



BYLAWS

Approved: August 20, 2018
As amended:

Contents

1.0 PREAMBLE..... 4

2.0 DEFINITIONS..... 4

3.0 MEMBERSHIP..... 6

4.0 MEETINGS of MEMBERS..... 9

5.0 BOARD OF DIRECTORS..... 12

6.0 EXECUTIVE COUNCIL..... 18

7.0 APPOINTMENTS..... 21

8.0 REMOVAL & RESIGNATION..... 21

9.0 COMMITTEES..... 22

10.0 ELECTIONS..... 24

11.0 EXECUTIVE DIRECTOR..... 27

12.0 SAIT BOARD OF GOVERNORS REPRESENTATIVES..... 28

13.0 MEMBERSHIP IN EXTERNAL ORGANIZATIONS..... 28

14.0 LIABILITY OF DIRECTORS..... 29

15.0 ACCESS TO INFORMATION..... 30

16.0 CORPORATE SEAL..... 31

17.0 FINANCES..... 31

18.0 AMENDMENTS..... 32

19.0 CURING..... 33

20.0 DISSOLUTION OF SAITSA..... 33

1.0 PREAMBLE..... 4

2.0 DEFINITIONS..... 4

3.0 MEMBERSHIP..... 6

4.0 GENERAL MEETINGS..... 9

5.0 BOARD OF DIRECTORS..... 12

6.0 COMMITTEES..... 22

7.0 STUDENT PETITIONS..... 23

8.0 ELECTIONS & REFERENDA..... 24

9.0	EXTERNAL APPOINTMENTS & ADVOCACY	28
10.0	LIABILITY OF DIRECTORS	29
11.0	RECORDS & ACCESS TO INFORMATION	30
12.0	CORPORATE SEAL	31
13.0	FINANCES	31
14.0	BYLAWS	33

1.0 PREAMBLE

- ~~1.1~~ ~~In accordance with~~ Whereas the Southern Alberta Institute of Technology Students' Association ("Saitsa") is incorporated under section 93 of the Alberta Post-Secondary Learning Act of Alberta, SA 2003, c.P-19.5 (the "Act") the Students' Association of SAIT exists. Theand as a non-profit society registered name shall be Southern Alberta Institute of Technology Students' Association ("Saitsa").
- ~~1.21.1~~ The under the Alberta Societies Act, RSA 2000, c.S-14, the following articles set forth the Bylaws of Saitsaare enacted to govern the management and affairs of the organization.

2.0 DEFINITIONS

In these Bylaws:

- 2.1 Academic Year** means the period of time in which SAIT operates as outlined by the SAIT Academic Calendar, typically starting in September and ending the following August.
- ~~2.2~~ ~~Act~~ ~~means the Post-Secondary Learning Act, SA 2003, c.P-19.5.~~
- ~~2.3~~ **Active Student** means a student who is enrolled and participates in a minimum of one (1) SAIT course in the current academic year.
- ~~2.42.2~~ ~~Ad-Hoc Committee~~ ~~means a special committee established by the Board of Directors for a particular purpose and dissolved when that purpose, as outlined in the committee's Terms of Reference, has been achieved~~ Academic Year.
- ~~2.52.3~~ **Annual Budget** means a financial projection of annual expenditures and revenue in which Saitsa operates for the fiscal year, as approved by the Board of Directors.
- ~~2.6~~ ~~Annual Return~~ ~~means a filing of updates to Alberta Corporate Registries on information pertaining to: Saitsa's Directors, mailing address and most recently approved financial statements.~~
- ~~2.72.4~~ **Associate Member** means 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 other Saitsa benefits during that period.
- ~~2.82.5~~ **Board** means the Saitsa Board of Directors ~~of Saitsa.~~
- ~~2.92.6~~ **Board Chair** Advisor means the person who is individual appointed or hired by the Board to oversee meetings act as a parliamentarian and preside over affairs of resource person for the Board.
- ~~2.7~~ ~~Board Vice-Bylaws~~ mean Saitsa's Bylaws as amended, which govern the organization in accordance with the Alberta Societies Act and Alberta Post-Secondary Learning Act.
- ~~2.10~~ **Chair** means the person who is appointed selected by the Board to oversee meetings and preside over affairs of the Board in the absence of meetings, usually the Board Chair.

- ~~2.11~~ ~~Bylaws~~ means the Bylaws of Saitsa as amended.
- ~~2.12~~ ~~By-Election~~ means an election used to fill vacancies on the Board of Directors or Executive Council.
- ~~2.13~~~~2.8~~ ~~Candidate~~ means a person whose nomination is accepted by the Political Committee.~~President.~~
- 2.9 **Chief Returning Officer (CRO)** means the person designated to administer Saitsa elections and referenda processes.
- ~~2.14~~ ~~Corporate Secretary~~ means the Executive Director or designate responsible for enforcing Saitsa's Policies and Procedures pertaining to the custody ~~Elections~~, and ~~who chairs the Political Committee.~~
- ~~2.15~~ ~~Code of Conduct & Ethics~~ means the Saitsa policy that prescribes standards of acceptable behaviour for maintenance of all individuals involved with Saitsa.
- ~~2.16~~~~2.10~~ ~~Committee Chair~~ means the person who presides over meetings organizational books and affairs of the committee~~records.~~
- 2.11 **CPI** means the Alberta consumer price index or rate of inflation, year over year, calculated by Statistics Canada.
- 2.12 **Director** means a person~~Voting Member~~ elected ~~or appointed~~ to the Board ~~and includes~~.
- ~~2.17~~~~2.13~~ ~~Executive Council members~~**Director** means the chief executive officer for the organization, hired by the Board.
- ~~2.18~~ ~~Ex-Officio~~ means a person who, by virtue of their title or office, is entitled to participate in meetings of the Executive Council, the Board or a committee and may be voting or non-voting.
- 2.14 **General Meeting** means an annual or special General Meeting of Voting Members, held in accordance with the Alberta *Societies Act*.
- ~~2.19~~~~2.15~~ ~~Fall Semester~~ means the period of time defined by the SAIT Academic Calendar, typically starting in September and ending in December.
- ~~2.20~~ ~~Good Standing~~ means that an active student has complied with all of their responsibilities in accordance with these Bylaws and has not been placed on academic or non-academic probation.
- ~~2.21~~~~2.16~~ ~~Honorary Member~~ means a person who has been determined by the Board to be deserving of Honorary Membership for outstanding commitment to Saitsa.
- ~~2.22~~~~2.17~~ ~~Voting Member~~ means an active student who has paid their Saitsa fees within the current academic year.
- 2.18 **President** means the Director selected by the Board to serve as Board Chair and chief governance officer for the organization.

- ~~2.232.19~~ **Quorum** means the minimum number of ~~members required at regular~~ Directors or special meetings as defined in the Bylaws. Voting Members to conduct business at a meeting.
- ~~2.242.20~~ **Robert's Rules of Order** means the rules by which meetings of Referendum means a question, on Saitsa will be conducted. Fees or other matter determined by the Board, referred to Voting Members for a direct decision.
- ~~2.252.21~~ **Saitsa Fees** means all fees collected by Saitsa, ~~including but not limited to: membership fees, funds, levies, and health and dental fees~~ and paid by Voting Members.
- ~~2.262.22~~ **Special Resolution** means a resolution passed at a meeting where the members have been given 21 days' notice and the notice describes the reason for the meeting. The members present at the meeting may waive the notice requirement only by unanimous vote. The resolution must pass with a minimum of 3/4 of those members voting in person. **Special Resolution** means a Special Resolution duly approved by Voting Members at a General Meeting as defined the Alberta Societies Act.
- ~~2.272.23~~ **Spring/Summer Semester** means the period of time defined by the SAIT Academic Calendar, typically starting in May and ending in August.
- ~~2.28~~ **Standing Committee** means a permanent committee of the Board that has a continuous function within the Board of Directors, typically responsible for a specific topic or area.
- ~~2.24~~ **Strategic Plan** Student Petition means a formal written request signed by at least ten (10) percent of Voting Members requesting the Board to make a decision on a particular matter pertaining to the organization's affairs, in accordance with the Alberta Post-Secondary Learning Act.
- ~~2.29~~ **Vice President** means the document that outlines Saitsa's future focus strategy.
- ~~2.302.25~~ **Terms of Reference** means a document approved Director selected by the Board to serve as Board specifying the purpose, functions Vice-Chair and meeting process for a committee deputy chief governance officer for the organization.
- ~~2.312.26~~ **Winter Semester** means the period of time defined by the SAIT Academic Calendar, typically starting in January and ending in April.

