

Bylaws of Carleton University Students' Association ("CUSA")

Last updated December 6, 2021

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Section 1 – Directors

<u>Electing and Appointing Directors</u>	
1.1	<p>Who elects the directors and how are directors elected?</p> <p>The Members elect the Directors.</p> <p>The Directors shall be composed of:</p> <ul style="list-style-type: none"> • Eight (8) General Directors, comprised of Carleton University Students-At-Large; • One (1) President/Chief Executive Officer (“President/CEO”), Member; and • One (1) Secretary-Treasurer, Vice President Finance (“Secretary-Treasurer”), non-voting. <p>The Board Nominating Committee shall nominate a group of proposed, qualified Directors for the Members to elect at the Annual General Meeting, as per the Board Nominating Committee Terms of Reference.</p> <p>Six (6) of the ten (10) Directors, including the President/CEO and VP Finance/Secretary-Treasurer, shall be elected or appointed, as required, at each Annual General Meeting.</p>
1.2	<p>How long do Directors serve?</p> <p>Subject to the articles, each Director’s term of office will be from the date of the meeting at which they are elected or appointed until no later than the end of the second Annual General Meeting following the election, save and except for the President/CEO and the Secretary-Treasurer, whose term of office will be from the date of the meeting at which they are appointed until no later than the end of the first annual Member’s Meeting following the election.</p>
<u>Empty Seats</u>	
1.3	<p>In what situations does a Director cease holding office before the end of their term?</p> <p>A Director will stop holding office immediately, if he/she/they:</p> <ul style="list-style-type: none"> • ceases to be a Student-At-Large (President/CEO excepted); • dies; • becomes bankrupt; • fails to attend two consecutive board meetings without notifying the chair in advance; or • is found to be incapable of managing property by a court or under Ontario law. <p>A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.</p>
1.4	<p>Can the Members remove a Director from office?</p> <p>Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members’ Meeting with at least a majority (fifty-one percent (51%)) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may, in consultation with the Board Nominating Committee, fill the vacancy by a majority vote.</p>
1.5	<p>How are Board seats filled when they’ve been vacated mid-term?</p>

	<p>A vacancy on the Board shall be filled as follows:</p> <p>a. a quorum of Directors may, in consultation with the Board Nominating Committee, fill a vacancy among the Directors;</p> <p>b. if there is not a quorum of Directors or there has been a failure to appoint the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;</p> <p>c. if the vacancy occurs as a result of the Members removing a Director, the Members may, in consultation with the Board Nominating Committee, fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and</p> <p>d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.</p>
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<u>Committees</u>	
1.6	<p>Can the Board delegate its powers to a Managing Director or Executive Committee?</p> <p>The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.</p>
1.7	<p>Who decides on the composition and rules of Board committees?</p> <p>Any committee of Directors may create its own rules of procedure, subject to such rules or directions as the Board may from time to time make. The Board may remove any committee member by resolution.</p>

<u>Paying Directors</u>	
1.8	<p>Can we pay directors for their work as Directors?</p> <p>The Directors will fulfil their role as Director without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director.</p>
1.9	<p>Can we pay directors for their work in other capacities?</p> <p>The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:</p> <p>a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;</p> <p>b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:</p> <p>(i) considered reasonable by the Board;</p> <p>(ii) approved by the Board for payment by resolution passed before such payment is made; and</p> <p>(iii) in compliance with the conflict of interest provisions of the Act.</p> <p>The President/CEO and Secretary-Treasurer shall be remunerated as executive Officers of the</p>

	Corporation, not for their services on the Board.
<u>Discipline of Directors</u>	
1.10	Who can discipline Directors or terminate their Directorship? The Board may pass a resolution authorizing disciplinary action or the termination of a Director for: violating the Corporation's Code of Conduct, violating these Bylaws, or any other reason calling for discipline in the discretion of the Board.

Section 2 – Board Meetings

2.1	<p>Who can call Board Meetings? The Chair, the President/CEO, or any two (2) Directors jointly may call meetings of Directors at any time and any place on notice as required by the Notices Section of this Bylaw.</p>
<p><u>Board Meeting Notices</u></p>	
2.2	<p>Do we have to give advanced notice for Board Meetings? Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.</p>
2.3	<p>How long in advance does the notice have to be given? Notice of the time and place of the meeting must be given not less than two (2) days before the date that the meeting is to be held.</p>
2.4	<p>How should notice be given? Notice must be given according to requirements set out in the Notices Section of this Bylaw.</p>
2.5	<p>When can we have a Board Meeting without advanced notice? Notice of a meeting is not necessary if:</p> <ol style="list-style-type: none"> a. all of the Directors are present, and none objects to the holding of the meeting, b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.
2.6	<p>Can regular meetings be fixed? The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.</p>
<p><u>Conducting Board Meetings</u></p>	
2.7	<p>Who will chair Board Meetings? What if they are absent? The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair.</p>
2.8	<p>How will voting be conducted at the Board Meeting? Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act.</p>
2.9	<p>Will the Chair have the power to break ties? In case of an equality of votes, the Chair will not have a second or casting vote. In the case of a tie vote, the question shall fail.</p>
<p><u>Phone and e-Meetings</u></p>	
2.10	<p>Can Directors join Board Meetings online or by phone? If all of the Directors of the Corporation consent, a Director may participate in a meeting of the</p>

