

SHERIDAN STUDENT UNION INC.

BYLAWS

*With amendments made by the Board of Directors on February 24th, 2023
As ratified by the Board of Directors & SSU Membership on March 6th, 2023*

SSU

sheridan student union

NOTES:

Text displayed in **red** has been added or amended by the Board of Directors and is in effect pending ratification at the next general meeting.

Text displayed in ~~red~~ has been removed by the Board of Directors and is no longer in effect, pending ratification at the next general meeting.

Text displayed in **blue** has been added or amended by the Board of Directors and will take effect pending ratification at the next general meeting.

Text displayed in ~~blue~~ has been removed by the Board of Directors and will remain in effect until the removal is ratified at the next general meeting.

BYLAW I - DEFINITIONS & INTERPRETATION

1.1 Definitions

In these Bylaws, and in all subsequent Policies and documents of the Corporation, unless the context otherwise specifies or requires, the terms recorded below shall have the corresponding meanings.

TERM	DEFINITION
Academic Term	The segment of a year during which Sheridan College holds classes. The dates of each academic term are to be specified by Sheridan College.
Academic Year	A period of 3 consecutive Academic Terms, starting with Fall term and ending with Spring/Summer term.
Affairs	The relationships among a corporation, its affiliates and the members, Directors and officers of the Corporation and its affiliates, but does not include the activities carried on by the Corporation and its affiliates.
Annual General Meeting (AGM)	A mandatory yearly gathering of the Corporation's Members. At the AGM, business shall be conducted as specified in Section 4.7 of these Bylaws.
Board of Directors/Board	The Board of Directors of the Sheridan Student Union.
Board of Governors	The Board of Governors of Sheridan College.
Business Day	A day on which Sheridan College is open and in session, not including any Saturday, Sunday or statutory holiday in the Province of Ontario.
Bylaws	The Bylaws of the Sheridan Student .
Chairperson	The Chairperson of the Sheridan Student Union, appointed per/in accordance with these Bylaws.
College	Sheridan College.
Committee	Any Committee of the Board of Directors, established in accordance with these Bylaws.
Conflict of Interest	Any action or interest identified within the Conflict of Interest policy of the Sheridan Student Union.
Chief Returning Officer (CRO)	The Chief Returning Officer, as specific within these Bylaws, and also the Chief Elections Officer.
Davis Campus	The Davis Campus, including the Skills Training Centre.
Ex-Officio	A member of a body (a board, committee, council, etc.) who is part of it by virtue of holding another office that may have a vote on matters before that body.
Fiscal/Financial Year	The annual period that the Corporation has established for accounting purposes.
Full-Time Staff	Employees of the Corporation who are employed full-time.
General Meeting	A Meeting of the Board that is held and facilitated as specified in Section 4 of these Bylaws.
Government-Issued Photo Identification	Any piece of identification as recognized by the Government of Ontario as an 'acceptable identity document'.
HMC Campus	The Hazel McCallion Campus in Mississauga.
Letters Patent	The Letters Patent, and any supplementary letters patent, of the Corporation.
Member	Any individual who meets the membership criteria as outlined in these Bylaws.
Membership	The total number and composition of all Members of the Corporation, and the requirements, as outlined within these Bylaws.
Membership Fees	Mandatory fees, or dues, as specified in Section 3.5 of these Bylaws, that grants students' membership within the Corporation.
OneCard	A Sheridan College student card, containing the Member's photograph and student identification number, that has not expired.
Ordinary Resolution	A resolution that is submitted to General Meeting, or Meeting of the Board, and passed at the Meeting, with or without amendment, by at least a majority of the votes cast.

Policy, or Policies	Any policy as established by the Board of Directors or the Corporation.
Principal Campus	The campus of Sheridan College that a Member's program of enrollment is based at, as specified by Sheridan College.
Proxy	The written authority to represent another Member, in voting, at a General Meeting.
Secretary	The Secretary of the Board of Directors, unless otherwise specified.
Special General Meeting	A General Meeting held that conducts business as specified within Section 4.8 of these Bylaws.
Special Resolution	A resolution that is submitted to a General Meeting, or a Meeting of the Board, and passed at the Meeting, with or without amendment, by at least two-thirds of the votes cast.
SSU	The Sheridan Student Union.
SSUI	The official name of the Corporation, the Sheridan Student Union Incorporated.
Statement of Office	The statement to be signed by all Directors, in accordance with these Bylaws.
Student Rights & Responsibilities	Sheridan's College's Student Code of Conduct Policy.
Telephonic or Electronic Means	Any means, other than direct speech or writing, by which communication at a meeting can occur, including by phone, video chat and voice calls between computers, tablets, or mobile devices via the Internet.
Trafalgar Campus	The campus where the Head Office of the Corporation is located.

1.2 Interpretation

- a. Unless the context otherwise requires, wherever any are used in these Bylaws, the plural includes the singular, the singular includes the plural, and each of the masculine, feminine and neutral genders include all other genders, and references to persons shall include firms and Corporations.**
- b. The headings used in the Bylaws are inserted for reference purposes only and are not to be considered, or taken into account, in construing the terms or provisions of the Bylaws, or to be deemed in any way to clarify, modify, or explain the effect of any such terms or provisions.**
- c. Unless the context otherwise requires, use of the words “Bylaw”, “Section”, “Subsection”, “Clause” or “Sub Clause” refers to the applicable Bylaw, Section, Subsection, Clause or Sub Clause, of these Bylaws.**

1.3 Head Office

- a. The Head Office of the Corporation shall be at 1430 Trafalgar Road, in the Town of Oakville, in the Province of Ontario. From time to time, the Corporation may designate satellite offices at any campus of Sheridan College.**

