

**Centennial College Student Association
Incorporated.**

Approved at CCSAI AGM October 18, 2018
Approved at CCSAI SGM April 29, 2019
Approved at CCSAI SGM January 9, 2020
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Approved at CCSAI SGM: September 26, 2023
Approved at CCSAI AGM: April 10, 2024
Pending Approval at CCSAI SGM: March 13, 2025

Bylaw #1

A Bylaw relating to the transactions of the affairs of the Corporation

Article I	Interpretation
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1. **Definitions and Interpretation:** In this Bylaw and all subsequent Bylaws and any policy and procedures of the corporation, unless the context otherwise requires:
 - a) "Act" means the *Ontario Corporations Act* as from time to time amended and every act that may be substituted therefore;
 - b) "Board of Directors" or "Board" are used interchangeably and shall mean the Board of Directors of the CCSAI;
 - c) "College" means Centennial College;
 - d) "CCSAI", "Corporation" and "Association" shall be used interchangeably and shall mean the Centennial College Student Association Incorporated.
 - e) "Business Days" means a day other than a Saturday, Sunday or a statutory holiday in the province of Ontario.
2. **Head Office:** The head office of the Association shall be in the city of Toronto located at 941 Progress Avenue, Scarborough, Ontario.

Article II	Seal
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1. **Seal:** The seal, an impression of which appears in the margin, shall be the seal of the Association.

Article III	Purpose
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1. **Purpose:** The purpose of the CCSAI Association shall be to:

- a) Represent and promote the needs and interests of activity fee paying students;
- b) Develop and maintain community and encourage cooperation among such students;
- c) Serve as a liaison between such students and the College, other educational institutions and the broader community; with a focus on equity, inclusion and sustainability;
- d) Provide and promote inclusive programs, activities and services that encourage student engagement and enrich student life;
- e) Provide student leadership opportunities;
- f) Promote an environment which is free from discrimination and harassment with mutual respect for the dignity and rights of each individual.

Article IV

Membership

1. **Membership:** Each student who has paid the student activity fee, or who is serving a co-op work term, is a member of the CCSAI. Each member is entitled to the following:
 - a) The right to one (1) vote in a general election for elected positions;
 - b) The right to support the nomination of candidates for any elected position of the Corporation;
 - c) The right to stand for election and to hold office provided the member meets eligibility qualifications;
 - d) The right to vote in any referenda called by the Board;
 - e) The right to form or join a club or association under guidelines and policies established by the Board, unless this privilege is revoked by the Board;
 - f) The right to receive benefit or benefit from any service offered by the Association;
 - g) The right to attend all meetings of the members, special meetings and meetings of the Board;
 - h) The right to cast one (1) vote per motion at each meeting of the members.
2. **Fees:** Student activity fees may be set from time to time through the College's Compulsory Ancillary Fees Protocol.

Article V

Eligibility

1. **Board of Directors:** The Board shall be comprised of a minimum of five (5) and a maximum of six (6) elected, voting/appointed members as follows:

- a) A President; elected college wide;
 - b) A Vice-President from Progress campus;
 - c) A Vice-President from Morningside campus;
 - d) A Vice-President from Ashtonbee campus;
 - e) A Vice-President from Story Arts Centre;
 - f) A Vice-President from the Bombardier Centre for Aerospace and Aviation.
2. In addition, the board is supported by two (2) ex-officio, non-voting members;
- a) The Executive Director/CEO of the Association: and
 - b) A representative from the College.
3. There shall be one (1) appointed representative for the Performing Arts Centre (PAC) and Two (2) appointed Indigenous Student Representatives. They will collaborate with the Board of Directors but will be non-voting members and will report to the President.
4. The Board of Directors shall appoint a Chief Governance Relations Officer (CGRO). The CGRO will be responsible for: leading governance development, policy management, providing guidance on governance best practices and organizational compliance, overseeing governance trainings, policy alignment with CCSAI's strategic goals, evaluating CCSAI's legal and risk management framework, and any other duties as outlined in the CGRO Policy and Job Description as formulated by the Board. The CGRO reports directly to the Board of Directors and is a non-voting member.
5. The Chair of the Board of Directors shall serve as a distinct role, separate from the President. The Chair is appointed by the Board of Directors from eligible outgoing or previous Board members from who served within the past 2 years; during the final board meeting of the current term. The appointment process, roles and responsibilities of the Chair shall be outlined in the "Chair of the Board of Directors Policy".
6. **Eligibility:** To qualify to run for election and/or apply for an appointed position on the Board of Directors, excluding President and Indigenous Student Representatives a member of the association must:
- a) Be a full-time student at Centennial College, registered in a college approved minimum number of courses related to full-time status during the day, working towards a diploma, certificate or degree.
 - i. If a student is registered with the Centre for Accessible Learning and Counselling Services (CALCS) and has full-time status they will only be required to be registered in the minimum number of courses as dictated by CALCS;
 - b) Be bondable;

Commented [AA1]: BIRT: the CCSAI bylaw be amended to add article V.3 which states "there shall be one (1) appointed representative for the Performing Arts Centre (PAC) and Two (2) appointed Indigenous Student Representatives. They will collaborate with the Board of Directors but will be non-voting members and will report to the President".

