

# BYLAWS

Students' Association of Mount Royal University

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## ARTICLE 1

### PREAMBLE

#### 1.1 Name

The legal name of the organization is The Students' Association of Mount Royal University, also known as SAMRU.

#### 1.2 Incorporation

The Students' Association of Mount Royal University is a corporate body incorporated under the Post-Secondary Learning Act and is a registered Charity.

#### 1.3 Document

This document is the general Bylaws of SAMRU. These Bylaws regulate the transaction of business and affairs of SAMRU.

#### 1.4 Definitions

**Affiliates** – Current and former members of the campus community, including students enrolled in non-credit courses or programs, and the public who have been granted some basic rights and privileges within SAMRU by the Board {Article 3.4}.

**Board** – The Student Governing Board; the highest decision making authority for SAMRU composed of students elected or appointed by and from the membership {Article 7}. Also referred to in the Alberta Post-Secondary Learning Act as the Council; responsible for the business and affairs of the organization, and the official channel of communication between the students of Mount Royal University and the Mount Royal University Board of Governors. The Board governs SAMRU between general meetings on behalf of the membership {Article 6}.

**Charity** – A non-profit organization registered through the Canada Revenue Agency as a charitable organization, public foundation, or private foundation, required to use their resources for charitable activities. SAMRU is a Charity registered as a charitable organization under the charitable purpose of the Advancement of Education.

**Chief Returning Officer** – The individual hired by the Board to oversee compliance with Bylaws, Board policies, and SAMRU procedures regarding all general meetings, elections, referenda and plebiscites {Article 9}.

**Directors** – See “Governors” {Article 7}.

**Elections Policies** – The policies approved by the Board to guide the Chief Returning Officer's management of Governor campaigns and elections at general meetings, the campaigns and elections of Representation Executives, and referendum and plebiscites campaigns and voting.

**Executive Director** - Subordinate to the Board, and acting within the authorities prescribed by the Board and the Bylaws, the Executive Director (an Officer) is the individual that administers and manages the Students' Association on behalf of the Board {Article 16}.

**Governors** – The individuals elected or appointed from and by the membership who together form the Board, the governing body of SAMRU. The Governors are the Directors of SAMRU (also known as “Directors” or “Board Directors”) {Article 7}.

**Licence of Occupation Agreement** – The primary operating agreement between SAMRU and Mount Royal University that defines various operating relationships between the two organizations, in addition to each organization’s rights and obligations related to the Wyckham House Student Centre and SAMRU finances.

**Members** – Those individuals who possess rights in and obligations to SAMRU. All members must be in good standing to access rights defined in these Bylaws {Article 3}.

**Member in Good Standing** – A Member is in good standing when their membership dues remittances are current and up-to-date. Members in Good Standing are also referred to as “Active Members”.

**Moderator** – An individual hired to manage the meeting process, pursuant to the Board’s agenda, of general meetings of the membership {Section 5.7}.

**Mount Royal University** – Mount Royal University (“MRU” or the “University”) is a public post-secondary education institution in Alberta incorporated under the Alberta Post-Secondary Learning Act.

**Non-partisan** – The Income Tax Act prohibits a Charity from directly or indirectly supporting or opposing a political party or candidate and as such SAMRU must remain Non-partisan. This requirement does not apply to representatives of a charity, including Directors, in their own personal, private capacity as individuals, however they may not use events or functions organized by SAMRU, SAMRU’s publications, or other SAMRU resources as a platform to voice their views on these issues.

**Officer(s)** – SAMRU’s Officers are the Speaker, the Executive Director, and the Representation Executives. The Officers are employees of SAMRU, hired, appointed or ratified by the Board. As Officers, these employees have a higher level of responsibility to serve SAMRU and SAMRU’s members. No Officer is also a Director of SAMRU.

**Quorum** - The minimum number of voting members present at a meeting to allow business to be conducted. Quorum must be maintained in order to allow a meeting to start and continue.

**Representation Executive Council** – Subordinate to the Board, and acting within the authorities delegated by the Board and prescribed by the Bylaws, the Representation Executive Council is the body of SAMRU that develops, manages and implements the representational and lobbying strategies for advancing students’ interests to external agencies, governments and other bodies {Article 14}.

**Representation Executives** – The voting members of the Representation Executive Council {Article 14}.

**Resolution** – A formal expression of opinion or intention agreed on by a formal meeting and requiring a simple majority for approval.

**Service Volunteers** – Those individuals who work in an unpaid capacity, to serve Mount Royal students through SAMRU's operations.

**Speaker** – The individual (an Officer) hired by the Board to lead the Board in managing its own processes, including chairing Board and committee meetings, and ensuring completion of the Board's Bylaw requirements {Article 8}.

**Special Resolution** – A formal expression of opinion or intention agreed on by a formal meeting and requiring not less than 14 days' notice to the members of the intention to propose the resolution, and not less than 75% of the votes of the members present for approval.

**Student** - Means a person enrolled in a credit or non-credit course or program at Mount Royal University. Credit students are Members of SAMRU; non-credit students are SAMRU Affiliates.

**Student Governing Board** – see "Board"

## **1.5 Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws:

- a) Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- b) Liberal interpretation: these Bylaws must be interpreted broadly and liberally.

## **ARTICLE 2**

### **OBJECTS**

#### **2.1 Objects**

2.1.1 The objects of the Students' Association shall be, pursuant to the Alberta Post-Secondary Learning Act, to provide for the administration of student affairs at Mount Royal University, including the development and management of student committees, the development and management of rules relating to student affairs and the promotion of the general welfare of the students consistent with the purposes of the public post-secondary institution.

2.1.2 In particular, the objects of the Students' Association shall include:

- a) The development and management of student institutions;
- b) The promotion of the general welfare and furtherance of total education of the students consistent with the purposes of Mount Royal University;
- c) The acting as the representative voice of the students of Mount Royal University through:

- i. the development and maintenance of a system of student representation on decision-making boards and committees of Mount Royal University; and
  - ii. the development and maintenance of a liaison with the Government of Alberta and the Government of Canada and the City of Calgary concerning all areas of advanced education and general student welfare; and
  - iii. advancing all official policies, procedures, positions or opinions of the Association to the University Administration or University Board of Governors, or to any group(s) or individual(s) not associated or connected to the University, when it is deemed in the best interests of the Members to do so;
- d) The development and management of services and programs, including various recreational activities and student facilities, which enhance student life at Mount Royal University;
  - e) Administering any properties, business interests, any other assets or monies, whether collected through the conduct of student affairs, donated or otherwise generated by the Association, including student fees collected by the University on behalf of the Association, in a proper and business-like manner for the benefit and betterment of the Members of the Association;
  - f) The production and distribution of student publications;
  - g) The collection and administration of membership fees for the purpose of meeting the objects of the Students' Association;
  - h) The collection and distribution of Reflector Publications Society of Calgary membership fees for the purpose of meeting the objectives of the Reflector Publication Society of Calgary.

## **ARTICLE 3**

### **MEMBERSHIP**

#### **3.1 Categories of Members**

SAMRU has two categories of members:

- a) Active Members; and
- b) Affiliates.

### **3.2 Membership Eligibility**

- 3.2.1 All students who are registered in programs or courses at Mount Royal University in the current academic semester are members of the Students' Association subject to the exceptions within these Bylaws.
- 3.2.2 For the purposes of a) determining membership levels, b) levying membership fees, c) ensuring eligibility for governance or representation positions, and d) providing access to SAMRU's services and facilities, the Students' Association of Mount Royal University will apply the same definition and criteria that Mount Royal University uses to define full- and part-time student status and credit, non-credit, zero-credit or credit-free student statuses.

### **3.3 Active Members**

- 3.3.1 Students are considered to be Active Members in good standing when they are both currently registered in credit classes (including zero-credit components of credit programs) and/or credit programs at Mount Royal University and have paid Students' Association fees for the current academic semester.
- 3.3.2 With some exceptions approved periodically by the Board, students registered in credit courses or in credit programs at Mount Royal University in the current academic semester who have not paid their membership fees will not be Members in Good Standing and will therefore not be entitled to any of the rights and privileges of membership.

### **3.4 Affiliates**

- 3.4.1 Affiliates are either individuals or categories of people who have been granted affiliation by virtue of these Bylaws or through a special resolution of the Board. Such membership may also be revoked by a special resolution of the Board. Affiliates are not required to pay any fees to the Students' Association.
- 3.4.2 Automatic Affiliates - the following categories of individuals will automatically be considered Affiliates of SAMRU:
  - a) Former Governors of the Board, who completed their terms in good standing and who are no longer MRU credit students,
  - b) Any former Speaker of the Board, who completed their term in good standing and who is no longer a MRU credit student;
  - c) All current full-time and part-time SAMRU staff;
  - d) Former SAMRU Representation Executives, who completed their terms in good standing and who are no longer MRU credit students; and
  - e) All students registered in non-credit classes or programs at Mount Royal University and who are not currently MRU credit students.