3.0 MEMBERSHIP

Voting Members

- 3.1 Voting Members shall be comprised of Active students Students who have paid Saitsa ~~fees~~ are members of Saitsa Fees.

~~Rights and Privileges of Members~~

- 3.2 Voting Members of Saitsa ~~have the right to~~ may:

- a) Attend, speak and vote at all ~~meetings of meetings of members~~General Meetings;
- b) Vote in any Saitsa election or referendumReferendum;
- c) Run in an Stand as a candidate for election for a Director or Executive Council position to the Board of Directors, if eligible;
- d) ~~Access Saitsa services, and programs and facilities provided or operated, in accordance with regulations determined by Saitsa;~~
- e)d) Participate in the Saitsa Health and Dental Plan if H&D fees paid organization;
- e) Inspect the books and records of the organization, subject to applicable legislation and in accordance with these bylaws;
- f) ~~Attend meetings of the Board as a non-voting guest;~~
- g)f) Approach, except meetings held in-camera; and speak to Members of the Board of Directors on any matter within the authority of the Board;
- h) ~~Serve as a member of the Board's standing or ad-hoc committees;~~
- i) ~~Bring forth a petition that is duly signed by at least 5% of the membership to compel the Board to conduct a vote or referendum and enact any resolution pertaining to the affairs of the Association;~~
- j) ~~Inspect the records and books of Saitsa in accordance with these Bylaws;~~
- k)g) Exercise any other right pursuant to these Bylaws.

~~Responsibilities of Members~~

- ~~3.3~~ — Members of Saitsa have the responsibility to:
- a) ~~Pay Saitsa Fees, pursuant to these Bylaws; and~~
 - b) ~~Comply with the Bylaws and policies of Saitsa.~~

Honorary Members

~~3.43.3~~ AThe Board may award Honorary Membership to any person who has demonstrated outstanding achievement or commitment to Saitsa's Mission and Vision may be awarded Honorary Membership, as determined by the Board organization.

~~3.53.4~~ Honorary members ~~deare~~ not have the rights of Saitsa membersVoting Members.

Associate Members

- ~~3.6~~ — A person who has purchased admission to a Saitsa-hosted event is granted membership for the day of the event only.
- ~~3.7~~ — Associate members do not otherwise have the rights of Saitsa members.

~~Withdrawal of Membership~~

~~3.5~~ Any member who desires to Individuals may purchase an Associate Membership for limited access to Saitsa programs and services that may not otherwise be available to the public. Associate Membership may be available and limited at Saitsa's discretion and shall only be valid for a specified period.

~~3.6~~ Associate Members are not Voting Members.

Termination of Membership

~~3.83.7~~ An individual may withdraw from membership in Saitsa ~~may do so~~ by giving notice in writing, addressed to the Saitsa's registered office ~~of Saitsa indicating the intention to withdraw as a member, after which that.~~ The person shall cease to be a member upon the date specified in such notice. ~~Saitsa fees shall be forfeit to Saitsa, or on the date the notice is received.~~

~~3.9~~ Any member who fails to remain an active student shall be deemed to have withdrawn from membership in Saitsa.

Revocation of Membership

~~3.8~~ An A Voting Member's membership in the organization shall immediately terminate without further notice or action by Saitsa if they cease to be an Active Student.

~~3.9~~ The Board may, upon review of the member's conduct and by a two-thirds (2/3) majority vote by secret ballot, decide to revoke an individual's membership ~~may be revoked by a motion of the Board, at a meeting of the Board, if it is determined by the Board that the~~ on the basis that:

~~a) The individual has wilfully violated this bylaw or Saitsa policy; or~~

~~b) The individual's conduct has or is likely to undermine cause harm to the organization's interests or reputation of Saitsa.~~

~~3.113.10~~ The A member shall be informed that their membership is subject to revocation and shall receive with at least seven (7) days' days notice of the Board meeting where the motion to revoke membership is their conduct is to be discussed. The member and shall have to opportunity to address the Board prior to the Board's decision.

~~3.12~~ The vote on the motion Upon deciding to revoke shall be by secret ballot.

~~3.13~~ A vote to revoke membership requires a 2/3 majority to pass. A motion passed to revoke membership is final.

~~3.143.11~~ Upon revocation of a membership, the Board shall provide the former member with notice of revocation in writing by email including the reasons for the Board's decision. If membership is revoked, Saitsa fees shall be forfeit to Saitsa.

~~3.12~~ Where membership is terminated, withdrawn or revoked, any Saitsa Fees paid shall be forfeit to Saitsa.

~~3.153.13~~ The termination, withdrawal or revocation of an Active Student's membership ends at shall be applicable only for the beginning of the next academic year. current Academic Year.

Membership~~Saitsa Fees, Funds and Levies~~

~~3.16~~3.14 Saitsa may collect fees from Voting Members in accordance with these Bylaws including:

- ~~a) Saitsa Membership Fees may;~~
- b) The Restricted Students' Association Building & Maintenance Fund fee; and
- c) Any other fee that may be approved by referendum.

~~3.15~~ Unless otherwise stated in these Bylaws, any increase to a Saitsa Fee must be approved by a referendum of Voting Members.

~~3.17~~3.16 The Board may approve an increase to Saitsa Membership Fees by a maximum of five (5%) percent per year, upon the recommendation of the Finance Committee and approval of the Board during the budget approval process.

~~3.18~~3.17 Any increase of the Saitsa Membership Fee above five (5%) percent must be confirmed by a referendum of the Saitsa membership, pursuant to these BylawsVoting Members.

~~3.19~~ Any changes to Membership Fees shall be implemented at the beginning of the following academic year.

~~3.20~~ In addition to Saitsa Membership Fees, an additional fee per student per year will be collected and allocated to the Restricted Students' Association Building & Maintenance Fund pursuant to guidance from the Finance Committee.

- ~~a) Any increase to the Restricted Students' Association Building & Maintenance Fund must be approved by referendum, pursuant to these Bylaws.~~
- ~~b) Any expenditure from the Restricted Students' Association Building Fund must be approved by referendum, pursuant to these Bylaws.~~

~~3.21~~ The introduction of any new fund or levy must be passed by referendum of the Saitsa membership, pursuant to these Bylaws.

~~3.22~~ Any increase to a fund or levy must be passed by referendum, pursuant to these Bylaws.

4.0 GENERAL MEETINGS ~~of MEMBERS~~

Annual General Meetings

~~4.1~~ Saitsa holdsIn accordance with the Societies Act, Saitsa shall hold an Annual General Meeting for the purpose of presenting the organization's audited financial statements. The Board may also propose Special Resolutions in accordance with the Societies Act.

Special General Meetings

4.2 The Board may call a Special General Meeting of Voting Members to propose Special Resolutions in accordance with the *Societies Act*.