Commented [AA2]: BIRT: the CCSAI bylaw be amended to add article V.4 which states "The Board of Directors shall appoint a Chief Governance Relations Officer (CGRO). The CGRO will be responsible for: leading governance development, policy management, providing guidance on governance best practices and organizational compliance, overseeing governance trainings, policy alignment with CCSAI's strategic goals, evaluating CCSAI's legal and risk management framework, and any other duties as outlined in the CGRO Policy and Job Description as formulated by the Board. The CGRO reports directly to the Board

Commented [AA3]: BIRT: the CCSAI bylaw be amended to add article V.5 which states "The Chair of the Board of Directors shall serve as a distinct role, separate from the President. The Chair is appointed by the Board of Directors from eligible outgoing or previous Board members from who served within the past 2 years; during the final board meeting of the current term. The appointment process, roles and responsibilities of the Chair shall be outlined in the "Chair of the Board of Directors Policy".

Commented [AA4]: BIRT: Article V.6 of the CCSAI bylaw be amended to "exclude" the Indigenous student representative from the criteria listed under the section.

- c) Be 18 years of age at the time of taking office;
 - d) Have attained a GPA of at least 3.00 in their most recently complete academic semester;
 - e) Not be enrolled in a cooperative education/placement/internship program for a period of three (3) or more days in the week that would interfere with the board member's ability to perform their duties;
 - f) If a first semester students applies for a board position, they are required to attain a GPA of 3.00 in the semester in which they start their term or, as soon as their grades are released by the College at the end of their first semester. If the candidate has not attained a GPA of at least 3.00 this would render them ineligible for a Board of Director's position. As a result, they will be placed on probation and have one (1) semester to increase their grade point average to meet eligibility outlined in Article V.
 - g) Meet all criteria as outlined in the CCSAI Nomination Package;
 - h) Be in good standing with the College;
 - i) Be able to attend all full board meetings and other meetings as scheduled;
 - j) Not to be found in violation of this bylaw for at least 365 calendar days;
 - k) In the case of the Vice President, members can only apply for the campus they are enrolled in;
 - l) The Vice President is required to work a minimum 15 hours a week for the length of their term during the regular business hours of the Association (Monday – Friday), and evenings and weekends as necessary. This includes, but not limited to; mandatory training sessions, internal and external meetings.
7. To continue to serve on the Board of Directors, excluding President, the successful candidate/applicant must:
- a) Be enrolled continuously in a Centennial College approved full time program, working towards a diploma, certificate or degree for at least two out of three semesters of the academic year in which they are serving. One of the semesters in which they must be enrolled in is the winter semester of their term;
 - i. If a student is registered with the Centre for Accessible Learning and Counselling Services (CALCS) and has full-time status they will only be required to be registered in the minimum number of courses as dictated by CALCS;
 - b) If a Board member is in their final semester and only enrolled part-time, they may continue their term on the Board;
 - c) Maintain a GPA of at least 3.00 in their most recently completed academic semester;

Commented [AA5]: BIRT: Article V.6.e which reads "Not be enrolled in a cooperative education/placement/internship program for a period of three (3) or more days in the week that would interfere with the board member's ability to perform their duties;" be removed from the CCSAI Bylaws.

- d) Maintain good standing with the College;
- e) Not violate any of these Bylaws during their term of office;
- f) Attends all full board, general and special meetings of the CCSAI Board of Directors.

