



BYLAWS

Approved: February ~~7, 2023~~,

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1.0 PREAMBLE

- 1.1 Whereas the Southern Alberta Institute of Technology Students' Association ("Saitsa") is incorporated under section 93 of the *Alberta Post-Secondary Learning Act*, SA 2003, c.P-19.5 and as a non-profit society registered under the *Alberta Societies Act*, RSA 2000, c.S-14, the following Bylaws are 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 **Active Student** means a student who is enrolled and participates in a minimum of one (1) SAIT course in the current Academic Year.
- 2.3 **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.
- 2.4 **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.
- 2.5 **Board** means the Saitsa Board of Directors.
- 2.6 **Board Advisor** means the individual appointed or hired by the Board to act as a parliamentarian and resource person for the Board.
- 2.7 **Bylaws** mean Saitsa's Bylaws as amended, which govern the organization in accordance with the *Alberta Societies Act* and *Alberta Post-Secondary Learning Act*.
- 2.8 **Chair** means the person selected by the Board to preside over meetings, usually the President.

Chief Executive Officer (CEO) means the position of the organization that holds the top level of executive authority beneath the governing authority of the full Board of Directors.

- 2.9 **Chief Returning Officer (CRO)** means the person designated to administer Saitsa elections and referenda processes.

- 2.10 **Corporate Secretary** means the ~~Chief Executive Officer~~ or designate responsible for the custody and maintenance of all organizational books and records.

- 2.11 **CPI** means the Alberta consumer price index or rate of inflation, year over year, calculated by Statistics Canada.

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- 2.12 **Director** means a Voting Member elected to the Board.
- 2.13 **Executive Director** means the chief executive officer for the organization, hired by the Board...
- 2.14 **General Meeting** means an annual or special General Meeting of Voting Members, held in accordance with the Alberta *Societies Act*.
- 2.15 **Fall Semester** means the period of time defined by the SAIT Academic Calendar, typically starting in September and ending in December.
- 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.
- 2.17 **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.
- 2.19 **Quorum** means the minimum number of Directors or Voting Members to conduct business at a meeting.
- 2.20 **Referendum** means a question, on Saitsa Fees or other matter determined by the Board, referred to Voting Members for a direct decision.
- 2.21 **Saitsa Fees** means all fees collected by Saitsa and paid by Voting Members.
- 2.22 **Special Resolution** means a Special Resolution duly approved by Voting Members at a General Meeting as defined the Alberta *Societies Act*.
- 2.23 **Spring/Summer Semester** means the period of time defined by the SAIT Academic Calendar, typically starting in May and ending in August.
- 2.24 **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*.
- 2.25 **Vice President** means the Director selected by the Board to serve as Board Vice-Chair and deputy chief governance officer for the organization.
- 2.26 **Winter Semester** means the period of time defined by the SAIT Academic Calendar, typically starting in January and ending in April.

Deleted: **Executive Director** means the chief executive officer for the organization, hired by the Board...

3.0 MEMBERSHIP

Voting Members

- 3.1** Voting Members shall be comprised of Active Students who have paid Saitsa Fees.
- 3.2** Voting Members of Saitsa may:
- a) Attend, speak and vote at all General Meetings;
 - b) Vote in any Saitsa election or Referendum;
 - c) Stand as a candidate for election to the Board of Directors, if eligible;
 - d) Access Saitsa services and programs, in accordance with regulations determined by the 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, except meetings held in-camera; and
 - g) Exercise any other right pursuant to these Bylaws.

Honorary Members

- 3.3** The Board may award Honorary Membership to any person who has demonstrated outstanding achievement or commitment to the organization.
- 3.4** Honorary members are not Voting Members.