	<p>Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.</p>
<p><u>Confidential Meetings</u></p>	
2.11	<p>Can the Board hold confidential Board Meetings?</p> <p>Subject to the Act, the Board may hold confidential meetings when the following issues are addressed: legal, contractual, personnel, or any other issues which if discovered would compromise or adversely affect the Corporation.</p> <p>Confidential matters shall be included on the Board's In-Camera agenda in advance of the meeting by the Agenda Committee, or a Director may make a motion during a meeting to place an item on the In-Camera agenda.</p> <p>Directors are entitled to attend a confidential meeting, and any person whose presence is determined necessary may also be permitted to attend by resolution of the Board.</p> <p>Only voting members of the Board and those who were invited by the Board to be present at the Confidential meeting shall be entitled to review the minutes of that meeting.</p>

Section 3 - Officers

<u>Appointments and Removals</u>	
3.1	<p>What Executive Officers can the Members appoint?</p> <p>The Members will appoint the President/CEO, as elected by the Students-at-Large.</p> <p>The Members will appoint the Secretary-Treasurer in concert with the Vice President Finance and Secretary Treasurer Nomination Committee.</p> <p>The Members will elect the Vice President Internal, Vice President Student Issues, Vice President Student Life, and Vice President Community Engagement as outlined in the Vice Presidential Election and Appointment Policy.</p> <p>These Officers will have such authority and duties as the Members may assign from time to time.</p>
3.2	<p>What Officers can the Board appoint?</p> <p>The Board will appoint from among the Directors a Chair and will appoint the President/CEO, as elected by the Students-at-Large and confirmed by the Members, and will appoint the Secretary-Treasurer, as selected by the Members at the annual members meeting at its first meeting following the annual meeting of the Corporation. In the interim period between the annual meeting of the Corporation and the election of the Chair, the President/CEO shall act as Chair.</p> <p>The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.</p>
3.3	<p>Can one person hold more than one executive office?</p> <p>Except on a temporary basis as provided in 3.1 and 3.2, the same person may not hold two or more executive offices of the Corporation.</p>
3.4	<p>Who can remove an Executive Officer?</p> <p>The Board may remove any Executive Officer by resolution. The Members may also remove any Executive Officer by two thirds (2/3rds) vote.</p>
3.5	<p>For what reasons may an Executive Officer be removed?</p> <p>An Executive Officer may be removed for any reason.</p>
3.6	<p>Who can remove the Chair of the Board?</p> <p>The Board may remove the Chair by resolution.</p>
3.7	<p>For what reasons may the Chair of the Board be removed?</p> <p>The Chair may be removed for any reason.</p>
3.8	<p>Officers' Duties</p> <p>Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all of such duties.</p>
3.9	<p>Term of Office</p> <p>Officers shall hold office from the time of their appointment until the second half of the following annual meeting of the Corporation.</p>

3.10	<p>Duties of the Chair</p> <p>The Chair shall preside at Board meetings and such other duties as may be required by the Act or as the Board may determine from time to time.</p>
3.11	<p>Duties of the President/CEO</p> <p>The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.</p>
3.12	<p>Duties of the Secretary-Treasurer</p> <p>The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.</p>
3.13	<p>Duties of the Vice President Internal</p> <p>The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Members may determine from time to time.</p>
3.14	<p>Duties of the Vice President Student Issues</p> <p>The treasurer shall perform the duties described in Schedule D and such other duties as may be required by law or as the Members may determine from time to time.</p>
3.15	<p>Duties of the Vice President Student Life</p> <p>The treasurer shall perform the duties described in Schedule E and such other duties as may be required by law or as the Members may determine from time to time.</p>
3.16	<p>Duties of the Vice President Community Engagement</p> <p>The treasurer shall perform the duties described in Schedule F and such other duties as may be required by law or as the Members may determine from time to time.</p>

Section 4 – Conflicts of Interest & Protection of Directors & Others

<u>Conflicts of Interest</u>	
4.1	<p>Are Directors required to disclose any conflict of interest?</p> <p>A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.</p>
4.2	<p>Are Directors who have a conflict of interest allowed to vote?</p> <p>No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.</p>
<u>Protection of Directors & Others</u>	
4.3	<p>Protection of Directors & Others</p> <p>No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:</p> <ul style="list-style-type: none">a. complied with the Act and the Corporation's articles and Bylaws; andb. exercised their powers and discharged their duties in accordance with the Act.