8. **Eligibility for President:** The elected/appointed Board of Directors are eligible to run for the President. The following requirements need to be fulfilled by candidates for President at the time of nomination:

- a) Should be part of the Board at least since September 1st;
- b) The President is required to work a minimum 35 hours a week for the length of their term during the regular business hours of the Association (Monday – Friday, typically 8 hours a day), and evenings and weekends as necessary. This includes, but not limited to; mandatory training sessions, internal and external meetings;
- c) Be registered as a full-time student at Centennial College; board members may be enrolled part-time and run for President;
- d) Be bondable;
- e) Have attained a GPA of at least 3.00 in their most recently completed academic semester;
- f) Be in good standing with the College;
- g) Meet all criteria as outlined in the CCSAI Nomination Package;
- h) Be able to attend all full board meetings and other meetings as scheduled;
- i) Not to be found in violation of these Bylaws for at least 365 calendar days;
- j) Not be currently suspended or expelled from the College.

k) Any board member of the CCSAI interested in running for the position of President must advise the Executive Director/CEO in writing of their intention to run by **the deadline determined by the Elections Coordinator and Advocacy Coordinator, outlined in the approved elections schedule.** If no board member is interested in running for President by the deadline, **FULL TIME STUDENTS** that are; the Indigenous Student Representatives or Performing Arts Centre Representative are eligible to submit an application, including current elected or appointed board members. Those interested must submit an application at least seven (7) business days prior to the **close of nominations.**

l) Performing Arts Centre Representatives and Indigenous Student Representatives must be full time students at the time of submitting an application and have worked with the CCSAI for at least one (1) year to be eligible to apply

Commented [AA6]: BIRT: Article V.8.k be amended to remove student advocates and replace with the PAC representative and the Indigenous Student Representative.

Commented [AA7]: BIRT: The CCSAI bylaws be amended to add Article V.8.l which states "Performing Arts Centre Representatives and Indigenous Student Representatives must be full time students at the time of submitting an application and have worked with the CCSAI for at least one (1) year to be eligible to apply".

- m) Presidential candidates will be required to pass the Vote of Confidence to be considered eligible. If a candidate does not pass the Vote of Confidence, they will be considered ineligible to run for the position of President.

Commented [AA8]: BIRT: the CCSAI bylaws be amended to add Article V.8.m which states "Presidential candidates will be required to pass the Vote of Confidence to be considered eligible. If a candidate does not pass the Vote of Confidence, they will be considered ineligible to run for the position of President."

9. **Criteria for President** to continue to serve on the Board of Directors, they must:

- a) Not violate any of these bylaws during their term of office;
- b) Attends all Full Board, General and Special meetings of the CCSAI Board of Directors;
- c) The President is required to work a minimum 35 hours a week for the length of their term during the regular business hours of the Association (Monday – Friday, typically 8 hours a day), and evenings and weekends as necessary. This includes, but not limited to; mandatory training sessions, internal and external meetings;
- d) Not be currently suspended or expelled from the College.

10. **Eligibility for Performing Arts Centre:** The following requirements need to be fulfilled by candidates for the Performing Arts Centre representative at the time of appointment:

- a) A current full-time student registered at the Performing Arts Centre at Centennial College and member of the CCSAI;
 - i. If a student is registered with the Centre for Accessible Learning and Counselling Services (CALCS) and has full-time status they will only be required to be registered in the minimum number of courses as dictated by CALCS;
- b) Must be available and able to fulfill duties from the time of ratification until the end of the term of office;
- c) Not be enrolled in a cooperative education/placement/internship program for a period of three (3) or more days in the week that would interfere with the board member's ability to perform their duties;
- d) The Performing Arts Centre Representative is required to work a minimum 15 hours a week for the length of their term during the regular business hours of the Association (Monday – Friday), and evenings and weekends as necessary. This includes, but not limited to; mandatory training sessions, internal and external meetings;
- e) Not be currently suspended or expelled from the College;
- f) Have attained a GPA of at least 3.00 in their most recently completed academic semester.

- g) If the Vice President-elect for Story Arts Centre is enrolled at the Performing Arts Centre, a representative from the performing arts center will not be appointed.

Commented [AA9]: BIRT: the CCSAI bylaws be amended to add Article V.10.g which states "If the Vice President-elect for Story Arts Centre is enrolled at the Performing Arts Centre, a representative from this campus will not be appointed".

11. **Eligibility for Indigenous Student Representatives:** The Indigenous Student Representatives shall be appointed by the Board of Directors upon recommendation from the Eighth Fire.

Commented [AA10]: BIRT: the CCSAI bylaws be amended to add Article V.11 which states "The Indigenous Student Representatives shall be appointed by the Board of Directors upon recommendation from the Eighth Fire".

