



SAIT Students' Association

Bylaws

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Definitions

Academic Year	The period of time in which SAIT Polytechnic operates as outlined by the SAIT Polytechnic Academic Calendar, typically starting in August and ending the following August.
Accounting Technician	The person hired by SAITSA to perform various Accounting Department tasks, as directed by the Executive Director.
Ad Hoc Committee	A special committee established by the Board of Directors for a particular purpose and dissolved when that purpose has been achieved, as outlined in the committee's Terms of Reference.
Annual Report	A report chronicling the activities of SAITSA from the previous year made publically available.
Assistant Bookkeeper	The person hired by SAITSA whose main responsibility is assisting the Bookkeeper.
Associate Member	An individual, who by purchasing admission to a SAITSA hosted event, can claim membership for the day of the event only and is not entitled to any SAITSA benefits during that period.
Audited Financial Statements	An annual review of the financial statements of SAITSA performed by a third-party accounting firm and made publically available to the SAITSA membership.
Board of Directors	A body of elected or appointed members who jointly oversee SAITSA. The Board has the ultimate decision making authority and is empowered to set policy, objectives and overall direction; adopt and/or amend bylaws and policies; and monitor and evaluate the performance of the executive.
Board of Directors Chair	The highest officer of the Board of Directors. The person is elected by the voting members of the Board.
Board of Directors Vice-Chair	Elected officer immediately subordinate to the Chair and serving as such in the latter's absence.
Board of Governors Representative	A SAIT Polytechnic student appointed by the SAITSA Board of Directors to represent students on the SAIT Polytechnic Board of Governors.
Bookkeeper	The person hired by SAITSA whose main responsibilities are implementing and maintaining SAITSA's accounting system.

Chief Returning Officer or CRO	The person designated by the Executive Council to oversee election and referendum procedures.
Clubs	A group of students with similar interests staying connected with one another. There are two kinds of clubs on SAIT Polytechnic campus; academic and non-academic (social); both equally important in encouraging a sense of community on campus.
Club Coordinator	The person hired by SAITSA to manage SAITSA clubs and to facilitate club activities.
Code of Conduct and Ethics Statement	A binding set of guidelines that determine the standards of acceptable behaviour for all SAITSA representatives to follow while conducting SAITSA affairs.
Conflict of Interest	<p>Any situation where there is a potential divergence between a Member's personal interest and his/her obligations to the organization, such that an independent observer would reasonably question whether the Member's behaviour or decisions are in any way motivated by considerations of personal interest (financial or otherwise). A conflict of interest may be real, perceived or potential.</p> <p><i>Real Conflict:</i> three pre-requisites must be established before a Member can be said to be in a real conflict of interest: there must be a private interest; the conflict must be known to the Member; and a connection between the private interest and his/her organizational duties whereby the Member can exert influence in the outcomes related to the private interest.</p> <p><i>Perceived Conflict:</i> when individuals could reasonably suspect a conflict.</p> <p><i>Potential Conflict:</i> a situation that could develop into a perceived or real conflict of interest. The potential for conflict exists as soon as a Member can reasonably foresee that a private interest may be sufficient to influence a public duty or responsibility.</p>
Creative Director	The person hired by SAITSA to oversee the Marketing and Communications and Publications departments, and to develop, coordinate and administer SAITSA's marketing, advertising, and promotion related programs.
Deputy Returning Officer or DRO	The person designated by the Executive Council to assist the Chief Returning Officer.

Director of Business and Membership Services	The person hired by SAITSA to direct and manage the relationship between SAITSA's revenue producing operations and its membership services.
Events & Programming Manager	The person hired by SAITSA whose main responsibilities are to organize and coordinate the effective delivery of SAITSA-sanctioned events.
Executive Council	The Executive Council of SAITSA will act as the administrative body of SAITSA. Reports to Board of Directors and is accountable for the day to day operations of the organization.
Executive Director	The person hired by SAITSA whose main responsibilities are to oversee the day-to-day operations of SAITSA and to act as a liaison between staff and the Executive Council.
Ex-Officio	A non-voting member of the Board or a Board Committee.
Fall Semester	The period of time defined by the SAIT Polytechnic Academic Calendar, typically starting in August and ending after final exams in December.
Good Standing	A Member that has complied with all of his/her explicit obligations, and has not been placed on academic or non-academic probation, has not academically withdrawn, as defined by SAIT Polytechnic.
Governance and Advocacy Manager	The person hired by SAITSA to oversee and assist in the development of SAITSA Bylaws, policies and procedures, lobby initiatives and to also facilitate and organize the training and development of the BOD.
Honorary Member	Individuals who have not been charged SAITSA fees for the current term, but who are determined by the Board to be deserving. Honorary Members are not entitled to full SAITSA benefits.
In-Camera	A meeting or a portion of a meeting where one or more of the people in attendance are excused. These sessions can also be held to have closed or private deliberation where there is a need for confidentiality.
Manager of Administrative Operations	The person hired by SAITSA to perform all administrative and organizational functions for SAITSA.
Manager of Student Experience	The person hired by SAITSA to enhance the student experience by improving and developing services on campus.