BYLAW II - CORPORATE SEAL

2.1 Corporate Seal

- a. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.**

BYLAW III - MEMBERSHIP

3.1 Membership

- a. Each student who has paid Membership Fees shall be a member of the Corporation.**
- b. For the purposes of determining the total Membership of the Sheridan Student Union, for application in these Bylaws, the figures provided by Sheridan College for fee-paying students, as of the tenth (10th) day of each academic semester, shall be used.**
 - i. Sheridan College reserves the right to change release date of figures to the Sheridan Student Union as they see fit.**
- c. The Board of Directors may terminate membership of any member under the following conditions:**
 - i. A Member has:**
 - a. Started legal action against the Corporation, its employees, or the Board;**
 - b. Had a major transgression with Student Rights and Responsibilities;**
 - c. Violated any membership rights or policies; or**
 - d. Fallen out of good standing with Sheridan College or the Corporation.**
 - ii. Termination of a membership must be passed by special resolution.**

3.2 Cessation of Membership

- a. Students shall cease to be a member when the student fails to qualify for the membership criteria as outlined in [Section 3.1 \(a\)](#) of these Bylaws, or fails to be a student of Sheridan College.**
- b. Membership is not transferable.**

3.3 Membership Rights

- a. The right to speak, and vote, in any General Meeting;**
- b. The right to speak, at the discretion of the Chairperson of the Board, at Meetings of the Board;**
- c. The right to one (1) non-transferable vote, in an election for each of the positions on the Board representing their principal campus of enrollment, or any referenda of the Corporation;**
- d. The right to nominate candidates for any elected positions of the Corporation;**
- e. The right to stand for election, provided they meet eligibility qualifications;**
- f. The right to hold appointed office, provided they meet eligibility qualifications;**
- g. The right to attend all Meetings of the Board, with the exception of in-camera sessions;**
- h. The right to access all minutes of the Board, and its Committees, subject to restrictions in these Bylaws;**
- i. The right to form or join a club under guidelines and Policies established by the Board and subject to restrictions as identified in the SSU Clubs Policy;**
- j. The right to access or use the services, information, publications, materials, and other resources that the Corporation makes available to members; and**
- k. The right to other such benefits as may be made available at the discretion of the Board.**

3.4 Member Responsibilities

- a. Each member shall be responsible for paying Membership Fees as set by the Corporation, with the following conditions:**
 - i. SSU Membership Fees may be set by the Board and Ancillary Fee Committee in accordance with the timelines set by the ancillary fee protocols set out by the College, and must be approved by the Sheridan College Board of Governors;**
 - ii. Any payments of Membership Fees as outlined herein is non-refundable, regardless of the member's status with Sheridan College, unless the member's status is revoked by the Board of Directors; and**
 - iii. Membership Fees of the Corporation will be collected by the College on behalf of the Corporation.**

BYLAW IV - GENERAL MEETINGS

4.1 Notice of Meetings

- a. Notice of the date, time and location of any Annual General Meeting shall be delivered not less than twenty (20) business days prior to the date of the Meeting. Notice of the date, time and location of any Special General Meeting shall be delivered not less than ten (10) business days prior to the date of the Meeting.**
 - i. The Annual General Meeting shall not be held within the final two (2) weeks of an academic semester unless the board passes a resolution with a unanimous vote providing rationale for such timeline.**
- b. If a General Meeting will consider amendments or revisions to these Bylaws, the text of any amendments or revisions proposed in compliance with these Bylaws shall be available to members not less than ten (10) business days prior to the date of the Meeting.**
- c. An agenda of all items up for consideration must be made available ten (10) business days prior to the Meeting.**
- d. Notice for any General Meeting shall be delivered to members in at least two (2) of the following forms of communication: email, posted notices, SheridanLife Radio, the Corporation's Website, and/or the Corporation's social media accounts.**
- e. Notice of any Meeting where special business will be transacted should contain sufficient information to permit the member to form a reasonable judgement on the decision to be made.**
- f. The unintentional omission to give notice to any member, or accidental irregularity or mistake in connection with giving of notice, or failure to receive notice by the member, shall not invalidate the proceedings at any General Meeting.**

4.2 Quorum

- a. Quorum for any General Meeting shall consist of thirty (30) members present in person, including existing Members of the Board.**
- b. If a quorum is present at the opening of a General Meeting, the Meeting may proceed even if a quorum is not present throughout, unless the number of members in attendance drops below twenty (20) members including existing Board Members.**
- c. Attendance at a General Meeting is mandatory for all current-serving Directors of the Board, and any absence is considered to be equivalent to an absence from a Meeting of the Board.**
- d. Attendance at a General Meeting is mandatory for all current-serving Presidents of clubs governed by policies established by the Board of Directors, and any absence can affect the standing of the club, as specified within the policies.**

4.3 Roberts' Rules of Order

- a. The rules contained in the current edition of Robert's Rules of Order shall govern any, and all, General Meetings in all cases to which they are applicable, except as provided in these Bylaws and any special rules of order adopted by the Corporation.**
- b. The rules and procedures may be altered as needed by the Chairperson and Secretary to suit the needs of the General Meeting, upon agreement of the board.**

4.4 Voting

- a. To be eligible to vote at any General Meeting each member shall produce a valid Sheridan College OneCard, and the SSU shall verify their name and student identification number upon registration.**
- b. In the event that a member does not have a Sheridan College OneCard, they will be required to produce a current semester's timetable and a piece of Government-Issued Photo Identification.**
- c. Any members may move a motion, or make amendments to a motion that is under consideration provided that the vote has not been conducted for the current motion.**
- d. Voting at a General Meeting shall be by a show of hands, electronic voting, or by secret ballot, at the discretion of the Chair. Items discussed that were present on the agenda shall be passed as ordinary resolution.**
- e. A member may, via means of a written proxy, appoint another voting member of the Corporation to attend and act at a General Meeting of Members, in the manner and to the extent authorized by the proxy. A member shall not hold a proxy for more than one (1) other member.**
- f. All proxies are required to be presented following the call to order of the General Meeting, and any proxies not presented will be deemed invalid.**