12. **Automatic Removal:** Any member of the Board of Directors shall automatically cease to be a board member upon the occurrence of any of the following events:

- a) The board member ceases to satisfy the eligibility criteria set out in Article V, or (except in the case of a grade point average falling below 3.00 threshold outlined above – in which case the student shall be placed on probation and have one term to increase their grade point average to meet that threshold);
- b) The board member is absent from three (3) regular meetings within the first two (2) semesters of their term without justification to the Board in an in-camera session. This excludes reasons of academic nature which includes exams, tests, and rescheduled classes.
- c) The board member violates these Bylaws and/or the Policies and Procedures of the CCSAI and/or the non-academic policies of the College;
- d) The board member becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- e) The board member resigns by notice in writing;
- f) The board member is removed from office by the Board of Directors, in accordance with section V.9

13. **Uncontested / Acclaimed Positions:**

- a) Candidates who run uncontested for the role of President at the close of the nomination period, shall require an affirmation vote for the nominee with a quorum of five percent (5%) of the electorate to hold office, a simple majority will be required to affirm the candidate. The vote will be governed by the same rules and principles as contested positions.
- b) Candidates for Vice President who run uncontested at the close of the nomination period, shall require an affirmation vote for the nominee with a quorum of five percent (5%) of the electorate for the campus they are running for.
- c) If an uncontested candidate is not voted in favour of their position or a Board position is not filled through the elections process, the position will be re-opened to the eligible full-time student population. The vacant position will be filled through an application and interview process.

14. **Suspension or Removal by Board of Directors:** Any board member can be suspended or removed as a member of the Board of Directors before the expiry of their term of office, providing a motion is passed by at least **two-thirds (2/3) of the votes cast in person or virtually at a meeting of the Board (notice of which, specifying the intention of such a vote shall be given at a previous meeting of the Board)**. Reasons for the suspension or removal of any board member in accordance with these Bylaws include, but are not limited to:

- a) Failure to perform duties as described in the board member's job description, and/or such duties as have been delegated throughout the course of the term of office. Board members

removed in accordance with this provision cannot run and/or apply for a Board position within the current term and subsequent term.

15. **Filling Vacancies:** Provided there is a quorum of board members:

- a) If no board member is interested or eligible to run for President by the deadline **FULL TIME STUDENTS** that are Indigenous Student Representatives or Performing Arts Centre Representatives are eligible to submit an application to run for President – this includes current elected or appointed board members. Those interested must submit an application at least seven (7) business days prior to the close of nominations.
- b) Should the position of President become vacant, or not be filled in a general election, the newly elected Board shall, within fifteen (15) business days of taking office, appoint an interim President from among the Vice Presidents until a selection committee appoints a new President from the current Board upon review of eligibility requirements. The remaining vacancies shall be filled through an appointment process.
- c) If no board member, Indigenous Student Representative, or Performing Arts Centre Representative can fill the role of President, and the position becomes vacant between May 1st – September 30th, the board shall appoint an interim President from among the Vice Presidents within seven (7) business days of the position becoming vacant. The interim President shall serve until the appointment process is completed and a new President is appointed by the selection committee. The appointment process must begin within fifteen (15) business days of the position becoming vacant;
- d) If no board member, Indigenous Student Representative, or Performing Arts Centre Representative can fill the role of President, and the position becomes vacant between October 1st – December 31st, the role description may be amended to allow for a Vice President to serve as a part-time Interim President. The remaining Directors will, in the interim, be recognized as constituting quorum;
- e) If no board member, Indigenous Student Representative, or Performing Arts Centre Representative can fill the role of President, and the position becomes vacant after January 1st, the position shall remain vacant and be filled through the general elections.
- f) Should any of the Vice President positions be vacant because of not being filled in a general election, the Board shall, within fifteen (15) business days of taking office, start the appointment process from the membership of that campus, as per Board policies and procedures.
- g) Should the position of Vice President become vacant, the Board shall, within fifteen (15) business days, start the appointment process of the Vice President from the membership of that campus.
- h) If a vacancy arises for the position of Vice President near or during a general elections period, the position shall be filled through general elections and not through an appointment process;

Commented [AA11]: BIRT: the CCSAI bylaws be amended to add Article V.15.a which states "If no board member is interested or eligible to run for President by the deadline FULL TIME STUDENTS that are Indigenous Student Representatives or Performing Arts Centre Representatives are eligible to submit an application to run for President – this includes current elected or appointed board members. Those interested must submit an application at least seven (7) business days prior to the close of nominations."

Commented [AA12]: BIRT: the CCSAI bylaw be amended to add Article V.15.c which states "If no board member, Student Advocate, or Indigenous Student Representative, or Performing Arts Centre Representative can fill the role of President, and the position becomes vacant between May 1st – September 30th, the board shall appoint an interim President from among the Vice Presidents within seven (7) business days of the position becoming vacant. The interim President shall serve until the appointment process is completed and a new President is appointed by the selection committee. The appointment process must begin within fifteen (15) business days of the position becoming vacant".