Notice

- ~~4.1~~ In accordance with the *Societies Act*, notice shall be delivered to each Voting Member at least every 12 months. ~~The Board sets~~ twenty-one (21) days in advance of any Annual General Meeting or Special General Meeting, including the date, time, and location.
- ~~4.2~~ The Board shall cause notice of an Annual General Meeting to be delivered to each member at least 21 days in advance of the Annual General Meeting. ~~Notice shall be provided by email or such other means as determined appropriate by the Board.~~
- ~~4.3~~ Notice of an Annual General Meeting must include the date, time and location of the meeting, ~~the~~ proposed agenda for the meeting, a brief summary of business to be transacted and, and details of any business requiring a Special Resolution.

Special Meetings

- ~~4.4~~ The Board may call a Special Meeting of members at any time.
- ~~a) A Special Meeting must be called if the Board is presented with a petition signed by at least 10% of Saitsa members. The petition must describe the reasons for the request, with a detailed agenda describing what business will occur.~~
- ~~4.5.4.3~~ Notice of a Special Meeting must include the date, time and location of the Special Meeting, proposed agenda, a brief summary of business to be transacted, and any business requiring a Special Resolution by the Board.
- ~~4.6~~ The Board of Directors shall cause notice of a Special Meeting to be delivered to each member, in writing, a reasonable time in advance of the Special Meeting. ~~Notice shall be provided by email or such other means as determined appropriate by the Board of Directors. If a Special Resolution will be discussed, the Board of Directors shall provide at least 21 days' notice.~~

Proceedings at Annual General Meetings and Special General Meetings

- ~~4.7~~ Annual General Meetings and Special Meeting are open to all members; members of the public may attend with the majority of members in support.
- ~~4.8~~ The meeting shall be governed by the Neutral Facilitator, or designate, in accordance with Roberts' Rules of Order. ~~If the Neutral Facilitator or designate is not present within 30 minutes of the time set for the meeting, the Board Chair shall chair the meeting; in absence of the Board Chair, the meeting shall be chaired by the Board Vice-Chair or President, in their absence.~~
- 4.4 Voting Members may participate in Annual and Special General Meetings. Virtual or remote participation may be permitted at the discretion of the Board if allowed under the *Societies Act*. Proxies shall not be permitted.
- 4.5 General Meetings shall be chaired by the President or in the absence of the President, the Vice-President. If both the President and Vice-President are absent, one of the Directors in attendance shall be elected as Chair pro-tempore for that particular meeting.

4.6 General Meetings shall be conducted in accordance with applicable legislation, these bylaws, and Robert's Rules of Order.

Quorum

~~4.94.7~~ Quorum at an Annual General Meeting or Special General Meeting ~~will~~shall consist of a majority of the Board plus ten (10) ~~members present and entitled to vote.~~ Voting Members present ~~in person and by proxy in writing are included in the determination of quorum.~~

~~4.104.8~~ ~~The Neutral Facilitator or designate shall cancel the~~An Annual General Meeting shall be cancelled if a quorum is not present within one (1) hour after the set time for the Annual General Meeting to begin. ~~If cancelled, the meeting~~ is~~shall be~~ rescheduled for one (1) week later at the same time and place. ~~If a quorum is not present within~~ thirty (30) minutes after the set time of the second meeting, the meeting ~~will~~shall proceed with the members in attendance and quorum will be deemed.

~~4.114.9~~ ~~The Neutral Facilitator or designate shall cancel a~~A Special Meeting shall be cancelled if quorum is not present within one (1) hour after the set time for a Special Meeting to begin. ~~If cancelled, a Special Meeting shall not be rescheduled. A new Special Meeting~~ can~~may~~ be called in accordance with these Bylaws.

~~Right to Speak~~

~~4.12~~ ~~Only members who are present at the meeting are entitled to propose and speak on motions. The Neutral Facilitator may call upon persons with specialized knowledge or experience to provide information before or during the meeting with respect to a motion, if required.~~

~~4.13~~ ~~Members of the Board may attend the meeting by teleconference or videoconference and shall be considered present for the purpose of speaking to the meeting.~~

Voting

~~4.14~~ ~~Voting shall be by a show of hands.~~

~~4.15~~ ~~A motion to vote by secret ballot may be presented. The motion to vote by secret ballot must pass by 2/3 majority by those present and entitled to vote.~~

~~4.16~~ ~~Members of the Board may provide another member of the board with a proxy in writing, delivered to the Neutral Facilitator or designate at least 24 hours in advance of the meeting for which the proxy is appointed.~~

~~4.17~~ ~~In the event of a tie vote, the motion is defeated.~~

~~4.18~~ ~~The Neutral Facilitator declares a motion carried or defeated. This statement is final, and does not have to include the number of votes for and against the motion.~~

~~4.19~~ ~~No action at a meeting is invalid due to the inadvertent failure of a member to receive notice or to error or omission in any notice that does not affect the meaning of the notice.~~

5.0 BOARD OF DIRECTORS

~~General~~

~~In~~Board Composition and Officers

5.1 The Saitsa Board of Directors shall be composed of:

- a) Nine (9) Directors duly elected in accordance with ~~section 95 of these bylaws;~~
- b) The Executive Director (ex-officio, non-voting); and
- c) The Board Advisor (ex-officio, non-voting).

5.2 For each term in office, ~~the Act,~~Board-elect shall meet to select from amongst its nine (9) duly elected Directors:

- a) A President, who shall be the Board chair and chief governance officer; and
- b) A Vice-President, who shall be the vice-chair and deputy chief governance officer.

5.3 The President shall be designated as the chief representative and advocate for the student body, the chief spokesperson for the organization, and the leader and presiding officer of the Board.

5.4 The Vice-President shall support the President and deputize for the President in the case of the President's temporary absence or incapacity.

Board Roles and Responsibilities

5.5 The Board shall govern the business and affairs of Saitsa ~~shall be governed on behalf of the membership and may make all further policies and decisions regulating the conduct of the organization provided such policies and decisions are consistent with legislation governing the organization and these bylaws.~~

5.6 The Board shall appoint or contract the services of a Board Advisor to act as a parliamentarian and resource person for the President, as chair, and Directors.

5.7 The Board shall hire and employ an Executive Director in accordance with applicable legislation. The Executive Director shall report to the Board as a whole, be delegated authority as Saitsa's chief executive officer, shall be responsible for:

- a) Day-to-day operations and management of the organization in accordance with organizational policy and strategic direction set by the ~~Saitsa~~Board; and

b) Carrying out any other duties assigned by the Board.

5.8 The Executive Director or their designate shall act as Saitsa's Corporate Secretary, responsible for the custody and maintenance of all organizational books and records, including minutes and proceedings of Board and General Meetings.

Meetings of the Board of Directors ~~(the Board), the~~

~~5.15.9~~ The Board shall meet at least once monthly or more frequently as required. Notice shall be provided to Board members of which shall be elected by and from the and made available to members of Saitsa, pursuant to these Bylaws, and the public no less than seven (7) days in advance of each Board meeting. Notice shall include the date, time, place and proposed agenda for the meeting, including supporting materials, if applicable.

~~5.2~~ The Board governs the affairs of Saitsa. The Board has the powers necessary to administer Saitsa and to make all strategic decisions regarding Saitsa.

