:
- a. Review yearly the Bylaws and make recommendations as required to ensure the ACCSA is governed appropriately and in compliance with all legislation and agreements in effect.
  - b. Review Policies as required to ensure they are updated and relevant to the ACCSA, and make and recommendations as required to the SAC.
  - c. Propose new Policies or Bylaw language as required to the SAC to allow for the smooth operations of the ACCSA.
  - d. Review contracts and other documents as needed to ensure compliance with all relevant ACCSA Bylaws and Policies.

**8.17.**

## **Executive Committee**

- 8.18.** The Executive Committee shall be comprised of:
- a. The President, as Chair;
  - b. The Vice President Finance; and
  - c. The Vice President Events & Marketing; and
  - d. The Executive Director as an Ex-Officio Member.
- 8.19.** The mandate of the Executive Committee shall be to provide leadership and guidance to the SAC on all relevant matters and liaise with College officials and ACCSA staff as required to further the strategic direction of the ACCSA.
- 8.20.** In addition to complying with the mandate of the Committee, the Executive Committee shall:
- a. Review the day to day operations of the ACCSA and provide recommendations to the SAC as required;
  - b. When urgent matters arise, or during times where holding an SAC meeting is not practicable or safe, act in place of the SAC to make interim decisions on behalf of the ACCSA.
    - i. Any such interim decisions made on behalf of the SAC must be disclosed and confirmed at the next meeting at the SAC.
  - c. Review on a minimum of an annual basis the performance of the Executive Director, and report on any related issues to the SAC;
  - d. Assess the effectiveness of the SAC and it's Committees and make any required recommendations to the SAC; and
  - e. Deliberate on sensitive or confidential matters, including but not limited to third-party contracts, relations with the College, and public relations issues, and provide appropriate information and recommendations to the SAC as required and expected;

## **Discipline, Conduct, and Accountability Review (DCAR) Committee**

- 8.21.** The Discipline, Conduct, and Accountability Review (DCAR) Committee shall be comprised of:
- a. A minimum of 3, to a maximum of 5, Members of the ACCSA, as appointed by the SAC;

- b. 2 Members of the SAC, as appointed by the SAC;
  - c. The ACCSA legal counsel, as an Ex-Officio Member; and
  - d. The Executive Director or designate as an Ex-Officio Member.
- 8.22.** If any voting member of the DCAR Committee declares a conflict of interest or feels that they cannot suitably serve on this Committee, they shall resign from the Committee, and the SAC shall fill the vacancy by appointment.
- a. If in the case of Members of the SAC, if there are no suitable candidates from the remaining SAC Members to serve on the DCAR Committee, the remaining members of the Committee shall be deemed sufficient to act on behalf of the Committee, provided a minimum 50% of Committee members are in attendance.
- 8.23.** The mandate of the DCAR Committee is to maintain and enforce the framework laid out in these Bylaws to review and investigate issues and complaints related to the Conduct of elected SAC Members in an impartial and unbiased manner.
- 8.24.** In addition to complying with the mandate of the Committee, the DCAR Committee shall:
- a. Determine an effective, accessible, and confidential mechanism for issues of SAC Member conduct to be brought forth to the Committee;
  - b. In cases of SAC Member conduct issues, provide recommendations for training opportunities that may improve the future conduct
  - c. Enforce and act in accordance with these Bylaws as they relate to SAC Member conduct, discipline, and accountability, and conducting hearings of the same; and
  - d. Review and provide recommendations to the SAC of any proposed changes to Bylaws and Policies that relate to SAC Member conduct, discipline, and accountability.
- 8.25.** Members of the ACCSA that are appointed as per section 8.21.b of these Bylaws may be eligible to receive an honorarium for their involvement on the Committee.

### **Parkland Committee**

- 8.26.** The Parkland Committee shall be comprised of:
- a. The Parkland Chair, as Committee Chair;

- b.** A minimum of 2, to a maximum of 4, students of the Parkland Campus, as appointed by the Parkland Chair;
  - c.** The Executive Director or designate as an Ex-Officio Member;
  - d.** One (1) College representative as an Ex-Officio Member; and
  - e.** The President as an Ex-Officio Member.
- 8.27.** The mandate of the Parkland Committee shall be to discuss issues of importance to the students of the Parkland Campus, and to create events and programming as desired by the students of the Parkland Campus.
- 8.28.** In addition to complying with the mandate of the Committee, the Parkland Committee shall:
  - a.** Organize events and activities for students of the Parkland Campus
  - b.** Discuss issues that are directly or indirectly impacting student of the Parkland Campus; and
  - c.** Provide recommendations to the Parkland Chair, to bring forth to the SAC;
- 8.29.** Members of the ACCSA that are appointed as per section 8.26.b of these Bylaws may be eligible to receive an honorarium for their involvement on the Committee.