Commented [AA13]: BIRT: the CCSAI bylaw be amended to add Article V.15.d which states "If no board member, Indigenous Student Representative, or Performing Arts Centre Representative can fill the role of President, and the position becomes vacant between October 1st – December 31st, the role description may be amended to allow for a Vice President to serve as a part-time Interim President. The remaining Directors will, in the interim, be recognized as constituting quorum".

Commented [AA14]: BIRT: the CCSAI bylaws be amended to add Article V.15.e which states "If no board member, Indigenous Student Representative, or Performing Arts Centre Representative can fill the role of President, and the position becomes vacant after January 1st, the position shall remain vacant and be filled through the general elections".

- i. The term “near” shall be defined as December 1st and onward within the terms of office defined in Article V.14
- ii. The “general elections period” shall be defined as January until April within the terms of office defined in Article V.14

16. **Honorariums:** Each board member shall be eligible to receive a monthly performance-based honorarium payment of a maximum \$1550 per month in exchange for completing the duties and responsibilities outlined in the board member’s job description. The board is also entitled to receive:

- Cell/Internet allowance: \$100 per month.
- Travel allowance: \$150 per month.
- Wellness and Education benefit: maximum of \$1500 per year.

Remuneration for the BOD shall be performance-based and will be determined by, but not limited to, attendance, performance, and number of hours rendered (a minimum of fifteen (15) hours per week). Honorarium payments are contingent upon completing the duties and responsibilities outlined in the board member’s job description, failure to meet expectations will result in a deduction of payment. Honorarium payments cannot be processed until board members complete and submit their monthly evaluation documents and monthly reports.

a) Substantial changes to honorariums and role requirements can only be implemented for the next Board of Directors term after April 30th.

i. Substantial changes include but are not limited to increases or reductions to board member honorariums, salaries, and benefits, material changes to role descriptions and portfolios, and substantial increases or reductions to hourly obligations for board members.

ii. Substantial changes do not include delegated duties assigned by the President or the Executive Director/CEO.

17. **Terms in Office:** The terms of office for the Board are May 1 to April 30.

- a) The terms of office for the Performing Arts Centre Representative will be from the date of ratification, renewed yearly, up to two years.

18. **Two (2) Year Consecutive Term:** Any member on the Board may serve for a maximum of two (2) years consecutively.

- a) The position of President can be held for a maximum of two (2) years consecutively. If the President wishes to continue their term in office, they must declare this in writing to the Elections Coordinator and Executive Director/CEO. They will be required to participate in a Vote of Confidence (VoC) conducted by the current Board members to determine if the candidate has the support to continue their term, and in accordance with section V.6. Other participants may be invited to attend the VoC including but not limited to Performing Arts Centre Representatives, Indigenous Student Representatives, and College representatives.

Commented [AA15]: BIRT: Article V.18a&b of the CCSAI bylaws be amended to add the Performing Arts Centre representative, Indigenous student representative and the College Representative to the Vote of Confidence (VoC) process.

b) The position of Vice President can be held for a maximum of two (2) years consecutively. If a member of the board wishes to continue their term, they must declare this in writing to the Elections Coordinator and Executive Director/CEO. They will be required to participate in a Vote of Confidence (VoC) conducted by the current Board members to determine if the candidate has support to continue their term and is in accordance with section V.4. Other participants such as a college representative may be invited to attend the VoC, but will not be voting members. Performing Art Centre Representatives or Story Arts Centre Representative and Indigenous Student Representative will not be required to attend the Vice President VoC.

19. **Restrictions:** No individual shall hold two positions or portfolios on the Board simultaneously. No board member shall simultaneously be an employee of the Association.

20. **Leave of Absence:** The Board may, by majority vote following a request by a member of the Board of Directors, grant a leave of absence to the board member for a maximum of two meetings once per term in office.

Article VI

Meetings of the Directors

1. **Meetings of the Board:** Meetings of the Board will be held at least once per calendar month and shall have the discretion to call further such meetings, in each case on at least five business days' notice. The meeting schedule shall be set semestery.

a) **Chairperson:** ~~The Chair of the Board shall be the President as per the Board Chair Policy.~~ The Chair of the Board of Directors shall be the appointed Chair as per Article V.5

b) **Attendance:** Meetings of the Board will be open to the members of the Association unless the Board passes a motion for an agenda item to be moved or held in camera in accordance with a guideline established by the Board. Members of the Board of Directors are required to attend all meetings of the Board.

c) **College Representation:** The College, through its representatives, shall hold/occupy one (1) ex-officio non-voting position as permanent observer to the Board meetings.

d) **Invited Guests:** The President, Executive Director/CEO, or any board member may, from time to time, elect to invite a guest to a meeting to present material relevant to the agenda, with consent from President and Executive Director/CEO.

e) **Agenda:** The President, Executive Director/CEO shall prepare an agenda for each meeting incorporating all agenda items.

f) **Minutes:** Minutes of all meetings of the Board shall be taken, including the decisions made during in camera sessions, provided that minutes shall not be considered official until approved by a majority vote of the Board at the next meeting. Official minutes of meetings shall be available for review by members.

g) **Notice:** Notice of Board meetings shall be posted through Association media.