4.5 Chairperson and Secretary of the Board

- a. The Chairperson of the Board shall preside over any General Meetings, unless decided by a Board Resolution that another person shall preside over the Meeting. The Chairperson shall not be entitled to vote at a General Meeting, except in the cases of an equality of votes cast on a matter, and then only to break such equality of votes.**
- b. The Vice-Chairperson of the Board shall attend all General Meetings but only preside over the meeting should the Chairperson be unable to attend, or if there is a conflict of interest for the Chairperson.**
- c. The Secretary of the Board shall take minutes at any General Meetings, unless decided by a Board Resolution that another person shall take minutes.**

4.6 General Meeting Agenda Requirements

- a. Each General Meeting Agenda shall be required to include the following after the Call to Order and prior to any official business:**
 - i. A call for membership to indicate if they are attending as a proxy;**
 - ii. An announcement made by the Secretary, or appointed notetaker for the Meeting, to indicate if quorum has been reached;**
 - iii. A statement to recognize that the Meeting is on the territories of the Mississaugas of the Credit First Nations, the Anishinaabe Nation, the Huron-Wendat, and the Haudenosaunee Confederacy;**
 - iv. A statement identifying the Corporation's Mission and Vision Statements; and**
 - v. Any opening remarks for the current meeting to indicate changes to procedures, or important information to which the membership should be made aware.**

4.7 Annual General Meeting

- a. The Annual General Meeting of the Corporation shall be held each year, between October 1st and April 30th of the financial year.**
- b. At the Annual General Meeting, the following items shall be considered by the membership;**
 - i. Presentation of the Audited Financial Statements for the previous fiscal year;**
 - ii. Ratification of the appointment of the auditor;**
 - iii. Proposals to amend these Bylaws;**
 - iv. Approval of the Meeting Minutes of the most recent General Meeting;**
 - v. Ratification of the Board of Directors for the upcoming year, if applicable;**
 - vi. Ratification of the President of the Corporation, if applicable; and**
 - vii. Report from the Executive Officers regarding the activities of the Corporation.**
- c. Members are able to request for resolutions to be considered as outlined within these Bylaws, and specifically subject to [Section 11.3](#).**

4.8 Special General Meeting

- a. A Special General Meeting is a General Meeting that considers business other than the business outlined in [Section 4.7\(b\)](#), provided that such business may be included on the agenda of the Annual General Meeting.
- b. A Special General Meeting may be called by the Board solely for considering specific resolutions proposed by the Board, subject to all clauses outlined in [Section 4.1](#) of these Bylaws.
- c. Notice of the Special General Meeting shall include the resolutions to be considered at the Meeting.

BYLAW V - BOARD OF DIRECTORS

5.1 General Powers

a. Administer Affairs

- i. The Board will administer the affairs of the Corporation in all things;**
- ii. Make, or cause to be made, for the Corporation, in its name, any kind of contract into which the Corporation may lawfully enter; and**
- iii. Generally, save as herein provided, may exercise all such other powers and do all other such acts and things as the Corporation, by its Letters Patent or otherwise, is authorized to exercise and do.**

b. Approve Expenditures

- i. The Board shall have the power to approve expenditures for the purpose of furthering the objectives of the Corporation. The Corporation shall maintain one or more bank accounts in one or more Canadian chartered banks or trust companies.**

c. Appoint Agents and Employees

- i. The Board may appoint agents, and employees, as it deems necessary.**
- ii. Such persons shall have authority, and perform duties, as prescribed by the Board at the time of appointment. This can include, but is not limited to, granting the ability to lawfully enter into contracts and make expenditures on behalf of the Corporation.**

d. Remuneration of Employees

- i. The remuneration of agents and employees shall be subject to the limits of the Annual Budget approved by the Board and shall be set in accordance with Board Policies. All employees of the Corporation, unless specifically designated to report directly through the Board, shall report to the President, in accordance with Board Policies.**

5.2 Composition

- a. The Board of Directors shall be comprised of the following members:**
 - i. The current SSUI President, ex-officio, non-voting;**
 - ii. The current SSUI Managing Director, ex-officio, non-voting;**
 - iii. The current Sheridan College Dean of Students, non-voting;**
 - iv. The current Board Secretary, non-voting; and**
 - v. Twelve (12) elected representatives, known as the Directors, with four (4) representatives, elected by members at their respective campus from each of the following campuses:**
 - a. The Hazel McCallion Campus**
 - b. The Trafalgar Campus**
 - c. The Davis Campus**

5.3 Eligibility and Qualifications

- a. In order to qualify for election, and to serve as a Director of the Board, a member of the Corporation must:
 - i. Be a membership Fee-paying student at Sheridan College throughout their term as a Director;
 - ii. Be enrolled at Sheridan College throughout the duration of their term as a Director;
 - iii. Will be 18 years of age or older at the time of beginning their term as director, as specified in the SSUI Elections Policies, or on the date of their appointment as a Director, as per [Sections 5.5\(c\), 5.5\(d\), 5.5\(e\), and 5.5\(f\)](#);
 - iv. Be in good standing in accordance with Sheridan Student Union, Sheridan College's Student Rights and Responsibilities and maintain a 2.5 program term grade point average or higher in each semester preceding the first semester in which the member will serve on the Board of Directors;
 - v. Not be related by blood of marriage/domestic partnership within the second degree of consanguinity or affinity to another serving member of the Board of Directors; and
 - vi. Not plan to be, or currently be employed by, the Sheridan Student Union in any other capacity than as a member of the Board of Directors during their term of office, and not have been terminated from employment with Sheridan Student Union for cause (i.e. breach of any SSUI policy) at any time.
 - a. Current employees of the SSU, from the date of their confirmation on the Official Candidates List must terminate or take a Leave of Absence from their employment with the SSU until they vacate their seat on, resign from, or conclude their term on, the Board of Directors.