3.4.3 Affiliates by Application - the following categories of individuals may apply to the Board for Affiliate status:

- a) Former full-time and part-time staff, who completed their employment in good standing and who are not currently MRU credit students;
- b) Former Service Volunteers;
- c) Current and former staff and faculty of Mount Royal University;
- d) Former members of or former executives of SAMRU student organizations (currently or formerly ratified); and
- e) Any other individuals approved at the discretion of the Board

### **3.5 Active Member's Rights**

Active Members of the Students' Association have the following rights:

- a) The right to be a member and to participate in the activities of the Students' Association.
- b) The right to vote in Students' Association elections, referenda and plebiscites.
- c) The right to attend and vote at general and special general meetings.
- d) The right to make use of the facilities of the Students' Association within the limits set out by the Board.
- e) The right to receive annual updates on the status of SAMRU's objects.
- f) The right to participate in Students' Association programs and services, such as health and dental insurance (if qualified), scholarships and bursaries, student advocacy support, and student aid.
- g) The right to establish and join student organizations ratified by the Students' Association.
- h) The right to serve as a Governor of the Board, if qualified and properly elected or appointed.
- i) The right to serve as a Representation Executive on the Representation Executive Council, if qualified and properly elected or appointed.
- j) The right to serve as a student member of the General Faculty Council, or student representative on any other Mount Royal University board or committee if qualified and properly appointed by the Board or designate.
- k) The right to serve as a member of any governance or representation committee or advisory board convened by SAMRU, if qualified and properly appointed.

- l) The right, with proper notice to the Speaker, to appear before and speak to the Board on any matter within the authority of the Board.
- m) The right to exercise any other rights inherent in the Bylaws.

### **3.6 Affiliate's Rights**

Affiliates have the following rights:

- a) The right to make use of the facilities of the Students' Association within the limits set out by the Board.
- b) The right to pay the Member rate to attend SAMRU events and to access SAMRU business services and facilities.
- c) The right to be considered for membership on SAMRU's Advisory Committee within the limits set out by the Board.

### **3.7 Membership Suspension**

3.7.1 The Board may suspend a Member's rights and privileges through Special Resolution at a Special Meeting called for that purpose, for one or more of the following reasons:

- a) If the Member has failed to abide by these Bylaws;
- b) If the Member has disrupted meetings or functions or programs or events of SAMRU; or
- c) If the Member has done or failed to do anything judged to be harmful to SAMRU (including SAMRU's assets and reputation).

3.7.2 Any Active Member or Affiliate who is not in good standing with SAMRU will lose the rights and benefits of membership.

### **3.8 Membership Termination**

3.8.1 Anyone wishing to withdraw membership in the Students' Association may notify the Board in writing to that effect. Upon receipt of this notice by the Board, the student will cease to be a member and the membership fee will be forfeited to the Students' Association.

3.8.2 An individual's membership will cease if the requirements in these Bylaws for membership are not fulfilled.

3.8.3 A member's access to membership rights and privileges will be terminated if a special resolution is passed by the Board to revoke that member's access to rights and privileges.

## ARTICLE 4

### STUDENTS' ASSOCIATION FEES

#### 4.1 Membership Fees

The Students' Association levies a membership fee for all Active Members.

#### 4.2 Setting Membership Fees

4.2.1 The Board approves the membership fees in November for the upcoming fiscal year.

4.2.2 The Board has the authority to increase the General and Operating Fee by up to the same percentage increase as the Alberta Consumer Price Index (CPI) annualized from May to April of the previous year.

4.2.3 The Capital Campaign Fee will remain at \$40 per full-time student and \$24 per part-time student until the related capital debt is fully repaid at which point the fee will be cancelled.

4.2.4 The Scholarship fee will remain at \$3.00 per student per semester.

4.2.5 The Board has the authority to increase the combined Health and Dental fees by up to 10% in any given year to account for premium fluctuations. Increases to Health and Dental fees in excess of 10% in any given year must be ratified by the membership at a general meeting.

4.2.6 The Board may add other fees that it sees fit from time to time to respond to a) changing students' needs, and/or b) the results of students' decisions made through referenda or annual general meetings.

#### 4.3 Membership Fee Collection

The Students' Association has an agreement with Mount Royal University whereby Mount Royal University will collect SAMRU fees from students in the same manner as it collects tuition and other fees, and will forward the SAMRU fees to SAMRU within specific timeframes. If this agreement is terminated, SAMRU fees may be collected by any means deemed appropriate by the Board subject to the terms of the Alberta Post-Secondary Learning Act.

#### 4.4 Membership Fee Refunds

If a credit student withdraws from their program at Mount Royal University before the official University drop/add date, the SAMRU fee will be automatically refunded in full. There will be no refunding of the Students' Association fee beyond this drop/add date, except in extreme circumstances, as determined by the Board.



## ARTICLE 5

### GENERAL AND SPECIAL MEETINGS

#### 5.1 General Meeting Scheduling

- 5.1.1 A general meeting will be held at least once every fiscal year during the regular academic year.
- 5.1.2 General meetings will be held virtually online, or in the city of Calgary and on the Mount Royal University Lincoln Park campus if possible.
- 5.1.3 The annual general meeting will be held on a date no later than March 31 each fiscal year and determined by an ordinary resolution of the Board.

#### 5.2 General Meeting Agenda

- 5.2.1 The General Meeting deals with the following matters:
  - a) Adopting the agenda;
  - b) Adopting the minutes of the last General Meeting;
  - c) Receiving the report(s) for the work of the SAMRU including the work of the board, the Representation Executive Council, and the administration and management of the Students' Association;
  - d) Receiving the audited financial statements and the auditor's report for the previous fiscal year;
  - e) Appointing the auditors for the next fiscal year;
  - f) Considering matters specified by the Board in the meeting notice;
  - g) Election of Governors to the board; and
  - h) Other specific motions from active members in good standing and that have received proper notice.
- 5.2.2 A general meeting of the members will always be held to address certain important and fundamental aspects of SAMRU business, including:
  - a) Amending the Bylaws;
  - b) Amending SAMRU's objects or charitable purposes;
  - c) Issuing debentures;
  - d) Materially altering SAMRU's operating agreements or financial agreements with Mount Royal University; and/or

- e) Winding up the affairs of SAMRU.

### **5.3 General Meeting Notice**

- 5.3.1 Notice of the time and place of all general and special general meetings and an agenda for the meetings, including specific motions and any changes to the Bylaws, will be posted in a visible and obvious location at the Students' Association reception area in Wyckham House, and on specific SAMRU-designated bulletin boards around campus, and on the SAMRU website.
- 5.3.2 Notice will be provided at least thirty (30) days before the general meeting.
- 5.3.3 Meeting packages will be available on the SAMRU website and through the SAMRU administrative office at least thirty (30) days before the general meeting.
- 5.3.4 Any Active Member may submit specific proposals, in writing and in sufficient detail to reasonably understand the issue or concern and with a specific motion, to the Speaker for consideration at a general meeting at least twenty-one (21) days in advance of the general meeting.
  - 5.3.4.1 Any proposal that meets any of the following conditions will not be presented to the membership at a general meeting:
    - a) A proposal that has been submitted primarily for the purpose of enforcing a personal claim or redressing a personal grievance against SAMRU, its Directors, or Officers;
    - b) A proposal that has been submitted primarily for the purpose of promoting general economic, political, racial, religious, social or similar causes beyond the reasonable scope of students' interests or general student welfare;
    - c) A proposal that has been submitted to a general meeting within the two preceding years of the receipt of the request and the proposer has failed to present the proposal at the meeting;
    - d) A substantially similar proposal was submitted to a general meeting within two years preceding the receipt of the request and the proposal was defeated; or
    - e) The right to submit a proposal is being abused to secure publicity or self-promotion.
- 5.3.5 When the Speaker receives a proposal for a meeting, they will bring the matter to the Board for decision. The Speaker will notify the proposer of the Board's decision within seven (7) days of the proposal's receipt. The Board's decision on this matter will be final.
  - 5.3.5.1 If the Board decides to refuse a proposal in accordance with the Bylaws, the proposal will be unsuccessful and will be deemed to have failed.