Commented [AA16]: BIRT: Article VI.a be amended to state "The Chair of the Board of Directors shall be the appointed chair as per Article V.5".

- h) **Voting Rights:** Each voting Director shall have one (1) vote on matters coming before the Board. Questions arising at a meeting of the Board shall be decided by two-thirds (2/3) majority of the votes cast on the matter.
- i) **Method of Voting:** Votes shall be taken by a show of hands, or an alternative method, unless a director requests that the voting be done by secret ballot. It shall be noted in the minutes whether the resolution has been carried or defeated, the number of votes cast for and against the matter and any abstentions.
- j) **Rules:** Unless waived, Robert's Rules of Order shall apply to all such meetings.
- k) **Quorum:** A majority of the directors present (50% plus one) shall constitute a quorum at a meeting of the Board of Directors.

Article VII	Goals and Duties of the Board
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1. **Administer Affairs:** The Board of Directors and the Executive Director/CEO of the CCSAI shall administer the affairs and the business of the Association. The Board, and the Executive Director/CEO, shall act with diligence, honesty and good faith in the best interest of the CCSAI. The Board of Directors is empowered to and responsible for:
 - a) Adhering to the Association's Bylaws, Policies and Procedures and any other manual or agreements approved by the Board of Directors, all College policies, and all other applicable municipal, provincial and federal laws, and;
 - b) Managing the affairs of the Association through responsible governance and delegation;
 - c) Representing the student body in all matters affecting their common interest;
 - d) Accepting any revisions to the Bylaws as recommended by the Governance Committee and to be presented to the Annual General Meeting and/or Special General Meeting for ratification;
 - e) Approving any revision or additions to the Bylaws and policies;
 - f) Safeguarding the finances of the Association at all levels;
 - g) Approving the audited financial statements;
 - h) Approving the mission, vision, values and strategic direction of the Association;
 - i) Understanding their own role, setting targets for the organization, identifying risks, delegating work appropriately, assessing performance, practicing discipline in their roles, and reporting back to the membership.

2. The Office of the Board of Directors: The Office of the Board of Directors shall serve as an advisory and administrative entity to facilitate the activities of the Board, ensuring effective governance and organizational compliance.

i). The Office of the Board of Directors shall be composed of the following members:

- a) All voting members of the Board of Directors;
- b) The Chair of the Board;
- c) The President of the Association;
- d) The Chief Governance Relations Officer (CGRO);
- e) The Board's Executive Assistant.

3. **Strategic Plan:** The Board of Directors must develop and implement a five (5)-year strategic plan. The strategic plan will define the Board and organization's vision, long-term goals, and overall direction of the organization.

- a) Minor changes to the strategic plan can be implemented if approved by majority vote at a meeting of the Board (Governance and Full Board Meeting) as outlined in section 2.0 of the Policy Review Policy;
- b) No Board shall discontinue the use of the strategic plan unless by majority vote at a Board meeting, when the plan is due to expire;
- c) The Strategic Plan will be renewed every five (5) years. Only at the end of this five-year period, can a Board vote to discontinue the use of the strategic plan or make substantial changes to be implemented. In the 5th year of the strategic plan, the Board, under the direction of staff, will begin the renewal process, creating a new strategic plan, if necessary.

4. **Board Action Plan:** The strategic plan will be used to develop an annual Board action plan. This action plan will outline specific steps to be taken to achieve short-term goals.

- a) The annual action plan must be developed in alignment within the framework of the five (5)-year strategic plan, the annual action plan must be approved before the last business day in July;
- b) Minor and substantial changes to the action plan can be implemented if approved by majority vote at a meeting of the Board (Governance and Full Board Meeting) as outlined in section 2.0 of the Policy Review Policy;
- c) The President and Executive Director/CEO's evaluations will include a portion pertaining to the annual action plan.