Member	A student currently registered at SAIT Polytechnic who has paid their SAITSA fees in full, as described in the "Tuition and Fees" section of the SAIT Polytechnic Academic Calendar.
Neutral Facilitator	A person from outside the SAITSA and SAIT communities that facilitates the regular and special meetings of the Board of Directors.
Operational Plan	A detailed administrative framework demonstrating how each SAITSA department will achieve the goals outlined in the Strategic Plan. Plan is written, monitored and evaluated by the Executive Director.
Post-Secondary Learning Act	The primary legislation that governs Alberta's publically funded post-secondary institutions.
Quorum	The minimum number of members required at a meeting of the Board of Directors or its committees to conduct or ratify any substantive business.
Reading Week	The period of time defined by the SAIT Polytechnic's Academic Calendar where no classes are scheduled, unless otherwise stated, typically occurring in February.
Resource Person	A person who, by virtue of their position or appointment, acts as an informational resource for the Board of Directors or its committees. This is a non-voting position.
Robert's Rules of Order	The rules by which meetings of SAITSA will be conducted. Specifically, the organization utilizes the <i>Robert's Rules of Order, 1990 edition (9th Edition)</i> , edited by Henry M. Robert III, William J. Evans, and James W. Cleary and published by Harper Perennial, Division of Harper Collins Publishers.
SAITSA	Southern Alberta Institute of Technology Students' Association.
SAITSA Advisor	A person appointed by the President to provide leadership and guidance to the Executive Council and the Executive Director.
SAITSA Officers	A collective term for the Board of Directors, Executive Council, Board of Governors Representative.
Special Meeting	A meeting of the Board of Directors outside of the regularly scheduled meetings, often to address urgent issues or concerns.

Special Resolution	A resolution passed at a meeting of the Board of Directors for which the members have been given 5 days' notice, and where the meeting is called to specifically address a limited number of topics. The members present may waive the notice requirement only by unanimous vote. The resolution must pass with a minimum of three quarters of those members voting in person.
Spring/Summer Semester	The period of time defined by the SAIT Polytechnic Academic Calendar, typically starting in May and ending in August.
Standing Committee	A permanent committee that has a continuous function within the Board of Directors, typically responsible for a specific topic or area.
Strategic Plan	A document that outlines the organization's goals and the actions needed to achieve those goals.
Student at Large	A fee-paying member of SAITSA who is appointed to a committee or board.
Winter Semester	The period of time defined by the SAIT Polytechnic Academic Calendar, typically starting in January and ending after final exams in April.

1. Name

- 1.1. In accordance with Section 93 of the Post-secondary Learning Act of Alberta, the Students' Association of SAIT Polytechnic exists and is to be referred to as the Southern Alberta Institute of Technology Students' Association (SAITSA).

2. Purpose

2.1. The purpose of SAITSA shall be to:

- a. Create a community where students are inspired to learn, lead and be exceptional.
- b. Cultivate connections between students and stakeholders by maintaining and facilitating long-term relationships with key individuals and organizations.
- c. Foster a social enterprise culture.
- d. Ensure sufficient and appropriately allocated space for students on SAIT Campus.
- e. Develop and maintain student representation on decision-making boards and committees of SAIT, and advocate for students at the institutional, municipal, provincial and federal levels of government.
- f. Develop, implement, improve and manage student services that enhance student life at SAIT.
- g. Administer any properties, business interests, assets or other monies, whether obtained through the collection of membership fees or otherwise generated by SAITSA, in a proper and business-like manner for the benefit and betterment of the members of the students' association.

3. Authority

- 3.1. These bylaws shall be the primary governing document of SAITSA.
- 3.2. These bylaws shall set forth the foundation for the structure, operation and maintenance of the organization.
- 3.3. These bylaws supersede all policies, procedures and special resolutions duly passed by the organization.

4. Amendments to Bylaws

- 4.1. Any voting member of the BOD may propose changes to these bylaws by providing the President, BOD Chair and Governance and Advocacy Manager written notice setting out in full the proposed repeal, amendment or addition. The member must provide notice of at least five (5) business days before the meeting at which the amendment is to be discussed.
- 4.2. The Board cannot make changes or amendments to these bylaws between May and September.
- 4.3. Notice of the amendment is to be publically posted via the SAITSA website, giving all SAITSA members information about any proposed amendment and the time and date of the meeting where it will be discussed.
- 4.4. The bylaws may be repealed or amended by a special resolution of the Board.
- 4.5. The bylaws must have three (3) consecutive readings with no more than two (2) readings occurring at any one (1) meeting.
- 4.6. The special resolution to amend the bylaws shall be effective immediately upon the third reading of the Board, and shall be incorporated into the master copy of the SAITSA Bylaws within five (5) business days.
- 4.7. All bylaw amendments must be submitted to the provincial corporate registry in the term in which they are made.
- 4.8. If SAITSA holds a referendum in accordance with these bylaws, the BOD shall pass a special resolution reflecting the results of the referendum.
- 4.9. The amendment must include the wording pursuant to the referendum of SAITSA members.
- 4.10. Any amendment to the bylaws that is the result of a referendum may only be altered or removed by another referendum.
- 4.11. All amendments shall be listed and dated in the Revision History appendix, which shall be signed by the SAITSA President and BOD Chair, and kept with the master copy of the Bylaws in the SAITSA Main Office.

5. Membership

- 5.1. An individual that has complied with all of his/her explicit obligations, and has not been placed on academic/non-academic probation, and has not academically withdrawn, as defined by SAIT Polytechnic.
- 5.2. Members of SAITSA have the following rights:
 - 5.2.1. The right to vote in SAITSA elections and referenda.
 - 5.2.2. The right to participate in the activities of SAITSA.
 - 5.2.3. The right to serve as members of regular or special SAITSA committees of the Board of Directors, as well as SAIT Polytechnic committees or boards, as appointed.
 - 5.2.4. The right to make use of SAITSA's facilities within the limits set out by the organization's policies and procedures.
 - 5.2.5. The right to become a member of the Board of Directors or Executive Council by being properly elected or appointed.
 - 5.2.6. The right to appear before and speak to the Board of Directors on any matter within the authority of the Board.
 - 5.2.7. The right to attend meetings of the Board as a non-voting guest.
 - 5.2.8. The right to participate in the SAITSA Health and Dental plan.
 - 5.2.9. The right to exercise any other right pursuant to these bylaws.
- 5.3. Members of SAITSA have the following responsibilities:
 - 5.3.1. To pay Students' Association fees, pursuant with Bylaw 6: Student Fees.
 - 5.3.2. To obey the bylaws and policies of SAITSA, as well as to fulfill the responsibilities of being a SAIT Polytechnic student, as set forth by SAIT Polytechnic.
- 5.4. Honorary Members of SAITSA have the following rights:
 - 5.4.1. The right to participate in the activities of SAITSA.
 - 5.4.2. The right to use SAITSA facilities within the limits set out by the organization's policies and procedures.
 - 5.4.3. The right to exercise any other right pursuant to these bylaws.
- 5.5. Members of SAITSA may resign their membership by giving written notice of their intention to do so and delivering that notice to the SAITSA Main Office (V204). All student fees are mandatory and will not be reimbursed in the event of a resignation.