5.4 Term in Office

- a. Directors will hold a one-year term of office commencing May 1st following their election, or commencing when hired by the board of directors, and concluding on April 30th of the following year.
- b. Directors hired by the board of directors to fill vacant seats, as per [Sections 5.5\(c\)](#), shall continue in office until their term has concluded or they deliver a written notice of resignation.

5.5 Resignations and Vacancies

- a. All resignations of Directors shall be made in writing and delivered to the Chairperson, President and Board Secretary. Upon receipt of this resignation the Director will be considered to have vacated their office, effective immediately. If a director is acting as Chairperson of the Board and wishes to resign, they shall provide their written resignation to the Vice-Chairperson, President, and Secretary of the Board and will be considered to have vacated their office, effective immediately.
- b. The office of a Director shall be automatically vacated effective immediately upon any of the following events:
 - i. The Director delivers a written resignation;
 - ii. The Director is absent from one quarter (1/4) of the scheduled Meetings of the Board in a given semester. Should one quarter (1/4) of scheduled Meetings not be a whole number, the number will be rounded up to the nearest whole number. Should a Director commence their term partway through a semester, the previous scheduled Meetings for that semester will not count as absences. An absence for a Director can be excused by special resolution of the Board, at the request of the Director, and will not count as an absence for the semester;
 - iii. The Director fails or refuses to sign the Statement of Office and/or Confidentiality agreement;
 - iv. The Director commences legal action against the Corporation;
 - v. The Director becomes employed by, or associated with, the auditors of the Corporation;
 - vi. The Director fails to attend a mandatory training session, or retreat, without prior written notice to the Secretary, or a valid reason subsequently accepted by the Chairperson;
 - vii. The Director ceases to meet the qualifications required to be a Director as outlined in [Section 5.3](#) at the time of their appointment;
 - viii. The Director is removed from office by a unanimous vote of the Directors present, with the exception of the Director in question;
 - ix. The Director's removal is requested by a petition signed by one-hundred fifty (150) members. Upon receipt of the petition, the Board will hold a Special General Meeting to consider the removal of the Director. The Director will be removed from office upon a motion in favour of such removal being passed by ordinary resolution at the Meeting;
 - x. The Director is found to be of unsound mind by a qualified physician;
 - xi. The Director has, or attains, the status of bankrupt; or
 - xii. The Director dies.
- c. Should a vacancy arise in the office of a Director before October 1st, the vacancy shall be filled by hiring. This hiring shall be conducted by the board before October 31st. If a vacancy arises on or after October 1st, the vacancy shall remain until the next general election.
- d. A Director who is removed from office, or who resigns from office, shall be considered to have vacated office when their resignation is accepted, or immediately following their removal from office.

- e. In the event that all Director positions are vacated, the individuals who are in fact managing the affairs of the Corporation will be deemed to be Directors, until such time as an election is held to fill the vacancies.**

5.6 Remuneration and Honoraria

- a. A Director will be reimbursed for reasonable expenses incurred by the Director in the performance of their duties as approved by the board, and shall be entitled to honoraria and benefits as deemed appropriate through these bylaws and Board Policies. Any such changes to remuneration must be ratified at a General Meeting.
- b. A Director will receive an honorarium per month of four hundred dollars (\$400), subject to applicable deductions and pro-rated based on the following:
 - i. Attendance to the meetings of the board each month, equivalent to four (4) hours per month;
 - ii. Holding eight (8) hours per month as office hours for students to meet with the director;
 - iii. Attendance to one (1) committee meeting per month, equivalent to two (2) hours per month;
 - iv. This pro-rating will be calculated based on attendance recorded by the Secretary, or equivalent for committee meetings; and
 - v. Directors that are not a member of a committee will incur a reduction to their honorarium equivalent to having not attended a committee meeting that month.
- c. Should any member voluntarily vacate their seat, or be involuntarily removed from office as outlined in Bylaw [Section 5.5](#), they immediately forfeit all rights to additional and future honoraria.
- d. No Director may decide or amend any governing document regarding the amount or payment of their honorarium or remuneration from applicable SSU policies.

5.7 Chairperson and Vice-Chairperson of the Board

- a. Annually, at the first Meeting after directors have begun their term, the Board will elect a Director to hold the position of Chairperson of the Board. The President shall serve as the Chairperson for the selection of the Board Chairperson and shall determine the selection process. All Meetings of the Board may be convened and shall be chaired by the Chairperson unless:
 - i. They are deemed to be unable to fulfill the duties of Chairperson as determined by the Board by way of special resolution;**
 - ii. They complete their term as Director, are removed from office, or resign from their position; or**
 - iii. They voluntarily relinquish the position.****
- b. Annually, at the first Meeting after directors have begun their term, the Board will elect a Director to hold the position of Vice-Chairperson of the Board. The Chairperson will preside over the selection, and shall determine the selection process. In the absence of the Chairperson, or if they are unable to fulfil their duties as Chairperson, the Vice-Chairperson shall have full power and authority to act as Chairperson.**
- c. Should the Chairperson have a conflict of interest with one or more agenda items during a Meeting of the Board while acting as Chairperson, the Vice-Chairperson will chair the meeting for the duration of the items. This exchange of responsibility must be stated during the meeting and noted in the minutes of the meeting.**