Article VIII

Meetings of the Members

1. **Annual General Meeting (AGM):** The Annual General Meeting of members shall be held each year during the winter semester, between March 1st and April 30th, and on such day as the Board of Directors may from time to time determine, for the purposes of:

- a) Hearing and receiving the reports and statements required by the Act to be read at, and placed before the annual meeting;

Commented [AA17]: BIRT: The CCSAI bylaws be amended to add Article VII.3 which states "The Board of Directors must develop and implement a five (5)-year strategic plan. The strategic plan will define the Board and organization's vision, long-term goals, and overall direction of the organization.

- a. Minor changes to the strategic plan can be implemented if approved by majority vote at a meeting of the Board (Governance and Full Board Meeting) as outlined in section 2.0 of the Policy Review Policy;
- b. No Board shall discontinue the use of the strategic plan unless by majority vote at a Board meeting, when the plan is due to expire;
- c. The Strategic Plan will be renewed every five (5) years. Only at the end of this five-year period, can a Board vote to discontinue the use of the strategic plan or make substantial changes to be implemented. In the 5th year of the strategic plan, the Board, under the direction of staff, will begin the renewal process, creating a new strategic plan, if necessary.

Commented [AA18]: BIRT: The CCSAI bylaws be amended to add Article VII.4 which states "The strategic plan will be used to develop an annual Board action plan. This action plan will outline specific steps to be taken to achieve short-term goals.

- a. The annual action plan must be developed in alignment within the framework of the five (5)-year strategic plan, the annual action plan must be approved before the last business day in July;
- b. Minor and substantial changes to the action plan can be implemented if approved by majority vote at a meeting of the Board (Governance and Full Board Meeting) as outlined in section 2.0 of the Policy Review Policy;
- c. The President and Executive Director/CEO's evaluations will include a portion pertaining to the annual action plan.

- b) Receiving CCSAI election results;
 - c) Approving the annual budget for the upcoming fiscal year;
 - d) Approving auditors;
 - e) Approving any Board approved amendments to the Bylaws; and
 - f) For the transaction of such other business as may properly be brought to the meeting.
2. **Special General Meeting (SGM):** The Board may, by majority vote at a Board meeting, call a Special General Meeting of the members at any time deemed necessary. The Board shall, at the request of the President and/or Executive Director/CEO call special general meetings of the Members for the purposes of:
- a) Hearing and receiving reports and statements;
 - b) Approving any Board approved amendments to the Bylaws; and
 - c) For the transaction of such other business as may properly be brought to the meeting.
3. **Notice:** Not less than ten (10) days business notice of meetings shall be given to each member of any annual or Special General Meeting of members. Meetings shall be posted through association media.
4. **Proxy:** A board member may, via means of a written proxy, appoint another voting member of the Association to attend and act at a general meeting of members, in the manner and to the extent authorized by the proxy. No member of the Board shall exercise more than ten proxies at a meeting of the members.
5. **Quorum:** Seventy-five members of the Association, including members present by proxy, shall constitute quorum at a general meeting of the members.
6. **Voting:** A simple majority of the votes cast by the members present, in person, or by proxy, shall determine all motions in meetings.
7. **Chairperson:** The Chair of any general meeting shall be the Chair of the meetings of the Board.

Article IX

Committees

1. **Ad Hoc Committees/Working Groups:** The Board of Directors may from time to time appoint/revise committees, as it deems necessary or for such purposes and with such powers that the Board sees fit. Any such committee may formulate its own, subject to such regulations or directions as the Board may from time to time make. The Board may remove any committee member at any such time by resolution of the Board.
2. **Standing Committees:** The Board of Directors shall establish Standing Committees to assist in fulfilling the Association's mission and objectives. These committees shall function as advisory bodies to the Board and shall report regularly on their activities.

Commented [AA19]: BIRT: the CCSAI bylaw be amended to add article VIII.4.b&c

b. Proxy Allowance for Indigenous Student Representatives and PAC Representative:

For the purposes of quorum and voting at Meetings of the Members (AGM, SGM), the Indigenous Student Representatives and the Performing Arts Centre (PAC) Representative shall be permitted to carry proxies on behalf of up to ten (10) members in good standing of the Corporation (CCSAI members-at-large). However, these representatives may only exercise voting rights using proxies if the number of active voting Board members falls below six (6). In such cases, their votes shall be cast exclusively in accordance with the proxy instructions received.

c. Definition of Active Board Member

"For the purposes of quorum and voting at Meetings of the Members (AGM, SGM), an active board member is defined as a duly elected or appointed director of the Corporation who is:

- 1) *Not on an approved leave of absence as recognized by the Board of Directors; and*
 - 2) *Currently in office and not serving a suspension or subject to removal proceedings;*
 - 3) *Present at the meeting, either in person, virtually or by proxy, unless otherwise permitted by the bylaws.*
- Board positions that are vacant due to resignation, removal, or unfilled elections shall not be counted toward the total number of board members for quorum purposes."*

Commented [AA20]: BIRT: the CCSAI bylaws be amended to add Article IX.2, which allows for the creation of standing committees. The amendment reads "The Board of Directors shall establish Standing Committees to assist in fulfilling the Association's mission and objectives.

a). These committees shall function as advisory bodies to the Board and shall report regularly on their activities. Each standing committee shall operate under terms of reference approved by the Board of Directors, which shall outline the committee's purpose, responsibilities, and decision-making authority".