- 5.6. A member of SAITSA is subject to expulsion if his or her conduct is determined by the Board of Directors to be improper, unbecoming or likely to undermine the interests or reputation of SAITSA.
- 5.6.1. The Board of Directors may expel any member of SAITSA by means of a three-quarter majority vote of the total voting members of the Board. The Code of Conduct and Ethics (HR-21) should guide the Board in their deliberations.
- 5.6.2. The member in question will be notified of the complaint and all relevant SAITSA procedures and timelines via written notice by the Board Chair no less than five (5) business days before the next regularly scheduled meeting of the Board of Directors.
- 5.6.3. The member in question will be given the opportunity to address the Board of Directors at the next regularly scheduled meeting before the Board discusses the issue and calls the question.
- 5.6.4. Should the member be removed, all student fees will be forfeited to SAITSA.

6. Student Fees

- 6.1. SAITSA Membership Fees may increase by a maximum of five (5) per cent per year, at the discretion of the Finance Committee during the budgeting process, and pursuant to SAITSA's Financial Strategy.
- 6.2. Any increase of the SAITSA fee schedule above five (5) per cent as outlined in *Bylaw 6: Student Fees* must be confirmed by a Referendum of the full SAITSA membership, pursuant to *Bylaw 13: Referenda*.
- 6.3. In addition to SAITSA Membership Fees, and additional fee per student per year will be collected and allocated to the Restricted Students' Association Building Fund pursuant to guidance from the Finance Committee.
- 6.4. Any increase to the Restricted Students' Association Building Fund must be passed by the membership of SAITSA in the form of a referendum, pursuant to *Bylaw 13: Referenda*.
- 6.5. Any expenditure from the Restricted Students' Association Building Fund must be approved by referendum, pursuant to *Bylaw 13: Referenda*.
- 6.6. The creation of any new student fees must be passed by the membership of SAITSA in the form of a referendum, pursuant to *Bylaw 13: Referenda*.
- 6.7. Any increase to new student fees must be passed by the membership of SAITSA in the form of a referendum, pursuant to *Bylaw 13: Referenda*.

7. Board of Directors

- 7.1. In accordance with Section 95 of the *Post-secondary Learning Act* of Alberta, the business and affairs of SAITSA shall be governed by the SAITSA Board of Directors, the members of which shall be elected by and from the Members of SAITSA, pursuant to *Bylaw 11: Elections*.
- 7.2. The Board shall be the governing body of the organization and shall be responsible for the review of the Bylaws, financial oversight, and general governance outside the purview of the Executive Council.
- 7.3. The Board shall provide realistic strategic vision and goals for SAITSA on behalf of its members.
- 7.4. Composition
 - 7.4.1. Voting members include:
 - a. Fifteen (15) directors. The Board will select a Chair and Vice-Chair from these directors.
 - b. President
 - c. Vice President External
 - d. Vice President Academic
 - e. Vice President Student Life
 - 7.4.2. Non-voting members include:
 - a. Neutral Facilitator
 - b. Board of Governors Representative
 - 7.4.3. Resource staff include:
 - a. Manager of Administrative Operations (as recording secretary)
 - b. Governance and Advocacy Manager
 - c. Executive Director
- 7.5. Ratification
 - 7.5.1. Board Director and/or Executive Council members shall be considered ratified when the Executive Report from the Political Committee is read and adopted by the outgoing Board.
 - 7.5.2. A returning member of the outgoing board cannot ratify themselves, but is eligible to ratify their peers.

- 7.5.3. Quorum for the outgoing board to ratify the new Board will include all Executive Council members plus a minimum of two additional board members.
 - 7.5.4. The ratification vote can take place via email, telephone or at an in-person meeting.
 - 7.5.5. If a nominee does not receive ratified support from the Board, the candidate with the next highest number of votes will be presented to the Board for consideration. In the event that there are no other candidates then the Board must act in accordance with *Bylaw 15.1, Appointments*.
- 7.6. Neutral Facilitator
- 7.6.1. The Neutral Facilitator shall be responsible for chairing the Board's meetings and ensuring the members are following Robert's Rules of Order and governing documents of the organization.
 - 7.6.2. The Neutral Facilitator's term shall be for one year, to be reviewed annually by the Governance Committee; a Neutral Facilitator cannot serve for more than three (3) consecutive terms without the position being publicly posted in accordance with *Bylaw 15.2, Appointments*.
 - 7.6.3. The Neutral Facilitator may be removed by a three-quarter majority vote of all eligible voting members of the Board, in accordance with *Bylaw 9: Removal of Office*.
 - 7.6.4. In the event that there is no Neutral Facilitator, the Board Chair shall chair the meeting.
- 7.7. Board Leadership
- 7.7.1. The Board Chair and Board Vice-Chair shall be appointed from within the BOD by the eligible voting members.
 - 7.7.2. The Board of Governors Representative will be appointed by the outgoing Board, pursuant to *Bylaw 15: Appointments*.
- 7.8. Eligibility
- 7.8.1. All members of SAITSA are eligible to become members of the Board, pursuant to *Bylaw 5.2.5*.
 - 7.8.2. All voting members of the Board are required to be Members of SAITSA in good standing with SAIT Polytechnic.
 - 7.8.3. Once per semester, the Governance and Advocacy Manager will check the status of each Board voting member with SAIT Polytechnic to ensure all voting members are in good standing.
 - 7.8.4. No person shall simultaneously hold more than one (1) position on the Board.