5.8 Meetings of the Board

- a. Meetings of the Board shall be held at least once per calendar month.
 - i. The Chairperson, or any two (2) Directors may, upon no less than three (3) business days' notice in writing to all Directors, call a Meeting of the Board.
 - ii. Any Director, or ex-officio member, may request that an item of business be included in the agenda for such Meeting by submitting it to the Secretary and Chairperson not less than two (2) business days before the date set for the Meeting.
 - iii. The Chairperson may, upon no less than forty-eight (48) hours' notice in writing, call an emergency Meeting of the Board if, in the judgment of the Chairperson, a matter must be dealt with by the Board prior to the next regularly scheduled Meeting of the Board.
 - iv. The first Meeting of the Board in May, or the beginning of a new term for a newly elected board, shall be scheduled by the President and will be considered mandatory for all Directors, following all rules for absences as outlined in [Section 5.5](#).
 - v. Meetings of the Board will be scheduled at 5pm on the first and third Monday of each month, moving to one week later in the case of a statutory holiday. Any change to this schedule must be made by ordinary resolution. Additional or Emergency Meetings called outside the scheduled Meetings of the Board are not deemed to be changes to the schedule and therefore will not count as absences if a Director is unable to attend.
 - vi. An agenda for each Meeting of the Board will be created by the Chairperson and Secretary, and circulated to the Board prior to each Meeting. Agendas should be created with consultation from the SSUI President and Managing Director.
 - vii. Board meetings may be cancelled, or their location changed, by the Chairperson through providing notice to all attendees no less than four (4) hours prior to the scheduled meeting time.
- b. No error or accidental omission in giving notice of any Meeting shall invalidate such Meeting or make void any proceedings taken at such Meetings.
- c. Quorum for Meetings of the Board shall be two-thirds (2/3) of the current-serving Directors. In the instance that quorum is not a whole number, it will always be rounded up to the nearest whole number. Ex-officio members of the board are not counted towards quorum.
- d. Meetings of the Board will be held in person at a campus decided by the Chairperson and Secretary, or President for the first Meeting of the term. Notice of the location must be communicated to Meeting attendees no later than five (5) business days prior to the meeting.
- e. Except where otherwise set forth by the Chairperson, or within these Bylaws, the Directors shall employ the organization's Policies and the procedures set out in the current edition of Robert's Rules of Order. Directors must be professional and considerate at Meetings of the Board.
- f. Any board member may participate in a Meeting of the Board by telephonic or electronic means, so long as all persons participating in the Meeting are able to communicate simultaneously. A board member participating in a Meeting by these means is deemed to be present at a Meeting so long as the Chairperson and Secretary have been made aware in advance of the meeting.

- g. The Board may, by ordinary resolution, grant a leave of absence to the Director once per term in office. The resolution must specify the duration of the leave of absence and include the specific dates of scheduled Meetings, if possible.**
 - i. Unscheduled Meetings of the Board that take place during the leave of absence will not count as absences for the Director.**
 - ii. The leave of absence may be extended for the Director through a special resolution by the Board. This resolution must be passed before the end of the first Meeting of the Board after the leave of absence has ended.**
- h. The President, Managing Director, or any Director may elect to invite a guest to a Meeting to present material relevant to the agenda.**
- i. Each voting member shall have one (1) vote on matters coming before the Board.**
- j. Votes shall be taken by a show of hands, unless a Director requests that voting be done by secret ballot. In the case of a tie, the Chairperson's vote will count as the tie-breaker. The Chairperson of the Board must declare that the resolution has been carried or defeated, and the number of votes cast for and against the matter, and any abstentions, all of which will be noted in the minutes.**
- k. In lieu of a Meeting, a resolution in writing signed by all of the Directors entitled to vote on that resolution at a Meeting is as valid as if it had been passed at a Meeting.**

5.9 Continuity

- a. Directors elected to serve for the next succeeding term of office shall be entitled to attend the last regularly scheduled Meeting of the Board in a term of office, but are not entitled to vote on matters coming before the Board.**

5.10 Confidentiality

- a. All board members shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. All board members shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.**
- b. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto or accepting appointment to the Board of Directors.**
- c. The Board may make a motion to go in-camera to discuss private or confidential matters during a Meeting. Minutes will not be recorded for the duration of the in-camera session.**
 - i. All except Directors are excluded from in-camera sessions, at the discretion of the Board.**

5.11 Director Discipline

- a. Directors may be disciplined for the following reasons:**
 - i. Failure to perform duties as outlined in the Bylaws, Policies, or the Statement of Office;**
 - ii. Failure to attend Meetings of the Board;**
 - iii. Failure to attend Committee Meetings of which the Director is a member;**
 - iv. Failure to attend Meetings of Sheridan College bodies or Committees of which the Director is a member;**
 - v. Theft, fraud, or embezzlement;**
 - vi. Failure to disclose a Conflict of Interest;**
 - vii. Breach of Confidentiality;**
 - viii. Misuse of Corporation property as determined by the President; or**
 - ix. Refusal to sign the Statement of Office.**
- b. The Board may vote by ordinary resolution to take disciplinary action against a Director, with the exception of the Director in question, including a verbal warning, a letter of censure or reprimand.**
- c. Notice of a motion to discipline the Chairperson, or Vice-Chairperson of the Board must be given to all Directors of the Board at the Meeting preceding when the discipline is to be debated. Such notice shall set out the particulars of the alleged grounds for discipline.**
- d. The Director accused shall be entitled to submit a written response to the notice of motion to the Chairperson prior to the Meeting in which the motion will be debated. This response will be available to all Directors of the Board prior to the Meeting. Additionally, the Director shall be given a reasonable opportunity at such Meeting to respond to the allegations before the motion is put to a vote.**
- e. All debate on a motion regarding discipline, but not including the response of the Director to the allegations, shall be in-camera.**
- f. A motion to impose disciplinary measures shall be accompanied by a statement of reasons, which shall be recorded in the minutes of the Meeting.**