Composition

~~5.3~~ Members of the Board shall be elected in accordance with these Bylaws and include:

- ~~a) 12 Directors;~~
- ~~b) 4 Executive Council members including the:
 - ~~i. President~~
 - ~~ii. Vice President Academic~~
 - ~~iii. Vice President External~~
 - ~~iv. Vice President Student Life~~~~

Duties of the Board

~~5.4~~ The powers and duties of the Board include, but are not limited to:

- ~~a) Promoting the vision, mission and objects of Saitsa;~~
- ~~b) Approving, monitoring and upholding Saitsa's strategic plan;~~
- ~~c) Maintaining and protecting Saitsa's assets and property;~~
- ~~d) Approving an annual budget for Saitsa;~~
- ~~e) Ensuring policies are in place for the management and operation of Saitsa including risk management;~~
- ~~f) Monitoring and evaluating the performance of the Executive Council;~~
- ~~g) Monitoring and evaluating Board stewardship;~~
- ~~h) Authorizing and overseeing the hiring, compensating, supervising, advising and evaluation of the Executive Director, as performed by the Executive Council, and regularly evaluating the aforementioned processes;~~
- ~~i) Selecting, monitoring and evaluating a Neutral Facilitator who shall facilitate all general and special meetings of the membership and of the Board;~~
- ~~j) Nominating, monitoring and evaluating members of Saitsa to serve on the SAIT Board of Governors; and~~
- ~~k) Delegating its powers and duties to the Executive Council, Executive Director or other agents of Saitsa.~~

Strategic Plan

- ~~5.5~~ The Board shall develop and approve a Strategic Plan that will prioritize and influence Saitsa's strategic direction and allocation of resources.
- ~~5.6~~ The Strategic Plan shall include a Mission, Vision and Values Statement.
- ~~5.7~~ The Board shall undertake a comprehensive re-assessment and make necessary amendments of the Strategic Plan at least every three (3) years.
- 5.10 A special Board meeting shall be called upon a written request from one-third (1/3) of Directors. Notice of a special meeting shall be provided to members and the public no less than five (5) days' in advance of that meeting. Notice shall include the date, time, place and proposed agenda for the meeting, including supporting materials, if applicable.
- 5.11 The agenda for each Board meeting shall be prepared by the President in collaboration with the Executive Director or designate and ratified by the Board. Directors shall provide written notice of business they wish to bring before the Board not less than fourteen (14) days in advance, except in extraordinary circumstances as determined by a two-thirds (2/3) majority of the Board.
- 5.12 Board meetings shall be open to the public; however, the Board may meet in-camera in accordance with Robert's Rules of Order to confidentially discuss:
- a) Third-party business interests;
 - b) Third-party personal privacy;
 - c) Matters related to individual or public safety;
 - d) Matters related to law enforcement;
 - e) Government or institutional relations;
 - f) Confidential employee evaluations;
 - g) Confidences or advice from management; or
 - h) Information that is subject to legal privilege.
- 5.13 Where the Executive Director is the subject of an in-camera discussions, the Board shall meet without the Executive Director or Executive Director's designates present. In such circumstances, the Board Advisor shall act as recording secretary and the Board shall have corporate legal counsel present for the duration of the in-camera portion of the meeting.
- 5.14 Board meetings shall be chaired by the President. In the absence of the President, meetings shall be chaired by the Vice-President. If both the President and Vice-President are absent, Directors shall elect from amongst themselves a Chair pro-tempore for that particular meeting.

5.15 Board meetings shall be conducted in accordance with applicable legislation, these bylaws, Saitsa policy, and Robert's Rules of Order.

5.16 Quorum for Board meetings shall be five (5) Directors.

5.17 Board members may attend meetings in person, by telephone or by videoconference. Proxies shall not be permitted.

5.18 Minutes for each Board meeting shall include a record of:

a) The names of Board members and guests in attendance;

b) All motions and votes; and

c) A summary of matters discussed.

5.19 Draft Board meeting minutes shall be provided to Board members and made available to members and the public for review not later than one (1) week following each Board meeting. The Board shall vote to approve draft meeting minutes as an accurate record of the Board's proceedings at a subsequent meeting. Approved minutes shall be made publicly available.

Director Eligibility-, Removal, and Vacancies

~~5.8—Subject to these Bylaws, all members of Saitsa are eligible to run for positions as Directors.~~

~~5.9—Directors are required to be in good standing with SAIT and not academically withdraw for the entirety of their term.~~

~~5.10~~5.20 All Directors are required to be Active Students in good standing with SAIT, must take a minimum of one (1) Saitsa feeFee-paying course during each of the Fall and Winter semesters, (excluding apprentices-), and may not academically withdraw during their term.

~~a) Provided a Director completes their final semester in good standing, they are not required to enroll in a Saitsa-fee paying course the following Fall semester to complete their term; terms conclude in October upon newly-elected Directors reciting the Oath of Office.~~

~~5.11—No person shall simultaneously hold more than one (1) position on the Board.~~

~~5.12—There is no limitation to the number of times an individual may seek election or hold a Director position.~~

Oath of Office

~~5.13—All Members of the Board shall take an Oath of Office administered by the Neutral Facilitator or designate before commencing the duties of their office.~~

~~a) The Oath of Office for all Members of the Board is as follows:~~

~~I [Member's name] affirm that I will honour my office and perform my duties to the best of my knowledge and ability.~~

~~I will make informed decisions and act with loyalty and purpose.~~

~~I will truly and faithfully adhere to the Bylaws, Policies and Procedures of Saitsa.~~

~~I will advocate for, promote and safeguard the best interests of the membership.~~

~~Term of Office~~

- ~~5.14~~—The term of office for Directors commences upon reciting the Oath of Office following the declaration of the official election results and concludes upon the incoming Directors reciting the Oath of Office following a subsequent election or appointment.
- ~~5.15~~—In the case of a by-election or appointment a partial year shall be considered a full term.

~~Vacancies~~

- ~~5.16~~—In the event that a Director-elect resigns, is removed or disqualified within the election appeal period, the candidate with the next highest number of votes then becomes the Director-elect.
- ~~5.17~~—Any vacancy occurring following the election appeal period may be filled by a by-election, by appointment or may be left vacant as determined by the Board.

~~Board Leadership~~

- ~~5.18~~—The Board Chair and Board Vice-Chair shall be appointed by the Board.
- ~~5.19~~—A Director may only serve as Board Chair or Board Vice-Chair for a maximum of two (2) terms.
- ~~5.20~~—The Neutral Facilitator is responsible for chairing the regular and special meeting of the membership and of the Board. The Neutral Facilitator ensures that the meetings are conducted in a manner consistent with Robert's Rules of Order. The Neutral Facilitator maintains a non-partisan position at all times.

Remuneration

~~5.21~~—Directors, the Board of Governors Student Representative and the Neutral Facilitator shall be paid an honorarium, pursuant to Saitsa's Finance Policies and Procedures.

~~5.22~~—Adjustments to remuneration must be approved by the Board.

Meetings of the Board of Directors

~~5.23~~—The regular meetings of the Board shall be held monthly on the first Monday of each month. If a regular meeting is rescheduled, all Members of the Board shall be notified at least five (5) days in advance of the rescheduled meeting.

~~5.24~~—Special meetings of the Board may be called by the Board Chair at any time either in consultation with the President or upon written request from 1/3 of the Members of the Board. Members of the Board must receive a minimum of five (5) days' written notice of the time, place and agenda for the special meeting.

~~5.25~~—All regular and special meetings of the Board are open to the public and shall be chaired by the Neutral Facilitator or designate. In the absence of the Neutral Facilitator the meetings shall be chaired by the Board Chair or Vice-Chair. In the absence of the Board Chair or Vice-Chair, the meetings shall be chaired by the President. The Chair of the meeting may expel any member of the public or the Board for improper conduct.

~~5.26~~—All meetings shall be conducted in accordance with Robert's Rules of Order.

~~5.27~~—The Board shall require minutes to be taken of each Board meeting which shall include a record of:

- ~~a)~~ The names of the members in attendance in person or by telephone or videoconference;
- ~~b)~~ All resolutions made by the members, whether approved or defeated; and
- ~~c)~~ A summary of other matters discussed at the Board meeting.

~~5.28~~—Minutes of all Board meetings shall be signed by the President and the Board Chair or if they were not present at the meeting, their designates. Minutes are available to all members of the public.