7.9. Term of Office

7.9.1. The term of office for elected directors shall begin following ratification from outgoing Board members and shall terminate following ratification of the incoming board the following year. This excludes members of the Executive Council, whose term on the Board shall begin on May 16th and end on May 15th of the following year.

7.10. Meetings

7.10.1. The Board shall hold regularly scheduled monthly meetings.

7.10.2. Regularly scheduled Board meetings will occur on Mondays at 6:00pm. Should a regularly scheduled meeting fall on a holiday, the Board will have the option to reschedule it to a different date or cancel that meeting.

7.10.3. Quorum for the Board will be reduced to six voting members from May to September.

7.10.4. Regularly scheduled Board meetings will be open to the public and reasonable efforts will be made to accommodate all who may wish to attend. Any non-Board member wishing to attend a meeting must RSVP no less than one (1) business day in advance by emailing saitsa.info@edu.sait.ca.

7.10.5. The President shall chair the first Board meeting and each meeting thereafter should there be no Neutral Facilitator, or ratified Board Chair or Vice-Chair.

7.11. Compensation

7.11.1. Board members and the Neutral Facilitator shall be paid an honorarium, pursuant to SAITSA policy *Fin – 16: Board of Directors Honoraria*.

7.12. Resignation of Position

7.12.1. Members of the Board must resign their position within five (5) business days if:

- a. The member is no longer a student in good standing at SAIT Polytechnic.
- b. A motion of non-confidence is moved against the member in question and is carried by a three-quarter majority vote of the BOD, pursuant to Bylaw 9: Removal of Office.

7.12.2. Any member resigning in accordance with *Bylaw 8.7.2* may appeal to the Board for reinstatement at the next regularly scheduled meeting of the Board, pursuant to *Bylaw 9: Removal of Office*.

8. Executive Council

8.1. Purpose

- 8.1.1. The Executive Council shall implement the strategic vision and goals set out by the Board.
- 8.1.2. The Executive Council shall be the executive authority of SAITSA and shall be responsible for the day-to-day affairs of the organization, and the administration of the operating and capital budgets. The affairs, business and finances of SAITSA shall be controlled and conducted by the Executive Council, to the extent that they are not otherwise provided for in the Bylaws.
- 8.1.3. The Executive Council shall act as a liaison between the students and administration of SAIT Polytechnic, the SAIT Polytechnic Board of Governors and other educational institutions.

8.2. Composition

- 8.2.1. The Executive Council consists of the following:

- a. President

The President acts as the leader and public representative of the SAIT Students' Association. They are the main point-of-contact for SAITSA to external parties such as the media and SAIT Polytechnic. They help steer the overall direction of SAITSA and its strategic planning in conjunction with the Executive Director, and provide leadership to the Executive Council, Board of Directors and staff of SAITSA. The President is an ambitious leader who represents the needs of SAIT Polytechnic students, and plays a strong role in almost everything that SAITSA does.

- b. Vice President External

The Vice President External is responsible for developing and maintaining external relations on behalf of SAITSA. They are a voice for the students of SAIT Polytechnic within the municipal, provincial and federal governments. They are responsible for maintaining awareness of external issues that face SAIT students, and for developing and implementing SAITSA's external advocacy initiatives. The VP External is a great communicator, who can build and strengthen relationships with external organizations to benefit the student body.

- c. Vice President Academic

The Vice President Academic is responsible for all areas of student concerns and the general well-being of SAITSA members. They facilitate the

resolution of student concerns and grievances and work with SAIT Polytechnic to ensure that the experiences of SAIT students are fair and just. They liaise with SAIT Polytechnic on all academic issues, providing a student perspective to the institution and advocating for the academic needs of students. They act as an adviser and a resource to all students regarding academic and non-academic matters. The VP Academic is effective at conflict resolution, is knowledgeable about the SAIT community, and cares about the success and well-being of every SAIT student.

d. Vice President Student Life

The Vice President Student Life is responsible for improving life on campus for students. Alongside the Student Experience and Events departments, they develop and implement programs and events that promote student wellness. They are responsible for assisting with volunteer initiatives, maintaining relationships with internal SAIT groups, and actively supporting SAIT students to make their experience at SAIT fun and successful. The VP Student Life is passionate about creating an enjoyable schooling experience for SAIT students, and is active in the lives of students on campus.

8.3. During regular Executive Council meetings, the following staff will act as ex-officio members:

- a. Executive Director
- b. Manager of Administrative Operations (as recording secretary)

8.4. Eligibility

- 8.4.1. All Members of SAITSA are eligible to become members of the Executive Council, pursuant to *Bylaw 5*.
- 8.4.2. All members of the Executive Council must be in good standing with SAIT Polytechnic.
- 8.4.3. Executive Council members are required to take one (1) SAITSA fee-paying course per semester during the fall and winter semesters. Any Executive Council member wishing to enroll in more than one course must receive approval from the Board, in consultation with the Executive Director.
- 8.4.4. Once per semester, the Governance and Advocacy Manager will check the status of each Executive Council member with SAIT Polytechnic to ensure all members are in good standing.
- 8.4.5. No person shall simultaneously hold more than one (1) position on the Executive Council.