5.3.5.2 If the Board accepts the proposal, the proposal will be successful and result in an amendment to the agenda of the general meeting.

5.3.6 Notice of Amendment to the agenda of the general meeting will be posted at least fourteen (14) days in advance of the general meeting. The Notice of Amendment will be posted in the same manner as the original Notice. Meeting packages for an amended agenda will be updated and available to the members at least fourteen (14) days in advance of the general meeting.

#### **5.4 General and Special Meeting Quorum**

Quorum consists of 101 Active Members of the Students' Association.

#### **5.5 Annual and Special General Meeting Voting Procedure**

5.5.1 At every general meeting of the Students' Association, each Active Member present is entitled to one vote.

5.5.2 No proxy votes are permitted at general meetings.

5.5.3 Resolutions may pass with a simple majority (50% plus one) of the votes of the Active Members present. Active Members present at the meeting who do not vote will not be counted for the purposes of determining whether a motion has been passed or defeated.

5.5.4 Special Resolutions require a 75% majority of votes to pass.

5.5.5 Motions that result in tie votes will be deemed to have been defeated.

5.5.6 Voting will be conducted by a show of hands for in-person meetings, or by electronic methods for virtual meetings, unless any Active Member present requests a poll. In response to this request, the Moderator may conduct a poll if the Moderator determines that the vote result based on a show of hands is ambiguous. The Moderator is not obligated to conduct a poll if they consider the request is frivolous.

#### **5.6 Calling Special General Meetings**

5.6.1 The Board may convene special general meetings of the Students' Association through a special resolution.

5.6.2 Special general meetings will be convened by the Board if a written request signed by 3% of the verifiable Active Members of the Students' Association is received and appropriate notice is given.

#### **5.7 The Moderator of General Meetings**

5.7.1 The Moderator of general meetings will be an independent individual serving no other paid or unpaid positions with SAMRU with the exception of Public Members of the Advisory Committee.

- 5.7.2 The Moderator of general meetings will be appointed to this role by the Board for the duration of the general meeting.
- 5.7.3 The role of the Moderator of general meetings is to ensure that:
- a) The members present receive adequate information to participate in the meeting, including meeting procedures for discussion and voting;
  - b) The general meeting is conducted according to the Bylaws, and that agenda items and reports are dealt with in an orderly, efficient manner;
  - c) The meeting participants are aware of general meeting requirements and decision-making processes;
  - d) The Chief Returning Officer is able to verify that all general meeting requirements have been met and that quorum has been reached prior to commencing the meeting;
  - e) The Chief Returning Officer is able to hold elections to fill any Governor vacancy on the Board.
- 5.7.4 The Moderator does not have any voting rights or speaking rights beyond controlling the meeting process.

## **ARTICLE 6**

### **THE STUDENT GOVERNING BOARD**

#### **6.1 Student Governing Board Definition**

The Student Governing Board (the Board) is established within the Alberta Post-Secondary Learning Act and within these Bylaws as the body which governs the business and affairs of the Students' Association. The Board is the policy-making body of the Students' Association and has the legislative authority of the Students' Association. The Board works together as a whole for the betterment of the students of Mount Royal University through the students' collective organization, the Students' Association of Mount Royal University.

#### **6.2 Governance and Management of SAMRU**

- 6.2.1 The Board governs the affairs of SAMRU.
- 6.2.2 The Board ratifies the members' selection of its paid Representation Executives to the Representation Executive Council to carry out the representation and lobbying functions of SAMRU under the direction and supervision of the Board.
- 6.2.3 The Board hires a paid Executive Director to carry out administration and management functions of SAMRU under the direction and supervision of the Board.

### **6.3 The Board's Mandate**

6.3.1 The Governors are the Directors of SAMRU.

6.3.2 The mandate of the Board is to govern the business and affairs of the Students Association at Mount Royal University to achieve the objects of the organization as determined in these Bylaws:

- a) The Board is responsible for the organization's highest level of decision-making and legal authority;
- b) The Board is accountable for the organization's resources and activities;
- c) The Board defines, through policy, the parameters of the organization that govern the activities and affairs of the Students' Association.

6.3.3 The Board has the powers of SAMRU, except as stated in legislation.

### **6.4 The Board's Duties**

6.4.1 Notwithstanding the generality of the previous, the powers and duties of the Board include:

- a) Promoting the objects of SAMRU;
- b) Promoting the interests of the SAMRU membership and putting the interests of the membership above one's own interests;
- c) Serving as official interpreter of the Bylaws;
- d) Maintaining and protecting SAMRU's assets;
- e) Approving an annual non-deficit budget for SAMRU;
- f) Approving all unbudgeted financial commitments and expenditures in excess of \$7000;
- g) Paying all expenses for operating and managing SAMRU;
- h) Paying persons for services and protecting persons from debts of SAMRU;
- i) Investing any extra monies;
- j) Financing the operations of SAMRU;
- k) Maintaining all accounts and financial records of SAMRU;
- l) Selling, disposing of, or mortgaging any or all of SAMRU's assets;
- m) Approving all contracts for SAMRU;

- n) Making policies for managing and operating SAMRU, and representing members' interests;
- o) Monitoring all Board policies;
- p) Recommending any Bylaw changes to the membership for approval;
- q) Reviewing and approving all Terms of Reference for Board committees and work groups;
- r) Appointing legal counsel as necessary with additional parameters being determined by the Board;
- s) Assisting in developing and maintaining positive relations among Governors, the Board, its committees and work groups, Representation Executives, staff members, and community to enhance the Students' Association of Mount Royal University's mission;
- t) Recruiting, training and evaluating Governors;
- u) Self-managing and self-regulating the Board's functions;
- v) The hiring, direction and dismissal of the Students' Association Executive Director;
- w) The ratification, hiring, direction and dismissal of the Representation Executives;
- x) Without limiting the general responsibility of the Board, delegating its powers and duties to the Representation Executive Council for representing members' interests and delegating its powers and duties to the Executive Director to manage and administer SAMRU's finances, assets, businesses, and programs;
- y) Obtaining and reviewing information from the Executive Director about the Students' Association and its operations as part of their fiduciary responsibilities, including insurance coverage, regular financial reports, budgets, audit reports, and contractual obligations; and
- z) Obtaining and reviewing information from the Representation Executive Council about the Students' Association and its representation of members' issues as part of their fiduciary responsibilities, including lobbying and representation policies and positions.

## **6.5 The Board's Principles of Governance**

6.5.1 In its governance role, the Board:

- a) Articulates and communicates the vision of the Students' Association;
- b) Focuses on strategic direction;

- c) Focuses on the whole organization;
- d) Speaks with one voice;
- e) Directs the Students' Association work in the Students' Association's pursuit of both its mission and vision;
- f) Is responsible for its own management; and
- g) Avoids making management, operational and student representation decisions.

6.5.2 All members of the Board must adhere to the SAMRU Code of Ethics.

## **6.6 The Board's Membership**

6.6.1 Fourteen (14) Governors, duly elected by and from the Membership or appointed by the Board from the Membership, make up the Board.

6.6.2 The minimum number of Governors is eight (8). If the membership of the Board drops below eight (8), the first order of business shall be to restore membership to at least this minimum threshold.

6.6.3 All Board meetings will be chaired by the Speaker.

6.6.4 The following Board employees may attend all Board and Board committee meetings, add items to the agenda for the Board's consideration, participate in Board discussions, but may not vote on matters before the Board:

- a) The Executive Director (non-voting), or designate; and
- b) The Representation Executive Council President (non-voting), or designate.

## **6.7 The Board's Meeting Scheduling**

6.7.1 The Board shall have at least one meeting a month from September to November and January to May, and at least one meeting from June to August.

6.7.2 The times and places of the Board meetings will be determined by a resolution of the Board.

6.7.3 If the Board fails to determine the meetings by resolution, the Speaker, in consultation with the Agenda and Governance Committee, shall call the meetings.

6.7.4 Special meetings of the Board may be called by the Speaker, or the Executive Director, or by a minimum of two Governors.

## **6.8 The Board's Meeting Notice**

6.8.1 Forty-eight hours' written notice of meetings, along with the stated purpose of the meeting, delivered by electronic mail must be given to each member of the Board. This requirement may be waived through a special resolution of the Board.

6.8.2 In the event of an accidental omission to give notice to a Governor or member of a Committee, any such error will not affect the substance of the meeting or invalidate any action taken at the meeting pursuant to such notice or otherwise founded thereon.

**6.9 The Board's Meeting Attendance and Quorum**

6.9.1 No business will be conducted at a meeting of the Board unless a quorum of at least 50% of voting members of the Board are present.