- a) Each standing committee shall operate under terms of reference approved by the Board of Directors, which shall outline the committee's purpose, responsibilities, and decision-making authority.

Article X

Clubs

1. **Club Status:** The Association shall have sole authority to sanction, deny or extend club status to student groups operating at any or all the College's campuses.
2. **Financial Support:** Upon receiving club status, a club shall be eligible to apply for financial support from the Association under the terms and conditions set out in the Club Policy as amended from time to time.

Article XI

President

1. **President:** Reporting to the Board of Directors, the President is responsible for advising, guiding and enabling the Board of Directors and for performing other duties as described in the President's job description, Bylaws, and Policies and Procedures of the CCSAI. Manage the performance of the Executive Director/CEO.

Article XII

Executive Director/CEO

1. **Executive Director/CEO:** The Board of Directors will hire from time to time an Executive Director/CEO for the Association and will delegate to the person full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members) and to employ and discharge agents and employees of the Association or to delegate to that person any authority. The Executive Director/CEO shall conform to all lawful orders given by the Board of Directors of the Corporation as set forth in such policies as shall be determined from time to time by the Board of Directors and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.
2. The Executive Director/CEO is accountable to the Board acting as a Board and not to individuals on the Board. The Board shall instruct the Executive Director/CEO through written policies, delegating to them interpretation and implementation of those policies.

Article XIII

Finance of the Association

1. **Fiscal Year:** The fiscal year of the Association shall be from April 1 to March 31.
2. **Budgets:** The Executive Director/CEO, in conjunction with the President, shall prepare and present a budget for the upcoming term of office prior to the General Meeting and shall submit it at such meeting of the Board of Directors and at the Annual General Meeting of members, and it shall be ratified, as amended, if necessary, at each meeting.

3. **Signing Officers:** The Board reserves the signing authority for the Association and may delegate this authority as set forth in such policies as shall be determined from time to time by the Board of Directors.
4. **Audits:** The Board of Directors shall ensure that an audit is completed for each fiscal year. The members shall at a general meeting appoint an auditor to audit the accounts of the corporation to report to the members. The Executive Director/CEO shall regularly present financial statements at Board meetings.

Article XIII

Elections

1. **Elections:** The members of the association shall annually elect the position of President, five (5) Vice Presidents from among the members of the association. Yearly elections shall be held no later than April 1 and shall be conducted in accordance with Board policies and procedures.
2. **Qualifications:** All candidates for elected positions must meet the qualifications as set forth and outlined in Article V of this Bylaw in addition to the election guidelines set forth from time to time by the Board of Directors.
3. **Conduct of Elections:** The Elections Coordinator shall be responsible for the conduct of all elections in accordance with this Bylaw and the Elections Policy and Procedure. The Association shall hire an Elections Coordinator. The Elections Coordinator will be charged with monitoring the election process and reporting to the Board.
4. **Referenda:** The members of the Association may resolve issues by means of referenda following the terms and conditions as outlined in the Guidelines for Student Referenda.

Article XV

Amendatory Procedures

1. **Amendatory Procedures:** These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board Directors and a subsequent majority vote made by the members present in person or by proxy at a General Meeting of the members of the Association, provided that the full text of such amendment is posted at all campuses of the College subsequent to approval by the Board of Directors but at least ten (10) business days prior to the vote of the members of the Association.
2. **Legal Advice:** All amendments to these Bylaws shall be referred to the Corporation's legal advisor prior to membership approval.
3. **Policies:** The Board may prescribe supplementary policies, not inconsistent with these Bylaws, relating to the governance of the Association, as they deem expedient which shall be binding upon the Association. Policies of the Association may be established or amended by a two-thirds majority vote at any meeting of the Board. Policies that govern the Board's operation must be presented at a General Meeting of members.

Article XVI

Protection and Indemnity of Directors

1. **Indemnity of Directors and Officers:** Subject to the provisions of the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of such Corporation or body corporate if:
 - a) He or she acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - b) In the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful.
2. **Insurance:** Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board of Directors may from time to time determine.