### **Winnipeg Committee**

- 8.30.** The Winnipeg Committee shall be comprised of:
  - a.** The Winnipeg Chair, as Committee Chair;
  - b.** A minimum of 2, to a maximum of 4, students of the Winnipeg Campus, as appointed by the Winnipeg Chair;
  - c.** The Executive Director or designate as an Ex-Officio Member;
  - d.** One (1) College representative as an Ex-Officio Member; and
  - e.** The President as an Ex-Officio Member.
- 8.31.** The mandate of the Winnipeg Committee shall be to discuss issues of importance to the students of the Winnipeg Campus, and to create events and programming as desired by the students of the Winnipeg Campus.
- 8.32.** In addition to complying with the mandate of the Committee, the Winnipeg Committee shall:

- a. Organize events and activities for students of the Winnipeg Campus
  - b. Discuss issues that are directly or indirectly impact student of the Winnipeg Campus; and
  - c. Provide recommendations to the Winnipeg Chair, to bring forth to the SAC;
- 8.33.** Members of the ACCSA that are appointed as per section 8.30.b of these Bylaws may be eligible to receive an honorarium for their involvement on the Committee.

#### **Ad-Hoc Committees**

- 8.34.** The SAC may establish, by resolution, a new Committee as an ad-hoc Committee as it determines necessary for the execution of the SAC's responsibilities.
- 8.35.** When the SAC is establishing an ad-hoc Committee, the following information must be provided in the resolution:
- a. The composition of the Committee, including who is the Committee Chair;
  - b. The mandate or goals of the Committee
  - c. What delegated spending authority, if any, is provided to the Committee;
- 8.36.** In addition to their mandate and goals, Ad hoc Committees must comply with all minimum requirements expected of Committees in sections 8.02 through to 8.06;
- 8.37.** Unless otherwise stipulated, all ad-hoc committees shall expire on April 30<sup>th</sup> of each year.
- 8.38.** The SAC may dissolve or amend the terms of any ad-hoc Committee by resolution at any time.

## **Bylaw 9. Elections**

- 9.01.** Two General Elections shall be held, with one in the Winter Semester and one in the Fall Semester.
- 9.02.** The general Membership shall elect all SAC members, with the exception of positions contested by a single individual, which shall be acclaimed.
- 9.03.** If necessary, a By-election shall be held in the winter or Fall Semester.
- 9.04.** All SAC positions that remain vacant following a General Election shall be contested in a By-election, with the exception of circumstances as set out in section 9.05;
- 9.05.** If there is a failure to elect a single SAC member during the General Election, at least three (3) SAC members holding office immediately before the General Election may continue in their office until successors are elected in the By-election; and
- 9.06.** If there is a failure to elect enough SAC members to meet quorum, the elected SAC members may appoint one (1) or more additional SAC Members in order to reach quorum, who shall hold office for one (1) term.
- 9.07.** The Executive Director or designate staff member shall serve as the Election Chair, overseeing the General Election, By-election and referenda in accordance with the ACCSA election policies; and
  - a.** The Election Chair shall provide the SAC with a post-election report summarizing key events and lessons from each election.
- 9.08.** The Executive Director shall appoint one (1) Election Assistant to assist the Election Chair in overseeing the General Election and By-election.

## **Bylaw 10. Director Accountability & Removal from Office**

- 10.01.** Notwithstanding any section of these Bylaws, all SAC Members or Members of the ACCSA shall attempt to resolve any accountability or conduct issue informally before escalating the issue as per these Bylaws.
- 10.02.** All issues related to the conduct and accountability of SAC Members, or the subsequent disciplinary actions taken to address these issues, shall be brought forth to the DCAR Committee. This includes, but is not limited to:
  - a.** Poor performance, or insubordination;
  - b.** Actions or inactions that disregard, violate, or otherwise grossly misrepresent the intent of ACCSA Bylaws, Policies, and resolutions;
  - c.** Chronic absenteeism or neglect of duties as required of each SAC Member; and
  - d.** Harassment or violence towards others.
- 10.03.** A report of issues related to the conduct and accountability shall be made to the Chair of the DCAR Committee;
  - a.** In cases where the disciplinary issues to be reported directly involve the Chair of the DCAR Committee, a report shall be made to the President;
- 10.04.** Once a complaint is received by the Chair of the DCAR Committee, they shall make all reasonable efforts to ensure the validity and eligibility of the complaint.
- 10.05.** If, in the view of the Chair of the DCAR Committee, the alleged issue is serious enough to potentially cause harm to the SAC Member or others if not addressed immediately, the Chair shall have the authority to immediately suspend said SAC Member from their office until such time that a full investigation can be conducted by the DCAR Committee and a recommendation be made to the SAC.
- 10.06.** If, after an investigation, the DCAR Committee recommends that disciplinary action is necessary, the following options are available to the Committee:
  - a.** A verbal warning outlining a summary of the issue requiring disciplinary action, and any recommended corrective actions;
  - b.** A written reprimand outlining a summary of the issue requiring a disciplinary action where a verbal warning does not suffice, and any recommended corrective actions; and