6.9.2 Board members may opt to phone into a Board meeting at their own expense and provided that all Board members can hear each person's contributions.

6.9.3 Active Members are able to attend any Board meeting that is not held In Camera.

**6.10 The Board's Meeting Voting Procedure**

6.10.1 Each Governor present at a meeting of the Board has the same authority within the meeting and is entitled to one vote.

6.10.2 No proxy votes of Governors are permitted under any circumstances.

6.10.3 All ordinary resolutions of the Board require a simple majority (50% plus one) of members present to pass.

6.10.4 Special resolutions require a 75% majority of members present at the meeting to pass.

6.10.5 The Speaker does not have a vote.

6.10.6 Tie votes will be deemed to be defeated.

6.10.7 Unless otherwise indicated in these Bylaws, the Board meetings will be conducted according to Robert's Rules of Order.

**6.11 In Camera Sessions**

6.11.1 In Camera Sessions close meetings of the Board to Active Members and guests to allow discussion of matters that require privacy, including personnel and legal matters. In Camera Sessions can be requested by an ordinary motion of the Board requiring a simple majority if there are matters of personnel, legal issues or other sensitive decision topics.

6.11.2 An In Camera motion can be called for as needed by any Governor, the Speaker, the Executive Director (or designate), or the Representation Executive Council President (or designate).

6.11.3 In Camera Sessions can occur at any time during the Board meeting and an In Camera motion will take precedence over all pending motions or business.



6.11.4 Motions voted on and carried during an In Camera Session will be recorded in the meeting minutes and a broad summary of the discussion will be part of the public meeting minutes.

**6.12 Abstentions**

Governors should only abstain from a vote when there is a conflict of interest and must state the reasons for their abstention. The Speaker will request the details of the abstention from the abstaining Governor.

**6.13 Board Minutes**

6.13.1 The Board will ensure minutes are prepared for each of their formal meetings.

6.13.2 Once approved, the official minutes from the Board meetings, excluding meeting packages and briefing materials, shall be made available to the Students' Association members on the Students' Association website.

6.13.3 The Board, at its sole discretion, may make part or all of its meeting packages and briefing materials, including any minutes or reports submitted to the Board by its committees or subcommittees, available to the Students' Association membership for their review.

**ARTICLE 7**

**GOVERNORS**

**7.1 Definition**

Governors are the members of the Board duly elected or appointed to their roles to jointly oversee SAMRU's business and affairs. Governors are also known as "Directors" or "Board Directors".

**7.2 Requirements to Be a Governor**

In order to serve on the Board, all members must:

- a) Commit to the work and mission of the Students' Association of Mount Royal University;
- b) Be willing to serve on committees and work groups;
- c) Attend the Board's meetings;
- d) Attend meetings of assigned committees and work groups;
- e) Attend general meetings;
- f) Attend membership meetings as assigned;
- g) Support, and participate in, Students' Association fundraising events; and

- h) Fulfill all other volunteer requirements as outlined in the Students' Association's policies and procedures or assigned by the Board.

### **7.3 Governors' Term of Office**

- 7.3.1 Each elected or re-elected Governor will serve a two-year term that begins at the first meeting of the Student Governing Board following their election.
- 7.3.2 From time-to-time, the Board may appoint Governors to fill Board positions that have become vacant, in order to ensure adherence to the Bylaws. Each Governor who is duly appointed into their position shall assume their duties and responsibilities upon approval of the Board.
  - 7.3.2.1 It is the responsibility of the Board to determine the date on which the term of each appointed Governor will conclude. This determination must be made at the time of appointment and may be amended by the Board as necessary to comply with the Bylaws.
  - 7.3.2.2 Notwithstanding the above, an appointed Governor cannot be appointed to a term with a duration exceeding two (2) years. Governors cannot receive consecutive appointed terms.
- 7.3.3 Governors are permitted to serve no more than two full terms in office, and no more than 60 months altogether (whichever is greater).
  - 7.3.3.1 If a Governor serves a term in office that lasts less than one (1) full year, it will be considered to be a partial term, and will not count towards the limit of two full terms.
- 7.3.4 Any Governor who wishes to become a Representation Executive must take a leave of absence from the Board during the interview, campaigning and voting periods approved by the Board.
- 7.3.5 Any Governor who successfully acquires a Representation Executive position must resign from their Governor position with the Board.
- 7.3.6 Any Governor who is unsuccessful in their election to a Representation Executive position may resume their Governor duties immediately after the election.
- 7.3.7 A Governor's resignation from the Board will be effective two weeks after the date that written notice of resignation is received by the Speaker, or at a later date included in the written notice of resignation.
- 7.3.8 Governors who will no longer be Active members in the Fall semester may serve on the Board until October 31st of that year.
- 7.3.9 Governors who are enrolled in a zero-credit course (i.e. Co-op) that is a graduation requirement of a credit program may continue to serve their term on the Board.

7.3.10 Governors may take a leave of absence from their position for up to one year or until the end of their term (whichever is lesser). The time during a leave of absence is included in the calculation of their term limits.

#### **7.4 Honoraria**

Governors of the Board shall serve without remuneration, and no Governor shall directly or indirectly receive any profit from their position as such. Governors are not paid for their roles or paid to provide services to the organization, however Governors may be reimbursed for reasonable expenses that are required and incurred in performing their duties.

#### **7.5 Governors' Oath of Office**

The Oath of Office is as follows for all positions on the Board:

*I (person's name) do solemnly and sincerely promise and swear:*

*That I will fulfill my duties and obligations of my position to the best of my ability and judgment, in conformity with the Objects and Bylaws of the Students' Association of Mount Royal University.*

*That I will adhere to and enforce the Students' Association's Code of Ethics.*

*That I will, in all my acts, be governed by the principles of honesty, justice and fair play, and in every manner possible endeavor to promote and safeguard the best interest of the Students' Association of Mount Royal University, the high purposes of our Board, and the welfare of our membership.*

#### **7.6 Qualifications for Governors on the Board**

7.6.1 All Governor candidates for the Board must be Active Members of the Students' Association in good standing and maintain continued enrolment in at least one credit course during the Fall and Winter semesters (exceptions will be made for those enrolled in a zero-credit course that is a graduation requirement of a credit program).

7.6.2 All Governor candidates must be at least 18 years of age and not be an undischarged bankrupt.

7.6.3 All candidates for Governor positions on the Board must have a cumulative Grade Point Average (GPA) of at least 2.5.

7.6.3.1 Any member who has not previously attended a semester at Mount Royal University is excluded from this requirement for the purpose of their candidacy.

7.6.4 Any member of the Board who fails to maintain the minimum required GPA at Mount Royal University in the fall, winter or spring semesters must resign from the Board.

7.6.4.1 Proof of academic standing for candidates for Governor positions must be submitted to the Chief Returning Officer or to the Speaker prior to standing for a Governor position.

7.6.4.2 Proof of academic standing for continuing Governors must be submitted to the Speaker of the Board by the end of January for the fall semester, by the end of May for the winter semester, and by the end of August for the spring semester.

7.6.5 Any member who has been terminated from a Students' Association operated business or service or has been otherwise sanctioned by the Students' Association or the Board will not be eligible for any Governor position for a period of five (5) years from when such disciplinary action was ratified.

## **7.7 Election of the Governors**

7.7.1 There shall be an election of Governors at each annual general meeting to fill any Governor vacancies on the Board.

7.7.2 Each elected or re-elected Governor will serve a two-year term that begins at the first meeting of the Student Governing Board following their election.

7.7.3 Active Members may elect any Governor of the Student Governing Board for a maximum of two (2) full terms, and no more than 60 months altogether (whichever is greater).

7.7.4 Any election of Governors will be managed by the Chief Returning Officer pursuant to the Elections Policies.

7.7.5 If one or more Governors vacates or resigns their position from the Student Governing Board, the Agenda and Governance Committee will assess the Board's membership to determine how and when any vacancies should be filled in accordance with the Bylaw requirements. The committee will consider the timing of the next General Meeting and will implement one of the following processes in a timely, fair, and efficient manner:

7.7.5.1 If practical, the committee will implement a recruitment and screening process to present a candidate or candidates for election at a General Meeting in accordance with Section 7.7.1.

7.7.5.2 If timing does not allow for election at a General Meeting in accordance with Bylaw requirements, the committee will manage an appointment process to fill the open position(s) on the Student Governing Board.

7.7.6 Whenever there are six or more vacant Governors positions, the first order of business at the next Board meeting will be to initiate a process to fill the vacancies.