BYLAW VI - EXECUTIVE OFFICERS

6.1 Officers

- a. The five (5) Executive Officers of the Corporation shall be the following:**
 - i. The President, who shall serve as the Chief Executive Officer;**
 - ii. The Managing Director, who shall serve as the Treasurer;**
 - iii. The Chairperson of the Board, who shall serve as the Chief Governance Officer; and**
 - iv. The Governance Coordinator, who shall serve as the Secretary of the Board.**

6.2 Appointment of Officers

- a. Officers are appointed, elected, or hired according to the relevant policy as developed by the President and / or Board of Directors and stewarded by the SSUI Human Resources division.**

6.3 Removal of Officers

- a. A President may be removed:
 - i. By a petition from the membership of no less than one (1) percent of the total membership, requiring a vote by the Board of Directors within ten (10) days that must pass by special resolution; or
 - ii. By a unanimous vote by the Board of Directors.
- b. A Managing Director may be removed by:
 - i. A recommendation from the President, followed by an ordinary resolution by the Board of Directors; or
 - ii. A special resolution by the Board of Directors.
- c. The Chairperson of the Board shall hold office until they resign, has completed their term and are replaced by an incoming officer, or are removed by the Board as specified in [Section 5.7\(a\)](#) of these Bylaws.
- d. The Vice-Chairperson of the Board shall hold office until they resign, has completed their term and are replaced by an incoming officer, or are removed by the Board in a manner equivalent to the removal of the Chairperson, which is specified in [Section 5.7\(a\)](#) of these Bylaws.
- e. The Secretary of the Board shall hold office until they resign, complete their contract, or are terminated by the President and are replaced by an incoming officer.

6.4 Vacancies of Officers

- a. In the event of a vacancy in the Office of the President, the Board of Directors must appoint a Vice-President to serve in the capacity of President within one (1) month of the vacancy, and must hire to fill the vacancy within four (4) months. This appointment will be passed by ordinary resolution of the board and hiring will follow the standard hiring process for this position.**
- b. In the event of a vacancy in the Managing Director role, the President must recommend a Senior Manager to fill the role within one (1) month of the vacancy, and hire to fill the vacancy within four (4) months. This appointment will be passed as an ordinary resolution of the board and hiring will follow the standard hiring process for this position.**
- c. In the event of a vacancy in the Secretary role, the President must appoint another SSUI Staff Member or SSUI Board Member to act in the role within two (2) weeks of the vacancy. This appointment requires no resolution by the Board and hiring will follow the standard hiring process for this position.**
- d. In the event of a vacancy in the office of Chairperson of the Board, the Vice-Chairperson will serve in the role of Chairperson for the remainder of their term in office.**
- e. In the event of a vacancy in the office of Vice-Chairperson of the Board, the Board will be required to appoint a Director to serve as Vice-Chairperson of the Board, as outlined in [Section 5.7\(b\)](#) of these Bylaws.**

BYLAW VII - FINANCES

7.1 Fiscal Year

- a. The fiscal year of the Corporation shall be from May 1st to April 30th.**
- b. In the instance that the Board seeks to alter the fiscal year of the Corporation, a special resolution would need to be passed, provided notification has been given to the Canada Customs and Revenue Agency.**

7.2 Budget

- a. An Annual Budget for the following Fiscal Year shall be submitted to the board or board-appointed committee for review no later than March 31st, and must be approved by the Board before April 30th.**
- b. The Treasurer must recommend an Auditor to the Board or board-appointed committee no later than March 31st, with the Auditor being selected by the Board by ordinary resolution no later than April 30th, and ratified by the SSU membership at the Annual General Meeting of the following fiscal year.**
- c. The Annual Budget must be reviewed by the Board each Fiscal Year before October 31st, with the following considerations:**
 - i. The Annual Budget must be presented by the SSUI Treasurer, SSUI Finance Director, and SSUI President;**
 - ii. The Annual Budget may be adjusted based on projections for the Fall and Winter Semesters and spending during the Spring / Summer Semester;**
 - iii. Any adjustments to the Annual Budget must be passed by ordinary resolution; and**
 - iv. The Board may additionally review and adjust the Annual Budget at any time during the Fiscal Year, so long as the initial review is conducted before the above-outlined deadline.**

7.3 Financial Statements

- a. The Board shall, before June 15th of each year, approve the audited financial statements for the previous fiscal year. The audited financial statements shall then be presented to the Members at the Annual General Meeting, as per [Section 4.7\(b\)](#) of these Bylaws.
- b. The audited financial statements shall include the income statement, the balance sheet, and any comments made by the auditors as to the Corporation's accounting procedures.

7.4 Auditor

- a.** The appointment of the Auditor shall be in accordance with [Section 7.2\(b\)](#), and ratified at the Annual General Meeting, as per [Section 4.7\(b\)](#).
- b.** The Auditor shall hold office until the next Annual General Meeting.
- c.** The remuneration of the Auditor shall be in alignment with the amount approved by the Board in the Annual Budget.