8.5. Term of Office

- 8.5.1. The Executive Council shall be elected by members of SAITSA for a term of one (1) year, starting May 16th and ending May 15th of the following year.
- 8.5.2. The incoming Executive Council-elect will be required to attend a fifteen (15) day transition period, from May 1st to May 15th.
- 8.5.3. No Executive Council member may hold office for more than a combined total of three (3) terms in any or all positions on the Executive Council.
- 8.5.4. In the event an Executive Council member is removed or resigns with more than four (4) months left in the current term, the Board shall call a by-election to fill the vacancy.
- 8.5.5. In the event an Executive Council member is removed or resigns with less than four (4) months left in the current term, the Board may decide to choose one of the following:
 - a. Appoint a Member of SAITSA who is in good standing to assume the position in accordance with Bylaw 15: Appointments
 - b. Call a by-election
 - c. Leave the position vacant
 - d. Assign an ad hoc committee
- 8.5.6. If the Board decides to leave the position of the President vacant, the Vice President External shall assume the key responsibilities of the President, with the other responsibilities to be divided among the remaining Executive members in the best interests of the organization. Should this occur, the Vice President External shall retain his or her title.
- 8.5.7. If the Board decides to leave one of the Vice President positions vacant, the responsibilities of that Vice President shall be divided among the remaining Executive members in the best interests of the organization.

8.6. Compensation

- 8.6.1. Executive Council members shall be paid a salary pursuant to a schedule of salaries determined by the Finance Committee, approved by the Board and reviewed every two (2) years.
- 8.6.2. Executive Council salaries shall automatically receive annual cost of living increases based upon the provincial Consumer Price Index (CPI).
- 8.6.3. Provincial CPI increases to Executive Council salaries will be adjusted May 1st for the incoming Executive Council only.

- 8.6.4. SAITSA will cover the cost of one (1) course per semester in the fall and winter semesters, provided the Executive Council member submits written verification of having successfully completed the course, in accordance with *Policy, HR-11*.
 - 8.6.5. Members of the Executive Council are not eligible for a full-time position with SAITSA for a period of two (2) years from the end of their term as executives.
- 8.7. Resignation of Position
- 8.7.1. Members of the Executive Council must resign their position within five (5) business days if:
 - a. The member is no longer a student in good standing at SAIT Polytechnic.
 - b. A motion of non-confidence is moved against the member in question and is carried by a three-quarter majority vote of the BOD, pursuant to Bylaw 9: Removal of Office.
 - 8.7.2. Any member resigning in accordance with *Bylaw 8.7.1* may appeal to the Board for reinstatement at the next regularly scheduled meeting of the Board, pursuant to *Bylaw 9: Removal of Office*.

9. Removal of Office

- 9.1. Any Board or Executive Council member will be subject to removal from office under this bylaw if:
- a. Their conduct is determined by the Board to be improper, unbecoming or likely to undermine the interests or reputation of the Board or SAITSA.
 - b. There is a breach of these bylaws.
 - c. They fail to perform their duties.
 - d. They breach their fiduciary duties.
 - e. A Board member misses two (2) consecutive regular meetings or four (4) non-consecutive regular meetings throughout their term, including meetings for which there was no quorum.
 - f. The SAITSA Code of Conduct and Ethics Statement is violated.
 - g. A petition is brought forward to the Board Chair or SAITSA President by no less than one (1) per cent of the membership of SAITSA.
- 9.2. The member in question will be notified by the Chair via written notice, a minimum of five (5) business days before the next regular Board meeting at which the motion to terminate the position will be presented.
- 9.3. The member in question will be given an opportunity to address the Board before the Board moves in-camera to discuss the issue and subsequently calls the question.
- 9.4. The decision to remove a member must be passed by a three-quarter majority vote of the Board. The vote will be conducted using a secret ballot, tallied by the Neutral Facilitator, and destroyed immediately following.

10. Committees

- 10.1. The Executive Council and Board may appoint committees, including sub-committees, standing committees, and ad-hoc committees, as the need arises.
- 10.2. All members are expected to sit on a minimum of one committee.
- 10.3. Standing Committees of the Board shall include: finance, governance and campus life. The President and Board Chair will appoint members to committees, which are to be ratified by the Board.
- 10.4. Finance Committee
 - 10.4.1. The purpose of this board is to adopt the audited financial statements, approve the operating budget and approve capital asset requests from \$20,001 to \$60,000, and to complete other duties as outlined in the SAITSA Bylaws and policies and procedures. Any capital asset request over \$60,001 must be approved by the Board as a whole, as per SAITSA policy *Fin – 3: Capital Assets*.
 - 10.4.2. The members of this board shall be:
 - a. President, Chair of the Committee
 - b. Vice-Chair, to be elected from within the committee
 - i. The Vice-Chair will assume the chair responsibilities from May to September to provide a transition and capacity building time for the incoming President. The President will assume chair responsibilities from September to May.
 - c. Manager of Administrative Operations, to act as recording secretary
 - d. Executive Director, to act as a resource person
 - e. A minimum of five (5) Members of SAITSA
 - 10.4.3. The Executive Council may make substantive financial decisions based on the immediate operational needs of SAITSA, with a unanimous vote. An immediate report must be submitted to the Board by the President and discussed at the next regular Board meeting.
- 10.5. Governance Committee
 - 10.5.1. The purpose of the Governance Committee is:
 - a. To review policies and bylaws, and submit recommendations and requests for changes to these documents to the Governance and Advocacy Manager.
 - b. To prepare the documentation required to conduct a multi-source assessment of the members of the Executive Council.