~~5.29~~—Every Member of the Board has 1 (one) vote and voting by proxy is not permitted. Members of the Board may attend the meeting in person, by telephone or by videoconference.

Quorum

~~5.30~~—Quorum for any regular or special meeting of the Board is 1/2 of Directors, excluding Executive Council members.

- ~~a)~~ If quorum is not present, the meeting shall be adjourned to such time as deemed appropriate by those present. In the case of a rescheduled meeting, quorum is five (5) Directors, excluding members of the Executive Council.

~~6.0 EXECUTIVE COUNCIL~~

~~General~~

- ~~6.1~~—The Executive Council is the executive authority of Saitsa and acts as a liaison between the Board, the membership, the administration of SAIT, and outside organizations. The Executive advocate for student rights and lobbies at all levels of government on behalf of the membership. They are accountable for the day-to-day affairs of Saitsa and support the implementation of the Strategic Plan.
- ~~6.2~~—All Members of the Executive Council shall take an Oath of Office administered by the Neutral Facilitator or designate before commencing the duties of their office.

~~Composition~~

- ~~6.3~~—The members of the Executive Council shall be:
- ~~a)~~ President
 - ~~b)~~ Vice-President External
 - ~~c)~~ Vice-President Academic
 - ~~d)~~ Vice-President Student Life

- ~~6.4~~—The Executive Director is a non-voting, ex-officio member of the Executive Council.

~~Duties of the Executive Council~~

- ~~6.5~~—The duties of the Executive Council include:
- ~~a)~~ Provide opportunities for student consultation and feedback to identify and address areas of student concern;
 - ~~b)~~ Identify opportunities for improvement in the areas of academics, facilities, and campus life;
 - ~~c)~~ Administer the financial affairs of Saitsa within their authority;
 - ~~d)~~ Executing the hiring, compensating, supervising, advising and evaluating of the Executive Director, and regularly evaluating the aforementioned processes.
 - ~~i.~~—In extraordinary circumstances, they may take action in regards to the Executive Director and call a special meeting of the Board to discuss discipline or termination.
 - ~~e)~~ Attend, actively participate in and report at meetings of the Executive Council and Board of Directors;
 - ~~f)~~ Develop and execute goals in accordance with the strategic plan and the annual budget;
 - ~~g)~~ Assist in the execution of Saitsa programs and services;
 - ~~h)~~ Approve operational procedures of Saitsa;
 - ~~i)~~ Promote and encourage student engagement through active participation in on-campus events; and
 - ~~j)~~ Participate in the training and transition of incoming Executive through the preparation of transition materials, and conducting meetings and networking opportunities.

~~Eligibility~~

- ~~6.6~~—Subject to these Bylaws, all members of Saitsa are eligible to run for positions of the Executive Council.

~~6.7~~—Members of the Executive Council are required to be in good standing with SAIT for the entirety of their term and are required to take a minimum of one (1) and no more than two (2) Saitsa fee-paying courses during each of the Fall and Winter semesters.

~~6.8~~—No person shall simultaneously hold more than one (1) position on the Executive Council.

~~6.9~~—No individual may hold a position on the Executive Council for more than three (3) terms and may not hold the same position for more than two (2) terms.

~~Terms of Office~~

~~6.10~~—Executive Council members shall serve for a term of one (1) year. In the case of a member being appointed or elected through a by-election, a partial year shall be considered a full term.

~~6.11~~—The incoming Executive Council-elect is required to attend and fully participate in a two-week transition period with the outgoing Executive commencing on May 1. In exceptional circumstances, the Board may allow an Executive-elect to complete the transition at another time.

~~6.12~~—The incoming Executive shall assume duties on May 15.

~~6.13~~—Members of the Executive Council are not eligible for full-time employment with Saitsa for a period of one (1) year from the end of their term as Executives.

~~Vacancies~~

~~6.14~~—In the event that an Executive-elect resigns, is removed or disqualified within the election appeal period, the candidate with the next highest number of votes then becomes the Executive-elect for the position.

~~6.15~~—Any vacancy occurring following the election appeal period may be filled by a by-election, by appointment of a Director or may be left vacant as determined by the Board.

~~Remuneration~~

~~6.16~~—Executive Council members shall be paid a full-time, fixed salary pursuant to a schedule of salaries recommended by the Finance Committee and approved by the Board. The salary schedule shall be reviewed every two (2) years.

~~6.17~~—Executive salaries shall automatically receive any applicable increases at the beginning of the Executive term according to the Alberta Consumer Price Index.

~~6.18~~—The Executive Council shall receive all benefits afforded to full-time employees of Saitsa as per Saitsa's Human Resources Policies and Procedures.

~~Meetings of the Executive Council~~

~~6.19~~—Executive Council meetings are open to Saitsa members and others by invitation only. Agendas and minutes shall be made publicly available.

~~6.20~~—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.

~~6.21~~—Motions passed at Executive Council meetings will be by simple majority. Tie votes will be deemed to be defeated.

~~6.22~~—Voting by proxy at Executive Council meetings shall not be permitted.

~~Quorum~~

~~6.23 Quorum for Executive Council meetings shall be set at simple majority.~~

~~7.0 APPOINTMENTS~~

~~7.1~~ The following positions are to be appointed by the Board:

- ~~a) Neutral Facilitator;~~
- ~~b) Two (2) SAIT Board of Governors Representatives;~~
- ~~c) A vacant office that is not filled through a by-election.~~

~~7.2~~ Vacant positions on the Board, including Executive positions, may be filled by appointment when the position is not filled through a by-election.

~~7.3~~ The Nominations Committee shall be responsible for all appointment processes.

~~7.4~~ The Board must approve appointments by a 2/3 majority.

~~7.5~~ Individuals appointed to positions are entitled to remuneration in accordance with Saitsa's Finance Policies and Procedures.

~~8.0 REMOVAL & RESIGNATION~~

~~Removal Process & Procedure~~

~~8.1~~ Members of the Board may be subject to removal from office on the following grounds:

- ~~a) Violation of the Code of Conduct & Ethics;~~
- ~~b) Breach of fiduciary duty;~~

5.21 Ceasing to fulfill Directors shall be prohibited from serving the organization as employees or agents during their term.

5.22 A Director's seat shall automatically be vacated for the following reasons:

- ~~a) The Director no longer meets Board eligibility requirements;~~
- ~~d) Failure to adequately fulfill the duties and responsibilities of the position;~~
- b) Missing two (2) The Director has submitted a signed statement of resignation to the Corporate Secretary;
- c) The Director is absent from three (3) consecutive regular Board meetings without reasonable;
- d) The Director has been convicted of a criminal offence during their term;
- e) The Director has been deemed incapable by lawful authority; or
- f) The Director dies.

5.23 The Board may remove any Director, including the President and Vice-President, for cause by a three-quarters (3/4) majority vote by the Board.

5.05.24 The student body may remove the Board or any of its Directors, including meetings for which quorum was not achieved; or the President and Vice President, by a signed petition with bona fide signatures of a simple majority of Voting Members collected over a period of not more than thirty (30) days.