7.5 Books and Records

- a. The Board shall see that all necessary books and records of the Corporation required by these Bylaws, or by any applicable statute or law, are regularly and properly kept.**

7.6 Ancillary Fees

- a. The amount of fees set forth by the Corporation may be altered by special resolution at a Meeting of the Board. Following the amount being set forth at a Meeting of the Board, the Ancillary Fee Protocol, signed between Sheridan College and the SSUI, shall be referred to regarding appropriate procedure.**
- b. The Membership Fees shall be collected by Sheridan College and remitted to the Corporation.**

7.7 Collections and Use of Monies

- a. The Corporation may collect monies in addition to the Membership Fees through business enterprises and any other means as approved by the Board.**
- b. All monies collected by the Corporation, or on its behalf, must be deposited in the Corporation's name in a financial institution approved by the Board. Additionally, all deposits must comply with conditions outlined within the Executive Limitations Policies.**
- c. All deposits into Funds, use of monies within a Fund, and withdrawals from Funds shall comply with the Executive Limitations Policies.**

7.8 Borrowing

a. The Board of the Corporation may:

- i. Borrow money; issue, sell or pledge securities; charge, mortgage, hypothecate, or pledge all or any of its real or personal property, including book debts, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other of its obligations or liabilities, and guarantee the repayment of the debts, obligations and liabilities of anybody corporate; however,**
- ii. Shall not borrow any sum of money, or enter into any contract or commitment, imposing financial liability upon the Corporation, if such borrowings cannot be repaid, or if such financial liability cannot be discharged, out of the funds of the Corporation available at the time of such borrowing, or the entering into of such contract or commitment and its membership fees then due, or to become due within twelve (12) months thereafter, unless otherwise consented by the Board of Governors or agent of the Board of Governors of Sheridan College.**

7.9 Execution of Documents

- a. Contracts, documents, or any instruments in writing that require the signature of the Corporation shall be signed by two of the following: the President, the Managing Director, the Executive Coordinator, and a Vice-President.**
- b. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.**

7.10 Power of Attorney

- a. The Board shall have the power, by resolution, to appoint an officer on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring and dealing with any stocks, bonds, and other securities of the Corporation.**
- b. The seal of the Corporation, when required, may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any person appointed by resolution of the Board.**

BYLAW VIII - INDEMNITIES

8.1 Directors and Officers

- a. Every Director, or Officer of the Corporation, and every other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation, as well as their respective heirs, executors and administrators, and estate and effects, shall at all times be indemnified and saved harmless out of the funds of the Corporation, from and against all liabilities incurred as a result of the execution of duties owed to the Corporation, except such liabilities as are occasioned by willful neglect or default.**

8.2 Insurance

- a. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, only if the Corporation would have the power or obligation to indemnify such person against such liability under this Bylaw.**

BYLAW IX - ELECTIONS & REFERENDA

9.1 Eligibility

- a. All members shall be eligible to vote in any referendum regarding affairs of the Corporation as applies to them.**
- b. Voting for candidates in the Board of Director elections shall be limited to members who are principal students of that particular campus, as determined in accordance with Elections Policy.**

9.2 Administration of Elections

- a. The Chief Returning Officer shall be solely responsible for administering all elections and referenda undertaken by the Corporation.**
- b. Elections for the Board of Directors shall provide an equal opportunity for Directors and members who are not Directors at the time of the election, to have notice of, and participate in the election.**
- c. No member of the Board of Directors shall display any public interest in the campaign of any candidate or referendum decision.**

9.3 Chief Returning Officer

- a. The Chief Returning Officer shall administer all elections and referenda of the Corporation on behalf of the Board.**
- b. The Chief Returning Officer shall receive, investigate, and render decisions regarding complaints during elections and referenda, all in accordance with these Bylaws and Elections Policy.**
- c. The Chief Returning Officer may designate Deputy Returning Officers to assist with administration of elections and referenda, all in accordance with these Bylaws and Elections Policy, but shall remain accountable for their actions.**
- d. The Chief Returning Officer, and Deputy Returning Officers, if designated, shall:**
 - i. Decide Election dates for the Board;**
 - ii. Ensure publication of important information regarding elections and referenda;**
 - iii. Recommend changes to Election Policies and referenda, to be approved by the President;**
 - iv. Ensure there is a valid code of conduct for candidates and other such guidelines pursuant to these Bylaws and policies for any given election or referendum;**
 - v. Carry out elections-focused duties that the Board may prescribe.**

9.4 Elections Appeals

- a. An election result may be appealed in accordance with the SSUI Elections Policy.**

9.5 Scope of Referenda

- a. A referendum shall only be undertaken with a special resolution by the Board of Directors, with all referendum questions being finalized by the resolution.**
- b. Referendum questions pertaining to student fees that are not administered by the Corporation are not permitted.**

9.6 Referenda Questions

- a. Referenda questions pertaining to affairs of the Corporation must be approved by the Board of Directors.**
- b. The Board of Directors may:**
 - i. Approve a proposed referendum question;**
 - ii. Propose amendments to a proposed referendum question; or**
 - iii. Reject a proposed referendum question.**
- c. Referendum questions must be phrased to elicit yes/no answers.**
- d. Referendum questions must be phrased in a positive way such that a vote of “yes” signifies agreement with the proposal, and a vote of “no” signifies disagreement with the proposal.**
- e. The Board of Directors may conduct no more than one (1) referendum per fiscal year.**

9.7 Referenda Quorum

- a. Quorum for referenda shall be fifteen-percent (15%) of the Membership.**

BYLAW X - EXTERNAL STUDENT ASSOCIATION MEMBERSHIP

10.1 Membership

- a. The SSUI may become a member of a provincial or national student organization that requires the SSUI or its members to pay a membership fee to that organization, but only if the SSUI and the organization enter into a binding, written agreement that guarantees the following:**
 - i. The SSUI's membership in the organization does not preclude the SSUI's membership in any one or more other organizations;**
 - ii. The SSUI's constitution, Bylaws and Policies shall always supersede those of the organization's and at no time may the SSUI enter into a binding agreement with an organization that has a constitution, Bylaws, or Policies that are in contradiction to those of the SSUI's;**
 - iii. The SSUI's membership rights and privileges always supersede those of the organization's and at no time may the SSUI enter into a binding agreement with an organization that has a constitution, Bylaws, or Policies that make claim over the membership of the SSUI; and**
 - iv. The organization recognizes that the SSUI reserves the right to terminate its membership in the organization according to the SSUI's own constitution, Bylaws, and Policies.**

10.2 Termination of Membership

- a. The Corporation shall be able to terminate membership in any external student association through an ordinary resolution at a General Meeting.**

BYLAW XI - AMENDMENTS AND REVISIONS

11.1 Members' Authority

- a. Members may amend or revise these Bylaws by Special Resolution at a General Meeting, as per the conditions set out in [Section 11.3](#) of these Bylaws.