- c. When necessary, to provide the Executive Council and/or Board with recommendations for strategic governance of the organization.
 - d. To provide support to all Board committees regarding terms of references.
 - e. Other governance-related duties and responsibilities as required (e.g. annual Board Calendar (January to January), capacity building plan).
- 10.5.2. The Governance Committee shall consist of the following members:
- a. Governance and Advocacy Manager, Chair of the Committee
 - b. SAITSA President
 - c. Executive Director, Ad Hoc
 - d. Vice-Chair to elected by committee
 - e. No fewer than three (3) and no more than six (6) Members of SAITSA; no more than two (2) Executive Council members, one (1) of which must be the President
- 10.6. Campus Life Committee
- 10.6.1. The purpose of the Campus Life Committee is:
- a. To oversee the spending of funds designated to the Board for improvement of campus life and student welfare, and to inform the Board when it is necessary to strike an ad-hoc committee for the administration of said funds.
 - b. To provide strategic vision for the improvement of student life for SAITSA's membership.
 - c. Other duties and responsibilities as required, or as directed by the Board.
- 10.6.2. The Campus Life Committee shall consist of the following members:
- a. Vice President Student Life, Chair of the Committee
 - b. Vice-Chair to be elected by the committee
 - i. The Vice-Chair will assume the chair responsibilities from May to September to provide a transition and capacity building time for the incoming VP student life. The VP Student Life will assume chair responsibilities from September to May.
 - c. No fewer than three (3) and no more than six (6) Members of SAITSA

11. Elections

11.1. Board of Directors

- 11.1.1. SAITSA will hold elections for the fifteen (15) Board Director positions annually in the Fall semester, according to the following schedule whenever possible:
- a. The nomination period shall open at the discretion of SAITSA's Operational Elections Committee, but must commence no later than the second week of classes.
 - b. The first and second Candidates' Meetings are to be held at minimum one (1) week apart; dates are to be determined by SAITSA's Operational Elections Committee.
 - c. The campaign period shall begin immediately following the first Candidates' Meeting, and run until polls close.
 - d. Voting shall take place over two (2) consecutive days; dates to be determined by SAITSA's Operational Elections Committee. Scheduling of voting days must accommodate SAIT's Add/Drop dates whenever possible.
 - e. Election results shall be announced one (1) hour after polls close.

11.2. Executive Council

- 11.2.1. SAITSA will hold General Elections for the four (4) executive positions annually in the winter semester, according to the following schedule whenever possible:
- a. The nomination period shall open at the discretion of SAITSA's Operational Elections Committee, but must commence no later than March 1st.
 - b. The first and second Candidates' Meetings are to be held at minimum one (1) week apart; dates are to be determined by SAITSA's Operational Elections Committee.
 - c. The campaign period shall begin immediately following the first Candidates' Meeting, and run until polls close.
 - d. Voting shall take place over two (2) consecutive days; dates to be determined by SAITSA's Operational Elections Committee. Scheduling of voting days must accommodate SAIT's Add/Drop dates whenever possible.
 - e. Election results shall be announced one (1) hour after polls close.

- 11.3. SAITSA shall maintain a Political Committee who will be responsible for upholding the Elections Policies and Procedures and the lawfulness of all SAITSA elections and by-elections.
- 11.3.1. Members of this committee shall be:
- a. Chief Returning Officer, who is not a staff of SAITSA
 - b. Deputy Returning Officer, who is not a staff of SAITSA
 - c. Student-at-large, who is not a staff of SAITSA or an existing Board member
 - d. Governance and Advocacy Manager (or designate)
- 11.3.2. A member of the Political Committee must submit a comprehensive Executive Report outlining the actions and results of the election to the Board at their next regular meeting, unless that meeting falls directly in the week after the election. If the Board's regular meeting falls in the week following the election, the Political Committee will be required to submit the Executive Report at the subsequent meeting.
- 11.4. Any candidate for the Executive Council or Board must be a Member of SAITSA in good standing with SAIT.
- 11.5. All candidates shall be required to follow SAITSA's Elections Policies and Procedures and SAITSA Bylaws during the campaigning period.
- 11.6. In the event there is only one (1) nomination per position on the Board or Executive Council, the candidate shall be subject to a ratification vote in the form of a yes/no ballot. The candidate must be elected by a majority of "yes" votes cast.
- 11.7. In the event there is an open position or seat on the Board it may be filled through an application process as outlined in *Bylaw 15: Appointments*. The ratification of applicants must be carried by a three-quarter majority vote in a meeting where at least half of the voting members present are not currently members of the Executive Council. Individuals who were disqualified from the previous election, or who received more "no" than "yes" votes in the previous election, will not be eligible for appointment.

12. Appeals

- 12.1. An election candidate wishing to appeal a Political Committee decision regarding a penalty, fine, disqualification, or decision involving the personal welfare of a candidate may submit an appeal to Board of Directors.
 - 12.1.1. The appeal must be submitted in writing via email to the Board Chair and must include:
 - a. The candidate's name and student ID
 - b. An outline of the decision that is being appealed
 - c. The reason for the appeal, and ruling that is sought
 - 12.1.2. The Board Chair and President will review the request to determine whether an appeal hearing is warranted.
 - 12.1.3. The Board will hold a hearing only in the event that:
 - a. There is factual information or evidence to consider
 - b. The Chair and President believe that there was an error of judgement on behalf of the Political Committee
 - 12.1.4. Should an appeal hearing occur, the candidate will be invited to present his or her case to the Board. The Chief Returning Officer will provide the Board with background of the original Political Committee decision.
 - 12.1.5. All rulings and decisions by the Board will be considered final, and may not be overturned or amended.