- c. A suspension from their SAC office for a disciplinary issue where a written warning does not suffice, for a minimum of 1 week, to a maximum of the remainder of the term.
- 10.07.** For verbal warnings and written reprimands recommended by the DCAR Committee, the Chair of the DCAR Committee shall have the authority to issue these disciplinary actions. A record of the decision and findings shall be kept on file for a minimum of 2 years by the ACCSA, and will be forwarded to the Chair of the SAC for information.
- 10.08.** For suspensions recommended by the DCAR Committee, the recommendation shall be issued to the Chair of the SAC, who shall include the recommendation on the next available SAC Meeting.
  - a. A two-thirds (2/3) vote of the SAC members present at the SAC meeting shall be required to approve a suspension.
  - b. Notice of intention to pass such a motion at a meeting of the SAC must be given as set out in section 6.04.
- 10.09.** All appeals to accountability decisions made by the DCAR Committee shall be made to the SAC;
  - a. Appeals must be filed within thirty (30) days of the day the DCAR Committee decision is made.
- 10.10.** The SAC, after hearing the appeal, has the following options:
  - a. Order a new proceeding before the DCAR Committee; and
  - b. dismiss the appeal;
- 10.11.** The office of a SAC member shall be vacated immediately, without opportunity for appeal, if:
  - a. the SAC Member resigns office by written notice to the Chair;
  - b. the SAC Member dies or becomes bankrupt;
  - c. the SAC Member is found to be incapable of managing property by a court under Manitoba law;
  - d. an SAC Member fails to maintain a G.P.A. of 2.0 or higher;
  - e. a SAC Member is absent from three (3) consecutive SAC meetings; or
  - f. a SAC Member is absent from a total of five (5) SAC meetings.

**10.12.** In a meeting of the Members, a SAC member may be removed before the expiration of the term of office, for cause, on a Two-thirds (2/3) majority vote of Members present; and

- a.** Notice of intention to pass such a motion at a meeting of the Members must be given as set out in section 4.05.

## **Bylaw 11. Conflict of Interest**

- 11.01.** A conflict of interest refers to a situation in which private interests or personal considerations may affect the judgment of a SAC member in acting in the best interests of the ACCSA.
- 11.02.** A SAC member shall disclose a conflict of interest where that SAC member:
- a.** Is party to a material contract or transaction, or proposed material contract or transaction with the ACCSA;
  - b.** Has a material interest in any person who is a party to a material contract or transaction, or proposed material contract or transaction with the ACCSA; or
  - c.** Holds an office in a separate organization such that their capacity to perform duties in the best interests of the ACCSA may be called into question.
- 11.03.** A SAC member shall disclose a conflict of interest to the SAC at the soonest moment possible after becoming interested in the contract or transaction or proposed contract or transaction. The SAC member:
- a.** Shall not attend any part of a meeting of the SAC during which the contract or transaction is discussed and shall not vote on any resolution in respect to the matter of interest, unless required by the Act; and
  - b.** Shall not attempt in any way before or during the meeting to influence the voting on the matter of interest.
- 11.04.** If no quorum exists for the purpose of voting on a resolution due to a SAC member's absence in accordance with section 11.03 (a), the remaining SAC members are deemed to constitute a quorum for the purposes of voting on the resolution.

## **Bylaw 12. Protection of Directors & Officers**

**12.01.** Every SAC member is expected to:

- a. Act honestly and in good faith with a view to the best interests of the ACCSA;
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c. Comply with ACCSA articles, By-laws, the Act and the law.

**12.02.** Provided that they have carried out their duties as outlined in section 12.01, no SAC member shall be held liable for:

- a. Acts, receipts, neglects or defaults of any other SAC member of the ACCSA; and
- b. Loss, damage or expense incurred through insufficiency or deficiency of any security into which any monies or belongings of the ACCSA have been invested.