~~f) Missing four (4) regular Board meetings without reasonable cause throughout their term, including meetings for which quorum was not achieved.~~

~~8.2 The Board of Governors Student Representative may be subject to removal on if the following grounds:~~

- ~~a) Violation of the Code of Conduct & Ethics;~~
- ~~b) Ceasing to be an active student; or~~
- ~~c) Failure to adequately fulfill the duties and responsibilities of the appointment, including attendance at all meetings of the SAIT Board of Governors.~~

~~8.3 The Neutral Facilitator may be subject to removal with or without cause.~~

~~8.4 A decision to remove a Member of the Board, Board of Governors Student Representative or Neutral Facilitator must be passed by a 2/3 majority vote conducted using secret ballots, tallied by the Neutral Facilitator or designate, and destroyed immediately following.~~

Complaint Process

~~8.5 A complaint may be initiated by any of the following:~~

- ~~a) An active student;~~
- ~~b) An external organization of which Saitsa is a member;~~
- ~~c) A member of the SAIT community; or~~
- ~~d) A petition signed by no less than 5% of the membership of Saitsa.~~

~~8.65.25 Complaints must be in writing and must be delivered to the Board Chair and President. The Board Chair and is vacated for any reason during the course of a term, the Vice-President shall follow assume the governance policy and procedures to manage office of President for the complaint. remainder of that term.~~

Resignation of Position

~~8.7 Members of the Board, the Board of Governors Student Representative and Neutral Facilitator wishing to resign may do so by submitting a signed written notice of Resignation, attested by one member of Saitsa, to the Board Chair or designate.~~

~~5.26 If the office of Vice-President is vacated for any reason during the course of a term, the Board shall select a new Vice-President for the remainder of that term.~~

~~5.27 Vacant Director seats shall be left vacant provided that the vacancies account for less than one-third (1/3) of Director seats. If vacancies account for one-third (1/3) or more of Director seats, then a by-election shall be held within thirty (30) days unless fewer than one-hundred twenty (120) days remain until a new term of begins at the time of the triggering vacancy.~~

9.06.0 COMMITTEES

General

~~9.1 The Board may create committees from time to time establish standing or ad-hoc committees to advise the Board.~~

~~9.2 Members of the Board are as required to sit on a minimum of one (1) standing committee.~~

~~9.3~~ Initial appointment to the Board's standing and ad-hoc. All committees shall be determined have terms of reference approved by the Board Chair, Board Vice-Chair and President.

~~9.46.1~~ Committee Chairs shall preside at meetings and be responsible for reporting which must include information on the committee's activities to the Board.;

a) The Board Chair and Board Vice-Chair may sit on any committee as Purpose and mandate;

b) Duties and responsibilities;

c) Composition;

d) Quorum;

e) Voting;

f) Meeting procedures;

g) Record keeping; and

h) Reporting requirements to the Board.

~~9.5~~ The Executive Director or designate shall be an ex-officio, non-voting members.

~~Vacancies~~

~~9.6~~ Committee members may resign from a committee through written notification to the Committee Chair.

~~9.76.2~~ The Committee Chair and Board Chair shall be responsible for filling any vacancies on member of all committees established by the Board and the Corporate Secretary shall support committees in discharging their duties.

7.0 Standing and ad-hoc committee vacancies shall be filled in STUDENT PETITIONS

~~9.8~~ In accordance with these Bylaws and the committee's Terms of Reference. Vacancy appointments are to be ratified by Post-Secondary Learning Act, the student body may require the Board.

~~Standing Committees~~

~~9.9~~ There are three (3) standing committees of the Board:

a) ~~Finance Committee~~

b) ~~Governance Committee~~

c) ~~Nominations Committee~~

~~9.10~~ Standing committees shall meet regularly with a minimum requirement of one (1) meeting per semester.

~~9.11~~ Notice of standing committee meeting dates, times and locations shall be made public.

~~9.12~~—Quorum at any standing committee meeting shall be a majority of voting members.

~~Ad Hoc Committees~~

~~9.13~~—The Board may establish ad hoc committees and provide Terms of Reference as required.

~~9.14~~—The Board motion to establish an ad hoc committee must include:

- ~~a)~~—The purpose or objective of the committee;
- ~~b)~~—The term of the committee;
- ~~c)~~—Composition;
- ~~d)~~—Reporting structure and requirements.

~~9.15~~—Ad hoc committees can be dissolved by the Board at any time.

~~10.0 ELECTIONS~~

~~General~~

~~10.1~~— to vote on and implement a resolution pertaining to the affairs of Saitsa shall hold elections for the purpose of electing:

- ~~a)~~—Directors
- ~~b)~~—Executive Council.

~~10.2~~—Saitsa elections are governed by the following principles:

- ~~a)~~—Fairness
- ~~b)~~—Equality
- ~~c)~~—Transparency
- ~~d)~~—Student Interest.

~~10.3~~—All Saitsa members in good standing shall be eligible to run in Saitsa elections in accordance with these Bylaws.

~~10.47.1~~— No person may run for by a bona fide petition of ten (10) percent of Voting Members collected over a period of not more than one (1) position in any specific election thirty (30) days.

8.0 ELECTIONS & REFERENDA

~~10.5~~—Elections In the case of an uncontested position, there shall be an affirmation vote in the form of a yes/no ballot for the candidate whereby a simple majority will be required.

~~The Board of~~

~~8.1~~— Nine (9) Directors-at-large shall be elected during a single general election period no later than April 1 to serve for a one (1) year term from May 1 to April 30 of a given year.

~~10.6~~—Directors shall create Policies and Procedures that provide direction with respect to Saitsa Elections, including but not limited to:

- ~~a)~~—Additional requirements for candidates;
- ~~b)~~—Delegated authority of the Chief Returning Officer and Political Committee;
- ~~c)~~—Nomination procedures, campaigning, voting and conduct of elections;

- d) ~~Timing of elections; and~~
- e) ~~Other rules for the administration and conduct of elections as appropriate.~~

~~10.7~~ All candidates are required to follow ~~Saitsa's Bylaws and Policies and Procedures pertaining to Elections during the~~ be elected by Voting Members using the single transferable vote procedure. The election process. Failure to adhere to any of these rules is grounds for disqualification. ~~The Political Committee will make all decisions regarding candidate adherence to the Bylaws and Policies and Procedures pertaining to Elections.~~

~~10.8~~ ~~Saitsa shall maintain a Political Committee who will be responsible for upholding Saitsa's Policies and Procedures pertaining to Elections and ensuring Saitsa's elections and by-elections uphold Saitsa's election principles.~~

~~Validation of Results~~

~~10.9~~ Upon the closing of polls, at least two (2) members of the ~~Political Committee shall review the results and publicly announce the provisional results as soon as possible.~~

~~10.10~~ ~~Saitsa members shall have five (5) business days to submit an official appeal to the Political Committee in accordance with these Bylaws.~~

~~10.11~~ ~~Election results shall be declared official if:~~

- a) ~~The appeal submission date has passed without any appeals; or~~
- b) ~~All appeals have been duly investigated and a decision has been rendered by the Political Committee.~~

~~10.12~~ ~~Following the declaration of the official election results, the GRO must submit an Elections Report to the Board, which shall be publicly posted on the Saitsa website.~~

~~10.138.2~~ The candidate who receives the highest number of quota shall be calculated using the Droop formula and votes shall be declared the Director-elect, President-elect or Vice President-elect transferred by means of the fractional method.

~~10.14~~ ~~In the event that two (2) or more leading candidates receive an equal number of votes, a by-election shall be held, with only the names of the tied candidates on the ballot.~~

~~10.15~~ ~~Voting by proxy is prohibited.~~

~~By-elections~~

~~10.16~~ ~~By-elections may only be held from August 30th to April 30th of any given year.~~

~~10.17~~ ~~By-elections shall be conducted in accordance with these Bylaws and Saitsa's Policies and Procedures pertaining to Elections.~~

~~Appeals~~

~~10.18~~ ~~Any Saitsa member may submit an appeal regarding concerns of the fairness or transparency of elections. Election candidates may also appeal any decision regarding a penalty, disqualification or decision involving the personal welfare of a candidate.~~

~~10.19~~ ~~All appeals must be submitted to the Political Committee within five (5) business days following the announcement of the provisional results.~~

~~10.20~~ The Political Committee shall review the request and determine whether an investigation is warranted.