Associate Members

- 3.5** 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

- 3.7** An individual may withdraw from membership in Saitsa by giving notice in writing to Saitsa's registered office. The person shall cease to be a member upon the date specified in such notice or on the date the notice is received.
- 3.8** 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 on the basis that:

- a) The individual has willfully violated this bylaw or Saitsa policy; or
 - b) The individual's conduct has or is likely to cause harm to the organization's interests or reputation.
- 3.10** A member shall be informed with at least seven (7) days' notice of the Board meeting where their conduct is to be discussed and shall have to opportunity to address the Board prior to the Board's decision.
- 3.11** Upon deciding to revoke a membership, the Board shall provide the former member with notice in writing including the reasons for the Board's decision.
- 3.12** Where membership is terminated, withdrawn or revoked, any Saitsa Fees paid shall be forfeit to Saitsa.
- 3.13** The termination, withdrawal or revocation of an Active Student's membership shall be applicable only for the current Academic Year.

Saitsa Fees

- 3.14** Saitsa may collect fees from Voting Members in accordance with these Bylaws including:
- a) Saitsa Membership Fees;
 - 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.
- 3.16** The Board may approve an increase to Saitsa Membership Fees by a maximum of five (5) percent per year during the budget approval process.
- 3.17** Any increase of the Saitsa Membership Fee above five (5) percent must be confirmed by a referendum of Voting Members.

4.0 GENERAL MEETINGS

Annual General Meetings

- 4.1** In 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

- 4.3** In accordance with the *Societies Act*, notice shall be delivered to each Voting Member at least twenty-one (21) days in advance of any Annual General Meeting or Special General Meeting, including the date, time, and location of the meeting, a proposed agenda, and details of any Special Resolution proposed by the Board.

Proceedings at Annual General Meetings and Special General Meetings

- 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

- 4.7** Quorum at an Annual General Meeting or Special General Meeting shall consist of a majority of the Board plus ten (10) Voting Members present.
- 4.8** 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 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 shall proceed with the members in attendance and quorum will be deemed.
- 4.9** 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 may be called in accordance with these Bylaws.

5.0 BOARD OF DIRECTORS

Board Composition and Officers

- 5.1 The Saitsa Board of Directors shall be composed of:
- Nine (9) Directors duly elected in accordance with these bylaws;
 - The ~~Chief Executive Officer~~ (ex-officio, non-voting); and
 - The Board Advisor (ex-officio, non-voting).
- 5.2 For each term in office, the Board-elect shall meet to select from amongst its nine (9) duly elected Directors:
- A President, who shall be the Board chair and chief governance officer; and
 - 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.

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Board Roles and Responsibilities

- 5.5 The Board shall govern the business and affairs of Saitsa 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 ~~a Chief Executive Officer~~ in accordance with applicable legislation. The ~~Chief Executive Officer~~ shall report to the Board as a whole ~~and~~, shall be responsible for:
- Day-to-day operations and management of the organization in accordance with organizational policy and strategic direction set by the Board; and
 - Carrying out any other duties assigned by the Board.

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5.8 The Chief Executive Officer 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.

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Meetings of the Board of Directors

5.9 The Board shall meet at least once monthly or more frequently as required. Notice shall be provided to Board members and made available to members 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.

5.10 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 Chief Executive Officer 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.

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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 Chief Executive Officer is the subject of an in-camera discussions, the Board shall meet without the Chief Executive Officer or Chief Executive Officer'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.

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- 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 ~~thirty (30) days~~ 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.

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Director Eligibility, Removal, and Vacancies

- 5.20 All Directors are required to be Active Students in good standing with SAIT, must take a minimum of one (1) Saitsa Fee-paying course during 2 of the Fall, Winter and/or Spring semesters (excluding apprentices), and may not academically withdraw during their term.
- 5.21 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;
 - b) The Director has submitted a signed statement of resignation to the Corporate Secretary;
 - c) The Director is absent from three (3) consecutive meetings;
 - 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.
- 5.24 The student body may remove the Board or any of its Directors, including 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.
- 5.25 If the office of the President is vacated for any reason during the course of a term, the Vice-President shall assume the office of President for the remainder of that term.
- 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 ~~forty-five (45)~~ days unless fewer than one-hundred ~~and ninety-five days (195)~~ days remain until a new term of begins at the time of the triggering vacancy.