13. Referenda

- 13.1. A special meeting of the Board shall be called to address and discuss any proposed referendum questions.
- 13.2. The Board may agree to hold a referendum on any question by passing a special resolution in favour of doing so.
- 13.3. If the Board resolves to hold a referendum, there must be a minimum period of two (2) weeks between the date of the resolution of the Board and the date of the vote. During this time the question is open to discussion and campaigning. SAITSA will be required to run a neutral campaign in regards to the referendum question. Notice of a referendum must be given to the campus media.
- 13.4. Referenda can only be held on campus between the dates of August 30th and April 1st. Wherever possible, referenda will be held in conjunction with SAITSA elections. However, the Political Committee is not required as part of the referenda process.
- 13.5. In the case of the immediate need for a referendum, the referendum shall be held pursuant to the normal election process.
- 13.6. The President of SAITSA, in coordination with the SAIT Board of Governors and SAIT Polytechnic's Senior Executive, must discuss any proposed referendum question that may affect a related SAITSA fee increase.
- 13.7. Referenda shall be binding if at least five (5) per cent of eligible voters, as outlined in *Bylaw 5.2.1*, voted and the vote was carried by a margin of two thirds in favour.

14. Voting Procedures

- 14.1. Every resolution, unless otherwise provided in this bylaw, shall be decided by a majority vote.
- 14.2. The Chair of any standing committee of SAITSA will vote only to break or force a tie, or to cast the deciding vote when a three-quarter, two-thirds or majority vote is required.
- 14.3. Every voting member present must vote for, against or abstain from voting.
- 14.4. At meetings of the Board and the Executive Council, any voting member may request their vote be recorded on any resolution.
- 14.5. Proxy votes are not permitted for the Board or any SAITSA committee.
- 14.6. At meetings of the Board the Board Chair will only vote to break or force a tie, or to cast the deciding vote when a three-quarter, two-thirds or majority vote is required.

15. Appointments

15.1. SAITSA Officers

- 15.1.1. All appointments to vacant positions of the Executive Council, Board, the SAIT Board of Governors Representative and any other representative role shall be governed by the following wherever possible:
- a. All vacant positions must be advertised for no less than two (2) weeks.
 - b. An ad-hoc committee comprised of the Board Chair, the President and no less than one (1) and no more than three (3) members of the Board shall be struck to find suitable candidates to fill the vacant position.
 - c. In the case of the Board of Governors representative, the President shall act as a non-voting, ex-officio member of the committee to be used as a resource, with another Board member to fill the vacant voting position.
 - d. This committee shall narrow the applicants to no more than three (3) per vacant position, with the Board to make the final decision. The applicants to a position will be given the opportunity to speak to the Board prior to the final decision.

15.2. Neutral Facilitator

- 15.2.1. The Neutral Facilitator position must be advertised for no less than two (2) weeks.
- 15.2.2. Three (3) Neutral Facilitator candidates shall be nominated by the outgoing EC to be presented to the outgoing Board for selection. In the event that there are fewer than three applicants for the position, the Executive Council will bring forth the maximum number of candidates possible.
- 15.2.3. The Neutral Facilitator shall be selected according to their knowledge of Robert's Rules of Order, their ability to mentor Board members, and their previous experience working with student governments.

16. Quorum

- 16.1. Quorum at any regular meeting of the Board will be three quarters of voting members. With the exception of meetings held between May and September, whereby Quorum will be six (6) voting members.
- 16.2. Quorum for a special meeting of the Board will be a majority of voting members.
- 16.3. Quorum at any committee meeting will consist of two thirds voting members with a minimum of three (3) members in attendance.
- 16.4. Quorum for meetings of the Executive Council will consist of three (3) voting members.

17. Meetings

- 17.1. All regular and special meetings of the Board and Executive Council and their committees shall be conducted in accordance with Robert's Rules of Order.
- 17.2. Regularly scheduled meetings of the Board must be posted on the SAITSA website.
- 17.3. Special meetings of the Board will be called by the Chair in consultation with the President, or upon written request of one third of Directors.
- 17.4. The Board shall direct the Manager of Administrative Operations to act as recording secretary at all meetings of the Board and Executive and to maintain records and the correspondence of SAITSA.
- 17.5. The Board Chair (or designate) and Vice Chair (or designate) must sign all approved Board meeting minutes.
- 17.6. The Neutral Facilitator may expel any member of the public or Director for improper conduct, in accordance with Robert's Rules of Order.
- 17.7. The Executive Council meetings shall be chaired by the President. The President will have a regular vote and no additional vote in the case of a tie.
- 17.8. Resolutions passed at Executive Council meetings will be by a majority. Tie votes will be deemed to be defeated.
- 17.9. In-Camera Meetings
 - 17.9.1. The Board and its committees and the Executive Council may hold portions of meetings in-camera when the subject matter concerns:
 - a. Security of SAITSA property.
 - b. Personal information concerning an individual, including all employees of SAITSA.
 - c. Proposed or pending acquisition, sale or use as security of real property for or by SAITSA.
 - d. Labour relations or employee negotiations including all matters relating to salaries, conditions of employment and collective bargaining or human resource issues including appointments, transfers, resignations, promotions, demotions, conduct and discipline.
 - e. Any legal matter including litigation or mediation, or when dealing with legal opinions concerning the liability, protection or legal interests of SAITSA.
 - f. Any request for access to information under any privacy legislation.
 - g. Budgets and projections.