7.7.7 If the Agenda and Governance Committee is required to manage an appointment process to fill a Governor vacancy, the Committee will convene, advertise the vacancies, collect and review applications, and recommend appointments to the Board for approval as outlined in policy.

## **7.8 Discipline and Removal of Governors from Office**

7.8.1 The Board can hold any member of the Board subject to discipline, up to and including removal from office, for misconduct pursuant to this Bylaw.

- 7.8.2 Any Governor of the Board will be subject to discipline under this Bylaw if they are found to have committed any of the following:
- a) A breach of these Bylaws;
  - b) A failure to perform duties of their office including, without limitation, failure to attend two (2) Board or committee meetings in a row or a total of three (3) meetings in a twelve (12)-month period;
  - c) Breach of their fiduciary obligations to the SAMRU;
  - d) A failure to meet or to maintain the eligibility criteria for their office;
  - e) Actions which are inconsistent with or unbecoming to their role;
  - f) Actions which are inconsistent with the established policies of the Board or the Students' Association;
  - g) Violation of any terms of the Students' Association's Code of Ethics, confidentiality agreements, or intellectual property agreements.
- 7.8.3 The term of a Governor will automatically end if they cease to be a credit student at Mount Royal University (exceptions will be made for those enrolled in a zero- credit course that is a graduation requirement of a credit program) or a Member in Good Standing of SAMRU.

## **ARTICLE 8**

### **SPEAKER OF THE BOARD**

#### **8.1 The Speaker of the Board**

**The Speaker of the Board is an Officer of SAMRU and is appointed or renewed annually by the Board.**

#### **8.2 Duties of the Speaker of the Board**

The Speaker will preside over and moderate all meetings of the Board and preside over and moderate the Accountability Committee and the Agenda and Governance Committee.

#### **8.3 Responsibilities of the Speaker of the Board**

The Speaker of the Board:

- a) Chairs all Board meetings;
- b) Chairs the Agenda and Governance Committee;
- c) Chairs the Accountability Committee;

- d) Works with the Moderator of general meetings to ensure effective general meeting processes;
- e) Presents the Board's report to the membership at general meetings on the state of the Board's work;
- f) Manages the Board's self-governance practices, including individual Governor personnel matters, Board building, completion of annual goals and commitments, and individual work distribution and assignments;
- g) Acts as the liaison between the Board and its full-time Officers, particularly the Representation Executive Council members, and the Executive Director;
- h) Completes all other expectations and responsibilities as approved by the Board.

#### **8.4 Voting Eligibility of the Speaker of the Board**

The Speaker does not have any voting rights on the Board.

#### **8.5 Speaker Term**

The Speaker's Term is for two consecutive years. The Board will conduct a review annually. Reappointments can continue indefinitely, at the Board's discretion.

#### **8.6 Speaker Remuneration**

The Speaker will be paid for their service to the Board. The value of the Speaker's remuneration will be determined by the Board.

#### **8.7 Speaker Qualifications**

- 8.7.1 The Speaker must be an Active Member in good standing;
- 8.7.2 The Speaker must have and maintain a cumulative Grade Point Average (GPA) of at least 2.5;
- 8.7.3 The Speaker will submit proof of their qualifications to the Agenda and Governance committee at the beginning of the Fall and Winter semesters.

#### **8.8 Speaker's Absence or Incapacity**

In the event that the Speaker is absent or temporarily incapacitated from completing their job duties and obligations, the Board will elect a Governor or Governors to complete the Speaker's role temporarily and only for the duration of the incumbent's absence or incapacity.

#### **8.9 Discipline and Termination**

- 8.9.1 The Speaker may be subject to disciplinary action, up to and including termination, if the Board determines by Special Resolution that they have committed any of the following:
  - a) A breach of these Bylaws;

- b) A failure to perform duties of their office;
- c) A breach of their obligations to the SAMRU;
- d) A failure to meet or to maintain the eligibility criteria for their position, including;
  - i. Actions that are inconsistent with or unbecoming to their role;
  - ii. Actions that are inconsistent with the established policies of Students' Association;
  - iii. Violation of any terms of the Students' Association's Code of Ethics, confidentiality agreements, or intellectual property agreements

8.9.2 A Speaker's employment term will be terminated if they cease to be a credit student at Mount Royal University.

## **ARTICLE 9**

### **CHIEF RETURNING OFFICER**

#### **9.1 Chief Returning Officer**

- 9.1.1 The Board shall appoint a Chief Returning Officer (CRO) by ordinary resolution prior to August 31 of each year.
- 9.1.2 The Chief Returning Officer will be a mature individual either with experience managing elections for municipal, provincial or federal elections, or with relevant legal experience.
- 9.1.3 The Chief Returning Officer performs their duties of managing the election or by-election of the Governors at general meetings, the election or by-election of the Representation Executives, and Board-approved referendum or plebiscite questions, in accordance with provisions of the SAMRU Elections Policies and these Bylaws.
- 9.1.4 The Chief Returning Officer is responsible for interpreting and applying the provisions of the SAMRU Elections Policies.

## **ARTICLE 10**

### **BOARD COMMITTEES**

#### **10.1 Standing Committees**

The Board establishes the following standing committees:

- a) Agenda and Governance Committee; and

b) Accountability Committee.

## **10.2 Special Committees**

The Board may create Governance committees, including sub-committees, standing committees, and ad hoc committees, as the need arises.

## **10.3 Advisory Committee**

The Board establishes the SAMRU Advisory Committee.

## **10.4 Standing and Special Committee Procedures**

10.4.1 These procedures apply to all standing and special committees, but do not apply to the SAMRU Advisory Committee.

10.4.2 Terms of reference for all new Board or governance committees must be submitted to the Board for review and ratification in advance.

10.4.3 The Chair of any committee convened by the Board shall be one of the following: a Governor of the Board, the Speaker, or a public member of the Advisory Committee.

10.4.4 The authority for additional Board or governance committees comes from the Board through the Students' Association Bylaws.

10.4.5 Each committee shall meet regularly and at least three times a year.

10.4.6 Any committee member may call a committee meeting.

10.4.7 Each committee is responsible for keeping and preparing its own minutes.

10.4.8 Each committee chair will submit their committee minutes to the Agenda and Governance Committee at least one week in advance of each regularly-scheduled Board meeting.

10.4.9 Motions are passed at SAMRU committee meetings by a simple majority vote of the voting members.

10.4.10 Tie votes will be deemed to be defeated.

## **ARTICLE 11**

### **AGENDA AND GOVERNANCE COMMITTEE**

#### **11.1 Agenda and Governance Committee Definition**

The Agenda and Governance Committee is a standing committee of the Board responsible for supporting and guiding the governance functions of the Students' Association and the Board.



## **11.2 Agenda and Governance Committee Membership**

11.2.1 The Agenda and Governance Committee is made up of:

- a) The Speaker as Chair (non-voting);
- b) The Executive Director, or designate (non-voting);
- c) The Representation Executive Council President, or designate (non-voting);
- d) Between four and ten Governors, appointed by the Board and in a voting capacity.

11.2.2 No members-at-large may be appointed to this committee.

## **11.3 Rights and Duties of the Agenda and Governance Committee**

The Agenda and Governance Committee has the following responsibilities and duties:

- a) Supervise the affairs of the Board;
- b) Provide orientation and board training to the Governors of the Board and chairs of Board committees;
- c) Ensure that Board meeting agendas meet Bylaw, policy and contractual requirements, address emerging issues, and that meeting packages are assembled and distributed in advance of each meeting;
- d) Ensure that the Board adheres to the Bylaws by focusing the Board's activities on the Students' Association's objects (Article 2 of these Bylaws), mission, and values;
- e) Be responsible for monitoring and enforcing norms established by the Board as part of their board self-governance function;
- f) Maintain complete minutes of all the Board meetings;
- g) Encourage Governors to participate in meetings and activities, by:
  - i. Determining agendas for the Board and publishing the agenda and meeting packages at least two business days in advance of the meetings;
  - ii. Preparing a report for general meetings;
  - iii. Creating and maintaining positive working relationships among Governors, and between Governors, Representation Executives, and the Executive Director; and
  - iv. Making sure that Governors on the Board remain in their governance role.
- h) Recruit candidates to fill vacancies on the Board.

## ARTICLE 12

### THE ACCOUNTABILITY COMMITTEE

#### 12.1 The Accountability Committee Mandate

The Accountability Committee is responsible, on behalf of the Board, for overseeing and evaluating the performance of the Board's direct employees. Specifically, the Accountability Committee is responsible for:

- a) Managing the hiring, direction and dismissal of the Students' Association Executive Director;
- b) Managing the hiring, ratification, direction and dismissal of the Representation Executives;
- c) Holding the Representation Executive Council, the Speaker and the Executive Director accountable for their work results pursuant to these Bylaws.