~~10.21~~ Investigations shall be managed through an Investigations Committee comprised of the following:

- ~~a)~~ Saitsa President, or delegate — Chair of Committee, non-voting
- ~~b)~~ Five (5) Students-at-Large — Saitsa members

~~10.22~~ Investigations shall be conducted in accordance with the process outlined in Saitsa's Election Policies and Procedures.

~~10.23~~ Grounds for appeal include:

- ~~a)~~ The individual elected was not qualified to be a candidate;
- ~~b)~~ There was a violation of the Code of Conduct & Ethics, Bylaws or Policies that may have affected the results of the election;
- ~~c)~~ There was fraudulent practise or an error in judgement in the election process.

~~10.24~~ Once the official results have been released, appeals will not be accepted.

~~10.25~~ All rulings and decisions made by the Investigations Committee shall be considered final and binding, and may not be overturned or amended.

Referenda

~~10.26~~ A referendum shall be undertaken to deal with questions regarding:

- ~~a)~~ Increasing membership fees above 5%;
- ~~b)~~ Creation of new student fund or levy;

8.3 IncreaseReferenda of Voting Members may be held during the general election period each spring to decide on:

- a) A proposed increase to Saitsa Membership Fees above five (5) percent;
- b) The creation of contributionsa new Saitsa Fee;
- ~~c)~~ Any increase to an existing student fund or levySaitsa Fee;
- d) Any topics Any expenditure from the Restricted Students' Association Building Fund; or
- ~~e)~~ Any other question as determined by the Board ~~of Directors~~ or by petition.

~~10.27~~ Referendum questions ~~pertaining to Saitsa fees that are not administered by Saitsa~~ are not permitted.

~~10.28~~ A referendum may, which must be initiatedwritten in the following ways:

- ~~a)~~ A Special Resolution approved by form of a polar question, shall be determined by a three-quarters (3/4) majority vote of the Board; ~~or~~

~~2.08.4~~ A petition submitted to the President and Board Chair containing the draft referendum question that falls within the requirements of these Bylaws and the names, student numbers and signatures of not with no less than 5% of the membershipthirty (30) days notice to Voting Members.

~~10.29~~ A special meeting of the Board shall be called to address and discuss any proposed referendum.—

~~8.5~~ Referendum questions Quorum for referenda shall be set at ten (10) percent of Voting Members.

~~10.30~~ Referenda shall be approved by the Board at the special meeting~~decided~~ by a vote of a 3/4~~simple~~ majority.

~~10.31~~ Referendum questions must be phrased to elicit yes/no responses.

~~10.32~~ Referenda may only be held on campus between the dates of August 30th and April 30th. Wherever possible, referenda will be held in conjunction with Saitsa elections. Referenda shall be conducted in accordance with these Bylaws and Saitsa's Policies and Procedures pertaining to Elections, however, the Political Committee is not required as part of the referenda process.

Referenda Quorum

~~10.338.6~~ Referenda shall be binding if: a) at least 5% of eligible of votes are cast and b) the vote was carried by a 2/3 majority. cast.

11.0 EXECUTIVE DIRECTOR

~~11.1~~ The Board shall hire an Executive Director to carry out assigned duties as prescribed in Section 11.4.

Administration, Oversight and Dispute Resolution

~~11.2~~ The Executive Director reports to the President and is accountable to the Board. The Executive Director acts as an advisor to the Executive Council, the Board and to their committees.

~~11.3~~ The Executive Director does not vote at any regular or special meetings of the Board or the membership.

~~11.4~~ Under the direction of the Executive Council, the Executive Director acts as the administrative officer of Saitsa and is responsible to:

- ~~a)~~ Provide successful leadership and management of Saitsa in accordance with the strategic direction set by the Board of Directors;
- ~~b)~~ Manage the operational aspects of Saitsa, including acting as a liaison between the staff and the Executives;
- ~~c)~~ Manage the day-to-day financial operations of Saitsa, including overseeing the accounting, budget and the annual audit processes;
- ~~d)~~ Perform risk management for Saitsa and report any significant risks to the Board of Directors;
- ~~e)~~ Management of all personnel issues including recruitment, performance management and discipline of all full-time Saitsa staff;
- ~~f)~~ Attend all meetings of the Board, Executive Council and Finance Committee, unless otherwise excused by the President or designate;
- ~~g)~~ Provide mentorship and transition support to the Executive Council;
- ~~h)~~ Create a culture of transparency and communication throughout the organization;
- ~~i)~~ Develop and maintain positive relationships with key stakeholders;
- ~~j)~~ Carry out any other duties assigned by the Board.

~~12.0 SAIT BOARD OF GOVERNORS REPRESENTATIVES~~

~~12.1~~ In accordance with section 44 of the Act, Saitsa shall appoint two (2) student representatives to sit on the SAIT Board of Governors.

~~12.2~~ One (1) Board of Governors Representative shall be the Saitsa President or designate, to be known as the SAIT Board of Governors Saitsa Representative.

~~a)~~ The term length shall be prescribed by the SAIT Board of Governors.

~~12.28.7~~ The SAIT Board of Governors Saitsa Representative shall be ~~shall be the chief returning officer~~ responsible for representing the best interests of the Association and SAIT students at the ~~SAIT Board of Governorsthe administration of elections and referenda~~ processes.

~~12.3~~ One (1) Board of Governors Representative shall be a member of Saitsa in good standing, to be known as the SAIT Board of Governors Student Representative.

~~a)~~ The term length shall be prescribed by the SAIT Board of Governors.

~~b)~~ The SAIT Board of Governors Student Representative shall be responsible for understanding student issues, participating in discussions and decisions of the SAIT Board of Governors from the student perspective and reporting to the Saitsa Board of Directors.

~~c)~~ The SAIT Board of Governors Student Representative shall be responsible for representing the best interests of SAIT students at the SAIT Board of Governors.

~~d)~~ They are permitted to attend all Saitsa Board meetings but must attend and report to the Saitsa Board of Directors at the meetings of the Board immediately following a SAIT Board of Governors meeting.

8.8 MEMBERSHIP IN An election oversight panel shall be established to oversee elections and Referenda and rule on disputes arising from election and Referenda processes. The election oversight panel shall be composed of three (3) disinterested, third-party experts appointed by the Board and shall have the authority to order remedies for valid misconduct complaints up to and including:

a) Overturning decisions of the chief returning officer;

b) Disqualifying candidates; and

c) Nullifying results and ordering new elections and referenda.

13.09.0 EXTERNAL ORGANIZATIONS APPOINTMENTS & ADVOCACY

9.1 In accordance with section 44 of the *Post-Secondary Learning Act*, Saitsa shall recommend the President and Vice-President to serve as student representatives on the SAIT Board of Governors.

9.2 The Board may from time to time decide to join or become a member of municipal, provincial or federal affiliated with external advocacy organizations provided that require paid:

~~13.1~~ Saitsa's membership fees.

~~13.2~~ The Board must approve any application for Saitsa to join such organization and may terminate such membership by ordinary resolution.

~~13.3~~ Membership in any the external organization is subject to the following:

~~a) Saitsa's Bylaws and policies supersede those of the organization and at no time may Saitsa enter into a binding agreement with an organization that has Bylaws or polices that contradict those of Saitsa;~~

a) Saitsa's membership in the organization must does not impede Saitsa's membership in any other organization;

b) The external organization's bylaws and policies are consistent with and do not contradict Saitsa's bylaws or organizational policy; and

c) The external organization's bylaws and policies respect Saitsa's autonomy.

~~9.3~~ The Board may terminate any relationship with an external advocacy organization with a majority vote by the Board.