- h. Contractual matters that require confidentiality.
 - i. Any other matter determined to require confidentiality.
- 17.9.2. In-camera sessions will require a motion to move in-camera and a motion to move out of in-camera. All main motions will be made out of in-camera sessions
 - 17.9.3. Any member shall be entitled to question the need for an in-camera session prior to moving to an in-camera session.
 - 17.9.4. The motion to move into an in-camera session will require a majority vote.
 - 17.9.5. All persons in attendance during an in-camera portion of a meeting shall be bound by this bylaw to respect the confidentiality of SAITSA proceedings.
 - 17.9.6. No person in attendance shall communicate to a third party in any manner, other than to another member that was also present at the meeting, unless required by law.
 - 17.9.7. No information discussed during an in-camera meeting of the Board or its committees may be released to the public without the consent of the Board by a three-quarter majority vote.
 - 17.9.8. At the beginning of every in-camera portion of a meeting, the Neutral Facilitator shall remind all those present of the requirement for confidentiality before any business is discussed.
 - 17.9.9. Members not willing to abide by this bylaw shall be excused from the in-camera session. No further business will be conducted while this individual remains present.
 - 17.9.10. Any employee of SAITSA that is in attendance during an in-camera portion of a meeting as a resource person shall be bound by the provisions of this bylaw.
 - 17.9.11. Members found to be in breach of this confidentiality shall be subject to disciplinary action by the Board, including legal action if deemed necessary.
 - 17.9.12. Minutes of any in-camera session shall be kept separately and made available only for members who attended the in-camera session in question.

18. Protection of SAITSA Officers

- 18.1. SAITSA shall indemnify the members of the Board and the Executive Council and their heirs and legal representatives against all costs, charges and expenses reasonably incurred by them—including an amount paid to settle an action or satisfy a judgment—in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being a Board or Executive Council member of SAITSA if:
- a. They were acting in their capacity as a member of the Board or the Executive Council and they acted honestly and in good faith with a view to the best interest of SAITSA.
 - b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

19. Conflict of Interest

- 19.1. No person may use a position they hold to further personal or business interests.
- 19.2. No member of the Board may vote on motions relating to a student group or organization in which they have membership. They may act as a resource person or otherwise participate in the discussion of such motions at the discretion of the Board Chair.
- 19.3. No member of the Executive may accept any other paid position with SAITSA during his or her term in office.
- 19.4. In the event that a member of the Board or Executive believes that they have a potential conflict of interest concerning resolutions, the member shall either announce this to the Board publicly, or mention it discreetly to the Board Chair, and shall in any event abstain from voting on the resolution.
- 19.5. If a member is in conflict of interest with a resolution of the Board or Executive and does not voice this, the member will be suspended from further SAITSA involvement, pending a special meeting of the Board to address the matter.

20. Policies and Procedures

- 20.1. SAITSA policies shall be governed by the Board.
- 20.2. SAITSA policy changes must be approved by the Board.
- 20.3. SAITSA procedure changes must be approved by the Executive, except for procedure changes relating to the Board. All procedure changes relating to the Board must be approved by the Board.

21. Records

- 21.1. A master copy of the SAITSA Bylaws and all internal policies and procedures are to be kept in the SAITSA Main Office.
- 21.2. The content of the master copy shall be registered in accordance with the Post-Secondary Learning Act of Alberta.
- 21.3. This copy shall have the signatures of the President and the Board Chair and shall be known as the "master copy". All approved Board minutes will be available online and in print format.
- 21.4. All approved Executive Council minutes and reports will be made available online and in print.
- 21.5. All financial books and corporate records of SAITSA, except those deemed by the Executive to be restricted, are available for inspection upon request to the President by any member of SAITSA. Diligent efforts shall be made to have this information available within a reasonable period of time from the original request.
- 21.6. Restricted information will only be made available to those persons charged with the operation, administration and governance of SAITSA. In the event of any dispute with respect to confidentiality or restriction, the SAITSA President shall resolve the issue and the decision of the President is final and binding. Restricted information includes but is not limited to:
 - a. Personnel files and evaluations
 - b. Volunteer files and evaluations
 - c. Personal communications
 - d. Business operating records
 - e. Research and survey results
 - f. Matters in contemplation of litigation
 - g. Contracts with third parties
 - h. Minutes of any in-camera portion of meetings of any SAITSA body
 - i. Any information governed by any relevant legislation
- 21.7. The SAITSA Executive Director, Bookkeeper, Assistant Bookkeeper and Accounting Technician are responsible for maintaining all information compiled to create SAITSA's financial statements. This is to allow for continuity from year to year.
- 21.8. The Creative Director, in conjunction with the Board and Governance and Advocacy Manager, shall produce an Annual Report made available to the public.

- 21.8.1. The Board shall approve the content of the Annual Report no later than November 1st of the current year.

22. Corporate Seal

- 22.1. The corporate seal of SAITSA may only be used by the President, the Vice President External or anyone instructed by the President or the Vice President External.
- 22.2. The corporate seal is to be stored in a secure location in SAITSA's Main Office.

23. Audit

- 23.1. A recognized accounting firm shall be appointed annually by the Executive Council to audit the financial records of SAITSA. The Board may determine to audit any accounts or records at any other interval.
- 23.2. Audited financial statements shall be made available online and in print to the public on or before November 30th of the current year.
- 23.3. In accordance with Section 97 (1) of the *Post-secondary Learning Act* of Alberta, SAITSA shall provide audited financial statements to the SAIT Polytechnic Board of Governors annually.

24. SAIT Polytechnic Board of Governors

- 24.1. In accordance with the Section 44 of the *Post-secondary Learning Act* of Alberta, the Minister Advanced Education shall appoint two (2) students to sit on the SAIT Polytechnic Board of Governors.
- 24.1.1. One (1) of the Board of Governors Representative shall be the SAITSA President.
- 24.1.2. One (1) of the Board of Governors Representative shall be a Member of SAITSA in good standing and is subject to the following:
- a. This position shall be filled through an application process in accordance with *Bylaw 15: Appointments*.
 - b. This position shall act as a non-voting member of the Board of Directors in accordance with *Bylaw 7.3.2 (b)*.
- 24.2. The President shall write a letter nominating the appointed representatives to the SAIT Polytechnic Board of Governors and deliver it to the Office of the SAIT Polytechnic Board of Governors.