#### 12.2 The Accountability Committee Composition

12.2.1 The Accountability Committee will consist of:

- a) The Speaker as Chair (non-voting); and
- b) Between four and ten Governors, duly appointed by the Board to this Committee.

12.2.2 The Representation Executive Council President (non-voting) or designate, and the Executive Director (non-voting) or designate, will attend meetings of the Accountability Committee and may participate in meeting proceedings, adding and addressing agenda items as necessary, but may not vote.

12.2.3 The Representation Executive Council President, or designate from the Representation Executive Council, will report to the Accountability Committee on the work, results and working conditions of the Representation Executive Council.

12.2.4 The Executive Director, or designate, will report to the Accountability Committee on the work and results of SAMRU management and operations, and the working conditions of the SAMRU staff.

12.2.5 No members-at-large may be appointed to this committee.

#### 12.3 Personnel Duties and Obligations

12.3.1 The Accountability Committee is responsible for the following regarding the Representation Executives on the Representation Executive Council:

- a) Reviewing and recommending the development opportunities for the Representation Executives annually;
- b) Reviewing and recommending the policies outlining the rules under which the Representation Executives are elected or appointed to their positions;

- c) Ensuring the annual completion of a performance appraisal for the Representation Executives; and
- d) Recommending policies on personnel to the Board, including evaluation, dismissal, and contract of employment for Representation Executives.

12.3.2 The Accountability Committee is responsible for the following regarding the Executive Director:

- a) Recommending a job description, qualifications and performance appraisal system for the Executive Director;
- b) Reviewing and recommending the salary scale and development opportunities for the Executive Director annually;
- c) Ensuring the annual completion of a performance appraisal for the Executive Director;
- d) Interviewing applicants for the position of Executive Director and recommending an appointment to the Board;
- e) Recommending policies on personnel to the Board, including recruiting, hiring, evaluation, dismissal, contract of employment, salary and employee benefits; and
- f) Annually review the Executive Director's completion of requirements to mitigate SAMRU's and the Board's legal, financial, legislative, and ethical liability exposure.

12.3.3 The general Personnel responsibilities of the Accountability Committee include:

- a) Upholding SAMRU's employment obligations to the SAMRU's Officers;
- b) Monitoring SAMRU's Officers' personal expenses and expense claims;
- c) Acting as a mediator for personnel problems between SAMRU's Officers; and
- d) Carrying out other duties assigned by the Board.

## **12.4 Operations and Representation Duties and Obligations**

12.4.1 The Accountability Committee's duties and obligations regarding SAMRU's operations and finance functions include:

- a) Complete an annual review of SAMRU's member services;
- b) Receive and consider material complaints received from members about SAMRU's operations and finances;
- c) Receive and consider regular updates regarding budgets, financial operating reports, investments and audit;

- d) Oversee SAMRU's audit by an external auditor;
- e) Annually review SAMRU's compliance with mitigation strategies for identified risks;
- f) Annually review the Executive Director's completion of requirements to mitigate SAMRU's and the Board's legal, financial, legislative, and ethical liability exposure;
- g) Annually review the Executive Director's management of and compliance with external contractual obligations; and
- h) Ensure that SAMRU's functions are properly resourced to meet the Board's priorities approved in its strategic plan.

12.4.2 The Accountability Committee's duties and obligations regarding SAMRU's representation and lobbying functions include:

- a) Complete an annual review of the Representation Executive Council's lobbying and representation work;
- b) Receive and consider material complaints received from members about SAMRU's representation and lobbying positions;
- c) Annually monitor SAMRU's membership in external student lobbying organizations, and SAMRU's compliance with contractual obligations to these lobbying organizations;
- d) Ensure an orientation to Board-approved representation and lobbying priorities to incoming Representation Executives;
- e) Ensure that the Representation and Lobbying function is properly resourced to meet the Board's priorities approved in its strategic plan.

## **ARTICLE 13**

### **SAMRU ADVISORY COMMITTEE**

#### **13.1 Definition and Purpose**

13.1.1 The primary purpose of this committee is to advise the Board on issues that may affect the organization's strategic direction or purpose and the fulfilment of its fiduciary responsibilities.

13.1.2 Generally, this standing committee acts in an advisory capacity to the Board, investigating issues within its purview and recommending action to the Board for approval. On an ad hoc basis, this standing committee may also act as a limited agent of

the Board, whereby it will be authorized to take actions defined within project charters approved by the Board from time to time. The decisions and work of the committee is reported to the Board through the committee minutes and by the Governor members of the committee.

13.1.3 The authority for this committee comes from the Board through the Students' Association's Bylaws.

## **13.2 Key Duties and Responsibilities**

13.2.1 The Advisory Committee is expected to discuss and investigate each of the following issues, which have or may have important strategic or fiduciary implications for the Students' Association of Mount Royal University:

- a) Any new or modified contractual relationships between the Students' Association and Mount Royal University or its Board of Governors that materially affect the organization's operations, mandate, assets, or value (fiduciary duty);
- b) Any new or modified Students' Association policies or initiatives that may materially affect the organization's operations, mandate, assets, or value (fiduciary duty);
- c) New financial debt, individually or cumulatively, exceeding 2% of the organization's gross operating budget; and
- d) Any other business as deemed appropriate by the Board.

13.2.2 The Advisory Committee is also expected to raise any concerns or issues it may have about any of the following areas or the operations of the Students' Association, submitting advice and recommendations to the Board as appropriate:

- a) Any new or modified Students' Association policies or initiatives that may materially affect the organization's operations, mandate, assets or value (fiduciary duty); and
- b) Committee building, including the identification of gaps among the committee's skill-set and strengths, and the active recruitment of potential new committee members to fill such gaps.

13.2.3 At the request of the Board, the Advisory Committee may also be asked to discuss and investigate any or all of the following issues:

- a) Students' Association's planning documents for new business opportunities;
- b) The Students' Association's annual financial audit (including financial statements, schedules, exit interview, and management letter); and
- c) Investment strategies and results related to the Students' Association's internally and externally restricted funds.

### **13.3 Advisory Committee Members' Responsibilities**

13.3.1 Public members of the SAMRU Advisory Committee may be asked to sit on other SAMRU committees.

13.3.2 The members of the SAMRU Advisory Committee are required to act prudently within the best interests of the Students' Association itself and the Students' Association's members, following SAMRU's Code of Ethics in the performance of all their duties.

### **13.4 Advisory Committee Membership**

13.4.1 This standing committee shall be composed of:

- a) Up to six public members appointed by the Board, in a voting capacity;
- b) The Representation Executive Council President (or designate), (non-voting);
- c) The Executive Director (or designate), (non-voting);
- d) Two Governors (appointed by the Board, one representing the Agenda and Governance Committee and one representing the Accountability Committee), (voting);
- e) The Speaker, (non-voting).

13.4.2 The chair and vice-chair of the Advisory Committee will be elected from and by the public members of the committee.

13.4.3 The quorum requirement to hold an Advisory Committee meeting is at least 50% of the voting members of the committee.

### **13.5 Terms**

The public members on this committee shall be appointed by the Board for a one-year term which is renewable.

### **13.6 Meetings**

13.6.1 The Advisory Committee will meet as necessary, usually once in each of the Fall, Winter and Spring semesters.

13.6.2 Advisory Committee members are encouraged to attend the Students' Association's general meetings.

### **13.7 Honoraria**

Public members of the SAMRU Advisory Committee may receive an honorarium in an amount to be determined by the Board.

## ARTICLE 14

### REPRESENTATION EXECUTIVE COUNCIL

#### 14.1 Representation Executive Council Mandate

14.1.1 Acting with authority delegated from the Board, the purpose of the Representation Executive Council is to represent students' interests and to present the Mount Royal University student voice to Mount Royal University, student lobbying organizations, other student governments, municipal, provincial, and federal governments, media, and the public.

14.1.2 Working in the best interests of SAMRU and the members of SAMRU, the Representation Executive Council ensures students' interests are considered and protected during decisions on matters directly impacting students and made by Mount Royal University, student lobbying organizations, municipal, provincial and federal governments.

#### 14.2 Composition of the Representation Executive Council

14.2.1 SAMRU shall have a Representative Executive Council of four Officers elected by the Members to be employed as Representation Executives in the following positions of the Representation Executive Council:

- a) Representation Executive Council President; and
- b) Three Representation Executive Council Vice-Presidents.