11.2 Proposed Amendments from the Board

- b. Any Director or Officer wishing to propose amendments or revisions to these Bylaws must provide notice, including the text of the proposed amendments or revisions, no less than two (2) weeks in advance of the Meeting that such amendments or revisions will be considered.**
- c. The Board may, by special resolution, adopt such amendments or revisions which will be in force until a General Meeting is convened in order to ratify the amendments or revisions.**
- d. Despite [Section 11.2\(b\)](#), any amendment or revision to these Bylaws which has the effect of disenfranchising Members with respect to their rights to elect or remove Directors, the removal of the President or Managing Director, approve amendments to Bylaws, initiate referenda, or petition to add items to the agenda of a General Meeting shall be of no force or effect until ratified by Members at a General Meeting.**
- e. Should the Membership ratify amendments or revisions to these Bylaws as proposed by the Board by special resolution at a General Meeting, these amendments or revisions will remain in effect.**
- f. If the Membership fails to ratify such amendments or revisions, the amendments or revisions cease to have effect as of the date of the General Meeting.**
- g. If a General Meeting is not convened within a year of the Board adopting amendments or revisions, the amendments or revisions cease to have effect at the end of the fiscal year.**

11.3 Proposed Amendments from the Membership

- a. Any Member wishing to propose amendments or revisions to these Bylaws must submit their proposal as outlined herein:
 - i. Members must submit a completed Bylaw Proposal Form, as provided in the Board Policies.
 - ii. Bylaw Proposal Forms are to be submitted for review before they can be brought to the Board or Membership for adoption or ratification.
 - iii. Bylaw Proposals must be submitted with names, student numbers, and signatures of no less than one-percent (1%) of the members of the organization.
- b. Bylaw Proposals will be reviewed by the following Board Members:
 - i. The current SSUI President;
 - ii. The SSUI Managing Director;
 - iii. The Board Chairperson; and
 - iv. Any guest that is deemed necessary by the Board Chairperson.
- c. The review of Bylaw Proposals will be to ensure legality and viability of the proposal. The proposal will be considered unviable if the Bylaw Proposal:
 - i. Infringes upon the legal rights of any member within the SSU membership;
 - ii. Would legally compromise the corporation, its employees, or its members;
 - iii. Would create a situation that is not financially sustainable or for which a budget cannot be created;
 - iv. The proposal is unclear or poorly written and cannot be proposed to the membership in its current state; or
 - v. Does not have the required number of signatures from the membership.
- d. Bylaw Proposals that are found to be unviable may be resubmitted, after adjustments, to reassess viability. Resubmission will be treated as a new submission and will be granted no additional privileges or exceptions to any clause herein.
- e. Bylaw Proposals that are deemed viable after review will be submitted to the Board for the next possible Meeting of the Board, as outlined in [Section 5.8](#), and may be adopted by the Board by special resolution, and, if passed, their amendments and revisions will take effect immediately.
- f. All viable Bylaw Proposals, whether adopted by the Board or not, will be presented at the next General Meeting for ratification by Membership.
 - i. Bylaw Proposals, and their relevant revisions and amendments, must pass by special resolution by Membership.
 - ii. Any Bylaw Proposal that is submitted for review more than ten (10) business days before a scheduled General Meeting, regardless of status of viability, will not be included on the agenda for said General Meeting.
 - iii. Should the Membership fail to ratify a Bylaw Proposal that has been adopted by the Board, all adopted amendments and revisions will cease to have effect as of the date of the General Meeting.

iv. Should the Membership ratify amendments or revisions to these Bylaws that were adopted by the Board from a Bylaw Proposal, these amendments and/or revisions will remain in effect.

11.4 Policy Amendments

- a. All Policies established by the corporation may be amended at any time by the Board, excepting those which the Board would be in conflict, or as otherwise outlined within the Policies and these Bylaws. All amendments to Policies made by the board must be passed by ordinary resolution.**
- b. The President may amend all Policies established by the corporation, excepting those which the President would be in conflict, or as otherwise outlined within the Policies and these Bylaws. All amendments to Policies made by the President must be presented to the Board in a timely manner, but do not require a resolution.**
- c. A number of Policies within the corporation may be amend by specific employees, as designated by the President, with the following conditions:**
 - i. All amendments must be approved by the President to be officially binding; and**
 - ii. The President must update the Board in a timely manner to any amendments they have approved.**
- d. The Board must be provided with the most accurate version of Policies upon request.**

11.5 Bylaw & Policy Review

- a. Bylaws shall be reviewed as needed by the Board, including Officers, to ensure that the Corporation is operating as intended.**
- b. Policies shall be reviewed as needed by those presiding over their specific policies to ensure the operations of the Corporation are aligned with strategic goals and changing priorities.**
- c. All Bylaws and Policies must be reviewed by the Board, including Officers, at the time a strategic plan is finalized to ensure that all operations and procedures are following the goals and priorities of the Corporation.**

SSU

sheridan student union