~~2.09.4~~ The President and Vice-President shall be primarily responsible for advocacy on behalf of Saitsa and designated as Saitsa's official representatives to government and external advocacy organizations;

~~e) Saitsa members' rights and privileges supersede those of the organization and at no time may Saitsa enter into a binding agreement with an organization that has Bylaws or policies that make claim over the membership of Saitsa.~~

~~9.5~~ The Board may appoint the President, Vice-President, and/or other Directors to represent the organization on other external bodies as required.

~~9.6~~ Directors, including the President and Vice-President, shall be required to represent and advocate to government and external bodies for official positions approved by the Board wherever such positions have been determined.

~~14.0~~10.0 **LIABILITY OF DIRECTORS**

General Indemnity

~~14.4~~10.1 Each Director holds office with the protection of Saitsa. Saitsa indemnifies and saves harmless each past or present Director and their heirs, executors, administrators, and other legal representatives from and against:

a) Any liability and all costs, charges, and expenses sustained or incurred in respect of any action, suit, or other proceeding that is proposed or commenced against them, for or in respect of the execution of the duties of their office; and

- b) All other costs, charges, and expenses sustained or incurred in respect of the affairs of Saitsa, if they have acted honestly and in good faith with a view to the best interests of Saitsa and, 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.

Restriction on Indemnity

14.210.2 No Director will be indemnified for any costs, charges, or expenses they sustain in respect of the execution of the duties of their office where such costs, charges, or expenses are occasioned by their own wilful neglect or default, fraud, dishonesty or bad faith.

Insurance

14.310.3 Saitsa ~~may~~shall purchase and maintain such insurance for the benefit of the Directors as determined by the Board.

~~15.0~~**11.0 RECORDS & ACCESS TO INFORMATION**

~~Registered Office and Records~~

~~15.1~~ The Board shall ensure that the accurate address for the Registered Office is reported annually to the Alberta Corporate Registries Office.

~~15.2~~ Saitsa's Bylaws, Policies and Procedures, and Board and Executive meeting minutes shall be kept in the Saitsa Registered Office. ~~These documents shall be records may be made publicly available to the membership or available to Voting Members upon request.~~

~~15.3~~ All financial and corporate records of Saitsa, except those deemed by the Executive team to be restricted, are available for review by any active student. Requests to review the documentation shall be made in writing to the President. Diligent efforts shall be made to have this information available within a reasonable period of time from the original request.

~~15.4~~ 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) , subject to the *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; and~~

~~9.0~~**11.1** Information otherwise governed by privacy legislation. *Protection Act (PIPA).*

~~15.5~~ The Executive Director is responsible for maintaining all information required to create Saitsa's financial statements.

~~15.6~~ On or before December 31st of the given year, the Executive Director shall file an Annual Return with Alberta Corporate Registries with respect to the same calendar year.

~~15.7~~ The Executive Director will notify Alberta Corporate Registries of any change with respect to the address of the registered office and of the new Directors and Executives of Saitsa within 30 days of such change.

~~16.0~~ 12.0 CORPORATE SEAL

~~16.1~~ The Use of Saitsa's Corporate Seal of Saitsa may only shall be used by the President, Vice President Academic or those managed in accordance with signing authorities designated by the President or the Vice President Academic.

~~16.2~~ 12.1 The Corporate Seal is to be stored in a secure location in the Saitsa Registered Office ~~Board~~.

~~17.0~~ 13.0 FINANCES

Fiscal Year

~~17.1~~ 13.1 Saitsa's fiscal year shall be July 1st to June 30th of any given year determined by the Board.

Annual Budget

~~17.2~~ 13.2 The annual budget Annual Budget shall be prepared by the President, Executive Director and Accounting Department or designate in accordance with direction by the Board.

~~17.3~~ The Finance Committee shall review the budget and recommend approval to the Board.

~~17.4~~ 13.3 The annual budget Annual Budget shall be approved by the Board by June 30th of any given each year.

~~17.5~~ 13.4 In the event that the Board fails to does not approve an Annual Budget before the start of the Fiscal Year, Saitsa shall continue to operate in a manner consistent with the most recent Annual Budget approved by the Board. ————

Financial Statements and Audit

~~13.5~~ In accordance with the Post-Secondary Learning Act, Saitsa is required to provide audited financial statements annually to the SAIT Board of Governors and shall make these audited financial statements available to Voting Members.

~~17.6~~ 13.6 The Board shall appoint a recognized accounting firm shall be appointed annually by the Executive Council to audit the Saitsa's financial records of Saitsa. The Board may determine to audit any accounts or records at any other interval.

~~17.7~~ 13.7 Saitsa shall change auditors at least once every ten (10) years.

~~17.8~~ In accordance with section 97 (1) of the Act, Saitsa shall provide audited financial statements to the SAIT Board of Governors annually.

Signing Authority

~~17.9~~ The following individuals Board shall act as the signing appoint authorities of Saitsa:

- ~~a)~~ to execute documents on behalf of Saitsa. Deeds, transfers, assignments, contracts and other instruments may be signed on behalf of the organization in accordance with Board direction by the President;
- ~~b)~~ , Vice-President, Executive Director.

~~17.10~~ 13.8 In the absence of the President, and/or the Executive a Director, any of the following individuals may also sign on behalf of Saitsa: as authorized by the Board.

- ~~a)~~ Vice-President Academic;
- ~~b)~~ Vice-President External;
- ~~c)~~ Vice-President Student Life.

Borrowing Powers

~~17.11~~ Saitsa The Board may borrow and lend sums of money in order to achieve the organization's objectives of Saitsa. ~~The Board shall make policies, or provide other direction as appropriate, in accordance with respect~~ the Societies Act, a proposal to borrowing by Saitsa under terms and conditions established by a financial advisor.

~~18.0~~ AMENDMENTS

Bylaws

~~18.1~~ These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the members.

~~18.2~~ The notice for the Annual General Meeting or the Special Meeting of the members issue debentures must include details of the proposed resolution to change the Bylaws including access to the present Bylaws and a draft of the proposed amendment.

~~18.3~~ The amended Bylaw becomes effective after approval by the membership of Saitsa and acceptance by the Alberta Corporate Registry. _____

Policies

~~18.4~~ 13.9 Saitsa policy amendments shall be approved by the Board Special Resolution.

~~Saitsa policies shall~~

Board Remuneration

~~18.5~~ 13.10 Directors, including the President and Vice-President, and Board appointees may be governed remunerated as determined by the Board.

Procedures

~~13.11~~ Saitsa procedure amendments Remuneration shall be ~~approved~~ adjusted automatically for CPI once each fiscal year.

~~18.6~~ 13.12 Any increases to remuneration decided by the Executive Council, excluding procedures pertaining to the Board in excess of CPI adjustments shall not take effect until after the subsequent general election period, generally May 1 of a given year.

~~18.7~~ All procedure amendments relating to the Board must be approved by the Board.

~~19.0~~ **CURING**

14.0 BYLAWS

14.1 In accordance with the Societies Act, these Bylaws may be rescinded or amended by Special Resolution.

~~19.1~~ 14.2 Should any of these Bylaws become illegal, invalid or unenforceable for any reason, the remainder of the Bylaws shall survive by severing those sections which are found to be illegal, invalid or unenforceable. Such invalidity, illegality or unenforceability shall not affect the full force and effect of any other Bylaws.

~~20.0~~ **DISSOLUTION OF SAITSA**

~~20.1~~ Saitsa Any policy, resolution, or other decision that contravenes these Bylaws shall be wound up or dissolved in accordance with invalid and nullified to the Alberta Societies' Act.

~~20.2~~ 14.3 In the event extent of the dissolution or winding up of Saitsa, all of its remaining assets after payment of its debts and liabilities shall be distributed to one or more organizations in the province of Alberta as determined by ordinary resolution at a Special Meeting of Saitsa contravention.

Joshua Bettle
Chair, Saitsa Board of Directors

Alysson Torres-Gillett
Saitsa President