14.2.2 The Executive Director or designate sits on the Representation Executive Council in a non-voting capacity.

#### 14.3 Eligibility for Representation Executive Council

14.3.1 The Representation Executives, specifically the Representation Executive Council President and three Representation Executive Council Vice-Presidents, are elected individually by and from the Active Members of the Students' Association as outlined in these Bylaws and pursuant to the Elections Policies.

14.3.2 All candidates to be Representation Executives on the Representation Executive Council must be Active Members of SAMRU in good standing.

14.3.3 All candidates for the Representation Executive Council must be individually bondable and reveal any criminal record prior to nomination.

14.3.4 All candidates for Representation Executive Council must be at least 18 years of age and not be an undischarged bankrupt.

14.3.5 All candidates for Representation Executive Council positions must have a cumulative Grade Point Average (GPA) of at least 2.5.

- 14.3.5.1 Any candidate who has not previously attended a semester at Mount Royal University is excluded from this requirement for the purpose of their candidacy.

- 14.3.5.2 Proof of academic standing must be submitted to the Chief Returning Officer or the Nominations Committee prior to the ratification of the candidate.
- 14.3.5.3 Proof of academic standing must be submitted to the Speaker of the Board by the end of January for the fall semester, by the end of May for the winter semester, and by the end of August for the spring semester.
- 14.3.6 Any member who has been terminated from a Students' Association operated business or service or has been otherwise sanctioned by the Students' Association will not be eligible for nomination in any Students' Association election for a period of 5 years from when such disciplinary action was ratified.
- 14.3.7 Members of the Representation Executive Council seeking re-election must have received a rating of "Fully Satisfactory" on their most recent performance review from the Board before their nomination for re-election can be considered.
- 14.3.8 All candidates for Representation Executive Council must demonstrate their eligibility for these positions with the Chief Returning Officer before they will be considered properly nominated.

#### **14.4 Representation Executives Employment Conditions**

All Representation Executives must, at a minimum:

- a) Be Active members of the Students' Association for the duration of their term in office;
- b) Avoid conflicts of interest and/or conflicts of loyalty that may arise from paid or volunteer work or extracurricular activities. Final determination of such circumstances will be made by the Board;
- c) Adhere to the SAMRU Code of Ethics;
- d) Remain Non-partisan while representing SAMRU.

#### **14.5 Duties of the Representation Executives**

The Representation Executives act with the delegated authorization of the Board, with a focus on representation of students' interests to external organizations, including Mount Royal University and various levels of government. In this role, the Representation Executives shall:

- a) Be delegated by the Board as the official medium of communication between the students of Mount Royal University and the University Board of Governors and community;
- b) Advocate, in consultation and cooperation with student lobby organizations in which SAMRU maintains membership, and on behalf of Mount Royal University students, to the federal, provincial and municipal governments;



- c) Maintain full committee membership and participation, serving as Representatives of the Mount Royal University students, on:
  - i. The University's Board of Governors;
  - ii. General Faculty Council of Mount Royal University; and
  - iii. All Mount Royal University committees and boards assigned annually through the Representation Executive Council.
- d) Present the Representation Executive Council's public policy priorities to the Board for approval;
- e) Be involved with or aware of all external representation committees of the Students' Association and all external representation activities of the Students' Association;
- f) Promote the organization's purpose to its members, in the community, and to the media;
- g) Be accountable to the Board for the conduct of the affairs of the Representation Executive Council;
- h) Ensure continuity of students' representation by briefing their successors of work undertaken by committees, boards and lobbying organizations;
- i) Oversee the appointment, training and supervision of Student Representatives on committees and advisory groups requiring student representation;
- j) Perform all other duties as outlined in the Representation Executive's employment contract and/or position description; and
- k) Accept additional responsibilities as delegated by the Board and the Representation Executive Council.

#### **14.6 Representation Executives' Employment Term**

- 14.6.1 Newly elected Representation Executives serve a regular 53 week employment term from April 24 following election until April 30 of the following year.
- 14.6.2 In the event of a by-election or appointment, the Representation Executive shall serve for the remainder of the current term commencing from the date of election or appointment.
- 14.6.3 Newly elected or appointed Representation Executives shall receive training and orientation from the Board Speaker, the Executive Director, and the outgoing Representation Executives from the start of their term (April 24) until the end of the outgoing Representation Executive Council members' current term (April 30). During this period, only outgoing members of the Representation Executive Council are entitled to vote. However, the incoming Representation Executives will have speaking rights at Representation committee meetings during this transition period.

14.6.4 Representation Executives are expected to provide two weeks' notice to the Speaker if they wish to resign from their position.

#### **14.7 Discipline and Termination**

14.7.1 Representation Executives may be subject to disciplinary action, up to and including termination, if the Board determines by Special Resolution that they have committed any of the following:

- a) A breach of these Bylaws;
- b) A failure to perform duties of their office;
- c) A breach of their obligations to the SAMRU;
- d) A failure to meet or to maintain the eligibility criteria for their position, including;
  - i. Actions that are inconsistent with or unbecoming to their role;
  - ii. Actions that are inconsistent with the established policies of Students' Association; and/or
  - iii. Violation of any terms of the Students' Association's Code of Ethics, confidentiality agreements, or intellectual property agreements.

14.7.2 A Representation Executive's employment term will be terminated if they cease to be a credit student at Mount Royal University.

#### **14.8 Terms Limits for Representation Executive Council**

Representation Executives may serve a maximum of four terms on the Representation Executive Council.

#### **14.9 Representation Executive Council Representation and Lobbying Opinions**

The Representation Executive Council will ensure representation and lobbying opinions are prepared in writing and available to the Board.

### **ARTICLE 15**

#### **ELECTIONS OF REPRESENTATION EXECUTIVES**

##### **15.1 Annual Elections**

There shall be an annual election for all Representation Executive positions.

##### **15.2 Elections Management**

Any election or by-election of Representation Executives will be managed by the Chief Returning Officer pursuant to the Elections Policies.

### **15.3 Election Timelines**

The Board shall approve a timeline for the annual election and set voting dates, according to the provisions of the Elections Policies, no later than January 31.

### **15.4 Election Appeals**

Appeals on matters concerning elections shall be made to the SAMRU Elections Appeal Review Board according to the provisions of the SAMRU Elections Policies.

### **15.5 Post-Election Vacancies**

15.5.1 If a Representation Executive is removed from, vacates or resigns their position, the Board will determine whether:

15.5.1.1 The Accountability Committee will manage an appointment process to fill the position; or

15.5.1.2 A by-election will be held to fill the position; or

15.5.1.3 The remaining Representation Executives will divide the Representation Executive Council's duties and responsibilities among themselves.

15.5.2 If the Accountability Committee is required to manage an appointment process to fill a Representation Executive vacancy, the Committee will convene, advertise the vacancies, collect and review applications, and recommend appointments to the Board. If the Board rejects the recommendation, then at the Board's discretion a by-election may be held to fill the vacancy or the remaining Representation Executives may divide the Representation Executive Council's duties and responsibilities among themselves.

### **15.6 By-elections**

15.6.1 A by-election to fill a vacant position shall normally occur within 45 days of the creation of the vacancy.

15.6.2 Any by-election will be governed by the same rules as the most recent annual election.

## **ARTICLE 16**

### **EXECUTIVE DIRECTOR**

#### **16.1 Duties of the Executive Director**

16.1.1 The Executive Director is an Officer of SAMRU.

16.1.2 The Executive Director acts with the authorization of the Board, with a focus on management and accountability to the Board. In this role, the Executive Director shall:

- a) General: Manage and administer day to day operations of the Students' Association; establish control and follow-up mechanisms for the organization; report to the Board and liaise between the Board and the Association staff.
- b) Board Governance Support: Assist the Board and committees in clarifying student needs and Students' Association problems; support the Board in fulfilling their functions; act as a professional advisor to the Board on all aspects of SAMRU's activities; and attend board committee meetings as requested.
- c) Policies and Procedures: Assist, as requested, the Board and committees with policy development; direct policies and establish implementation procedures; implement all policies adopted by the Board; interpret board policy decisions to staff.
- d) Personnel Management: Ensure the hiring, supervision, evaluation and release of staff with the exception of Board employees.
- e) Planning: Participate in the creation of the organization's strategic plan; develop programs and services that work towards the strategic plan, within the policy guidelines and budgetary framework set by the Board; identify the required resources to achieve goals in support of the strategic plan; communicate with key stakeholders to identify the changing needs and conditions of the community that is served by the organization.
- f) Program and Service Management: Ensure that programs and services meet the Board's policy guidelines and reflect the Board's priorities.
- g) Financial Management: Implement the Board's policies for the allocation and distribution of resources; administer the funds of the organization, according to the budget approved by the Board and in accordance with these bylaws, and with particular regard for Article 17.
- h) Advocacy Management: Promote community awareness of the organization's mission and aims; seek member, University and external community support and understanding for the Students' Association.
- i) Risk Analysis: Evaluate, in broad-based terms, the potential assets and liabilities of a project, proposal, or strategy; make certain that both risks and opportunities have been identified and evaluated.