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6.0 COMMITTEES

- 6.1 The Board may from time to time establish standing or ad-hoc committees to advise the Board as required. All committees shall have terms of reference approved by the Board which must include information on the committee's:
- Purpose and mandate;
 - Duties and responsibilities;
 - Composition;
 - Quorum;
 - Voting;
 - Meeting procedures;
 - Record keeping; and
 - Reporting requirements to the Board.
- 6.2 The ~~Chief Executive Officer~~ or designate shall be an ex-officio, non-voting member of all committees established by the Board and the Corporate Secretary shall support committees in discharging their duties.

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7.0 STUDENT PETITIONS

- 7.1 In accordance with the *Post-Secondary Learning Act*, the student body may require the Board to vote on and implement a resolution pertaining to the affairs of Saitsa by a bona fide petition of ten (10) percent of Voting Members collected over a period of not more than thirty (30) days.

8.0 ELECTIONS & REFERENDA

Elections

- 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.
- 8.2** Directors shall be elected by Voting Members using the single transferable vote procedure. The election quota shall be calculated using the Droop formula and votes shall be transferred by means of the fractional method.

Referenda

- 8.3** Referenda 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 a new Saitsa Fee;
 - c) Any increase to an existing Saitsa Fee;
 - d) Any expenditure from the Restricted Students' Association Building Fund; or
 - e) Any other question as determined by the Board.
- 8.4** Referendum questions, which must be written in the form of a polar question, shall be determined by a three-quarters (3/4) majority vote of the Board with no less than thirty (30) days' notice to Voting Members.
- 8.5** Quorum for referenda shall be set at ten (10) percent of Voting Members.
- 8.6** Referenda shall be decided by a simple majority of votes cast. Administration, Oversight and Dispute Resolution
- 8.7** The ~~Chief Executive Officer~~ or designate shall be the chief returning officer responsible for the administration of elections and referenda processes.
- 8.8** 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 ~~Chief Executive Officer or designate~~ 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.

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9.0 EXTERNAL 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 affiliated with external advocacy organizations provided that:
- a) Saitsa's membership in the external organization 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.
- 9.4** 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.
- 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.

10.0 LIABILITY OF DIRECTORS

General Indemnity

- 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

- 10.2** 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 willful neglect or default, fraud, dishonesty or bad faith.

Insurance

- 10.3** Saitsa shall purchase and maintain such insurance for the benefit of the Directors as determined by the Board.

11.0 RECORDS & ACCESS TO INFORMATION

- 11.1** Saitsa records may be made publicly available or available to Voting Members upon request, subject to the *Personal Information Protection Act* (PIPA).

12.0 CORPORATE SEAL

- 12.1** Use of Saitsa's Corporate Seal shall be managed in accordance with signing authorities designated by the Board.

13.0 FINANCES

Fiscal Year

- 13.1** Saitsa's fiscal year shall be determined by the Board.

Annual Budget

- 13.2** The Annual Budget shall be prepared by the Chief Executive Officer or designate in accordance with direction by the Board.
- 13.3** The Annual Budget shall be approved by the Board each year.
- 13.4** In the event that the Board 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 provides audited financial statements annually to the SAIT Board of Governors and shall make these audited financial statements available to Voting Members.

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13.6 The Board shall appoint a recognized accounting firm annually by to audit Saitsa's financial records. The Board may determine to audit any accounts or records at any other interval.

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

Signing Authority

13.8 Signing and approval authorities for operational matters are delegated to the **Chief Executive Officer** and may be sub-delegated as reasonable and appropriate. Where required for operational matters duly implemented in accordance with Board direction, the President and Vice-Presidents shall be designated as signatories on behalf of the Board.

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Borrowing Powers

13.9 The Board may borrow sums of money in order to achieve the organization's objectives of Saitsa. In accordance with the *Societies Act*, a proposal to issue debentures must be approved by Special Resolution.

Board Remuneration

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

13.11 Remuneration may be adjusted once each fiscal year and may not exceed CPI.

13.12 Any increases to remuneration decided by the Board shall not take effect until after the subsequent general election period, generally May 1 of a given year.

14.0 BYLAWS

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

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.

14.3 Any policy, resolution, or other decision that contravenes these Bylaws shall be invalid and nullified to the extent of the contravention.