**12.03.** To the maximum extent permitted by the law and subject to the Act, the ACCSA shall indemnify and save harmless every current and former SAC member, and their respective heirs, administrators and legal representatives, from and against:

- a. All costs, charges and expenses, including any amount paid to settle an action to satisfy a judgment, reasonably incurred by the SAC member in respect to any civil, criminal or administrative action or proceeding to which the SAC member is made a party by reason of having been a SAC member.

**12.04.** The ACCSA may purchase and maintain directors and officer's liability insurance.

## Bylaw 13. By-law Amendments

- 13.01.** Any SAC member may propose an addition, amendment or abolishment of a section of the By-law to the SAC. The process shall be as follows:
- a. A document containing the proposal of a By-law amendment, including any supporting materials, shall be forwarded to the Chair of the SAC;
  - b. The proposed amendment, along with comments from the ACCSA legal counsel, shall be forwarded to the SAC at least one (1) regular meeting prior to voting on the proposal;
  - c. The SAC shall vote on the proposed change at its next regularly scheduled meeting following notification, with a Two-thirds ( $2/3$ ) majority vote of the SAC required to affirm the motion;
  - d. Upon affirmation of the proposed amendment by the SAC, Members shall vote on the proposed change at the next scheduled AGM;
  - e. The By-law addition, amendment or abolishment shall come into effect upon receiving a Simple majority vote of the Members at the AGM; and
  - f. The vote must be on a motion to amend the By-law, worded in the affirmative.
- 13.02.** Addition, amendment or abolishment of a By-law may occur through a referendum. The process shall be as follows:
- a. A petition of the Members shall be presented to the Chair of the SAC;
  - b. The petition must be clearly worded, stating the proposed By-law change;
  - c. The petition must contain the printed names, valid student numbers and signatures of ten (10) percent of its Members, as validated by the Chair of the SAC;
  - d. A referendum shall be conducted by the Election Chair in accordance with the rules set out in the ACCSA election policy;
  - e. The referendum shall be considered valid if a Two-thirds ( $2/3$ ) vote of the Members affirms the proposed change, where at least ten (10) percent of the Members vote; and
  - f. Upon affirmation by referendum, the proposed amendment shall be read into the minutes of the next SAC meeting and shall come into effect upon adjournment of that meeting, or on the date specified in the amendment.

## **Bylaw 14. Corporate Office & Seal**

**14.01.** The head office of the ACCSA shall be in the City of Brandon, in the Province of Manitoba.

**14.02.** The seal of the ACCSA shall be in such form as the SAC may determine and shall contain the words, "Assiniboine Community College Students' Association".

## **Bylaw 15. Financial Matters**

- 15.01.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the ACCSA must be signed by one (1) executive and one (1) staff member;
- a.** In the absence of sufficient SAC members, the Executive Director or designate may be granted sole signing authority;
  - b.** Any person authorized to sign any document may affix the corporate seal to the document; and
  - c.** Any SAC Member or the Executive Director may certify a copy of any instrument, resolution, by-law or other document of the ACCSA to be a true copy thereof.
- 15.02.** An auditor shall be confirmed at each AGM.
- a.** The auditor shall conduct an audit of the ACCSA accounting records following the end of each fiscal year, and at other times if so directed by the ACCSA; and
  - b.** The auditor shall make a report of the annual audit to the Members and the SAC at each AGM.
- 15.03.** The SAC shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- 15.04.** The SAC shall have the power to borrow any amount of money up to and including the sum of ten thousand dollars (\$10,000) and shall have the power to pledge or encumber any of the assets of the ACCSA for this purpose;
- 15.05.** The SAC shall not have the power to borrow any sum in excess of ten thousand dollars (\$10,000) unless approved at a Special or General meetings of the ACCSA;
- 15.06.** Any ACCSA purchases under five hundred dollars (\$500) must be approved by an ACCSA staff member (or an ACCSA Executive if ACCSA staff members are not present);
- 15.07.** Any ACCSA purchases between five hundred dollars (\$500) and three thousands dollars (\$3000) must be approved by the Executive Council and an ACCSA staff member; and

- 15.08.** Any ACCSA purchases over three thousand dollars (\$3000) must be approved by the full SAC. If the full SAC has not yet been elected, the Executive Council may approve these purchases.
- 15.09.** The ACCSA's fiscal year shall be from July 1 to June 30.

## **Bylaw 16. Policies**

- 16.01.** The ACCSA may establish policy from time to time;
- 16.02.** Policy shall be established by the SAC;
- 16.03.** All policies shall be adopted, amended or rescinded by a Simply majority vote of the SAC; and
- 16.04.** All policies of the ACCSA shall be maintained in the ACCSA Policy Manual.