16.1.3 The Executive Director is the official spokesperson for the Students' Association to the Board, the Advisory Committee, to the membership, to the University, and to external bodies on matters affecting SAMRU's operations, finances, legal and regulatory compliance, and facilities.

## **16.2 Eligibility for Executive Director Position**

The Executive Director must be bondable and may be bonded upon hiring.

### **16.3 Discipline and Termination**

The Executive Director may be subject to disciplinary action, up to and including termination, if the Board determines by Special Resolution that they have committed any of the following:

- a) A breach of these Bylaws;
- b) A failure to perform duties of their office;
- c) Breach of their obligations to the SAMRU;
- d) A failure to meet or to maintain the eligibility criteria for their position;
- e) Actions which are inconsistent with or unbecoming to their role;
- f) Actions which are inconsistent with the established policies of the Students' Association; and/or
- g) Violation of any terms of the Students' Association's Code of Ethics, confidentiality agreements, or intellectual property agreements.

## **ARTICLE 17**

### **FINANCES AND OTHER MANAGEMENT MATTERS**

#### **17.1 The Registered Office**

The Registered Office of SAMRU is located in the Wyckham House Student Centre at 4825 Mount Royal Gate SW, Calgary, AB.

#### **17.2 Signatories**

- 17.2.1 All Students' Association cheques drawn from the organization's general operating bank accounts require the signatures of the Executive Director, or in their absence the duly appointed Senior Manager (as appointed by the Executive Director), and two members of the Representation Executive Council.
- 17.2.2 All Students' Association cheques drawn from the organization's Casino Fundraising bank account, and all deeds, transfers, assignments, contracts, obligations and other instruments related to Casino Fundraising or gaming funds, require the signatures of the Governors duly appointed as signatories on the Casino Fundraising bank account.
- 17.2.3 The signatures of the Executive Director, or in their absence the duly appointed Senior Manager (as appointed by the Executive Director), and two members of the Representation Executive Council are required to execute and to affix the corporate seal of the Students' Association to any contracts, agreements, engagements, documents, instruments or any obligation entered into by the Students' Association.

17.2.4 Notwithstanding Section 17.2.3, the Executive Director is hereby authorized to sign, as the sole signatory, various deeds, transfers, assignments, contracts, obligations and other instruments for and on behalf of the Students' Association which are operational in nature, not related to Casino Fundraising or gaming funds, and within the limits and guidelines of the departmental budgets approved by the Board from time to time.

**17.3 The Fiscal Year**

The fiscal year for the Students' Association is from July 1 to June 30.

**17.4 The Auditors**

The Students' Association auditor is appointed at the annual or a special general meeting. The auditor will audit all financial records in accordance with Canadian Generally Accepted Accounting Principles and Generally Accepted Audit Standards as soon as possible following the end of the fiscal year.

**17.5 Financial Authority**

17.5.1 No student society, club or other organization including the Reflector Publication Society of Calgary has the authority to represent or financially bind the Students' Association.

17.5.2 The Board shall control the disbursement of the Students' Association funds through approval of the annual Association budget.

17.5.3 Any material deviation from the annual budget must be brought to the Board for subsequent approval or modification in accordance with Board policies.

**17.6 Borrowing Powers**

17.6.1 The Students' Association may borrow money required for the performance of its duties or to further its objects if it has the prior approval of the Board and the proposal has been recommended to the Board by the SAMRU Advisory Committee.

17.6.2 A debenture or mortgaging of any Students' Association real property must receive prior approval through a special resolution at a general meeting in addition to Board approval and Advisory Committee recommendation.

17.6.3 Repayment of both the money borrowed and the interest on the amount can be secured through negotiable instruments including a mortgage on property and/or the assignment of current or future fees with the approval of the Board and any other approval deemed necessary by these Bylaws.

**17.7 Credit Cards**

SAMRU shall not have a corporate credit card.

**17.8 The Keeping and Inspection of SAMRU Minutes**

17.8.1 The Speaker maintains a copy of the Minute Books and ensures creation of minutes of all meetings of the Members (general meetings) and of the Board.

- 17.8.2 The Speaker keeps the original Minute Books at SAMRU's registered office. This record contains minutes from all general meetings and meetings of the Board.
- 17.8.3 Any member wishing to inspect the Minute Books of SAMRU must give reasonable notice to the Board of their intention to do so.
- 17.8.4 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office of SAMRU, during normal business hours.
- 17.8.5 All audited financial statements of SAMRU are open for such inspection by the members, during normal business hours and with reasonable notice.

## **17.9 Protection and Indemnity of Governors and Officers**

- 17.9.1 SAMRU will use best reasonable efforts to obtain Directors and Officers Liability insurance for Governors and Officers.
- 17.9.2 Each Governor or Officer holds office with protection from SAMRU. SAMRU indemnifies each Governor or Officer against all costs or charges if:
- a) The Governor or Officer acted honestly and in good faith with a view to the best interests of SAMRU; and
  - b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Governor or Officer had reasonable grounds for believing that the Governor's or Officer's conduct was lawful.
- 17.9.3 Governors or Officers can rely on the accuracy of any opinion or report of a lawyer, accountant, engineer or appraiser or other person whose profession lends credibility to a statement made by that person. Directors or Officers are not held liable for any loss or damage as a result of acting on such opinions or reports.

## **ARTICLE 18**

### **REFERENDUM**

#### **18.1 Calling a Referendum**

- 18.1.1 The Chief Returning Officer of the Students' Association may call a referendum if:
- a) A resolution is passed at the Board requesting the referendum; or
  - b) A petition requesting a referendum is delivered to the Board that is signed by at least 10% of the Active Members of the Students' Association. The signers must include their student identification numbers for verification of Students' Association membership.
- 18.1.2 Any petition that meets any of the following conditions will not be presented to the membership vote through referendum:

- a) A petition that has been deemed by the Board to have been submitted primarily for the purpose of enforcing a personal claim or redressing a personal grievance against SAMRU, its directors, officers, or any of them;
- b) A petition that has been deemed by the Board to have been submitted primarily for the purpose of promoting general economic, political, racial, religious, social or similar causes beyond the reasonable scope of students' interests or general student welfare;
- c) Substantially the same petition was presented to the membership vote through referendum within two years preceding the receipt of the request and the petition was defeated; or
- d) The Board has deemed that the right to submit a petition is being abused to secure publicity or self-promotion.

18.1.3 A referendum may only be called during the fall and winter semesters of Mount Royal University.

## **18.2 Referendum Questions**

The text of a referendum question should be clear and unambiguous and must be capable of being answered "yes" or "no". If a referendum brought forward by petition does not meet these requirements in the opinion of the Board, in consultation with the Chief Returning Officer as and when deemed necessary by the Board, it will be referred back to the petitioners to be re-written.

## **18.3 Referendum Results**

The results of a referendum will be acted upon if the total number of votes cast is at least 5% of the total number of Active Members of the Students' Association at the time of referendum and at least a simple majority of those voting either support or reject the referendum.

# **ARTICLE 19**

## **BYLAW AMENDMENT PROCEDURE**

### **19.1 Bylaw Amendment Procedure**

- 19.1.1 These Bylaws may be cancelled, altered or added to by Special Resolution at any annual or special general meeting of SAMRU.
- 19.1.2 The notice of the annual or special general meeting must include details of the proposed resolution to change the Bylaws.
- 19.1.3 The amended Bylaws take effect after approval of the special resolution at the annual or special general meeting.



19.1.4 When a Bylaw amendment is required to address an internal conflict, a legal conflict or changes of the law, the amendment can be made on advice of legal counsel without the need to obtain general meeting approval in these specific circumstances.

## **ARTICLE 20**

### **DISSOLUTION**

#### **20.1 Criteria for Dissolution**

The Students' Association may be dissolved according to the provisions of the Alberta Post-Secondary Learning Act. Should the Students' Association of Mount Royal University dissolve, after paying debts and liabilities, any remaining assets will be distributed or disposed of to charities registered under the Income Tax Act (Canada) in Canada benefiting students and scholarships.