Section 5 – Members

5.1	<p>How many classes of Membership are there? Membership in the Corporation shall consist of one (1) class of Members.</p>
5.2	<p>How does someone become a Member? A Member must be a Student-At-Large in the constituency they represent at the time of their election or acclamation and must remain a Student-At-Large in that constituency for the duration of their term as a Member (President/CEO excepted).</p> <p>Membership shall be composed of thirty-five (35) Members. The thirty-five (35) members shall be appointed or elected subject to the Corporation’s Member Appointment and Election Policy and shall be comprised of:</p> <ul style="list-style-type: none"> a) The President/CEO, elected by and from the Students-At-Large; b) One (1) Student-At-Large elected by and from those members registered as Special Students; c) One (1) Student-At-Large appointed by and from the Carleton Academic Student Government; d) One (1) Student-At-Large appointed by and from the Rideau River Residence Association; and e) Thirty-one (31) Students-At-Large elected by Students-At-Large enrolled in their faculty. <ul style="list-style-type: none"> i. There shall be the following five (5) faculties (each, a “Faculty”) from which Members shall be elected to Council: <ul style="list-style-type: none"> a) The Sprott School of Business; b) The Faculties of Public Affairs; c) The Faculties of Arts and Social Science; d) The Faculty of Engineering and Design; and e) The Faculty of Science. ii. Membership seats in Council shall be distributed to each Faculty in as close a proportion as possible to the annual enrollment statistics at the time of appointment or election, subject to the following: <ul style="list-style-type: none"> a) No Faculty shall have fewer than one (1) Member seat; and b) No Faculty shall have greater than sixteen (16) Member seats.
5.3	<p>What rights do Members have? As set out in the articles, each Member of the Council class is entitled to receive notice of, attend, and vote at all Members’ Meetings, and each Member of the Council class will be entitled to one (1) vote at such meetings.</p>
5.4	<p>How does membership end? Membership in Council class automatically terminates if the Member resigns, the Member ceases to maintain qualifications for Membership, or such membership is otherwise ended according to the Act or these Bylaws.</p>
5.5	<p>How long does membership last? An individual elected or acclaimed to Council shall hold their position as a Member commencing at the second part of the Annual General Meeting until the adjournment of the Annual General Meeting of the following year.</p>

Transferal of Membership

5.6	Can Members transfer their Membership to others? Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.
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Discipline of Members

5.7	Who can discipline Members or terminate their membership? The Members may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws and any other reasons calling for discipline in the Discretion of Discipliner.
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5.8	How much advanced notice must the discipliners give the Member? The discipliners must provide 15 days' written notice to a Member before passing the above-mentioned resolution.
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5.9	What information should the notice include? The notice will set out the reasons for the disciplinary action or termination of membership.
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5.10	Does the Member have a right to respond? The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.
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Section 6 – Members’ Meetings

<u>Annual Members’ Meeting</u>	
6.1	<p>When and where will the Annual Members’ Meeting be held? The Board will decide the date of the Annual Members’ Meeting. The Annual Members’ Meeting will take place in Ottawa, Ontario.</p> <p>The Board may further decide to hold the Annual Members’ Meeting by telephonic or electronic means. The telephone or electronic means must: (1) permit all participants to communicate adequately with each other during the meeting; (2) permit verification of the identity of individuals casting votes; and (3) prevent others from knowing how the individual cast the vote.</p>
6.2	<p>What will the agenda of the Annual Members’ Meeting (AGM) be? The business at the Annual Meeting will include the following:</p> <ol style="list-style-type: none"> a. approve the agenda for the AGM; b. approve the minutes of the previous AGM and any special meetings; c. approve the financial statements for the previous year; d. receive a report from the auditor or the person appointed to review the Corporation’s finances; e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement; f. set a day or days in any month or months for regular meetings of the Members; g. elect and/or appoint Directors; and h. any new or special business that was included in the notice of the meeting.
6.3	<p>Can anything be added to the agenda? If so, how? Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with the Act, so that such items of new business can be included in the notice of Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.</p>
6.4	<p>Do Members have a right to access financial documents ahead of the meeting? Any Member, upon request, shall be provided, not less than twenty-one (21) days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the Bylaws or articles.</p>
<u>Special Members’ Meetings</u>	
6.5	<p>Who can call a Special Members’ Meeting? The Directors may call a Special Members’ Meeting.</p> <p>At the Annual Meeting, and from time to time, the Speaker of Council may appoint a day or days in any month or months for regular meetings at an hour and place to be named, and for such meetings no subsequent notice need be sent.</p>
6.6	<p>Can the Members make the Directors call a Special Members’ Meeting? If so, how? The Board will convene a Special Members’ Meeting on written request of not less than fifteen percent (15%) of the Members for any purpose connected with the affairs of the Corporation</p>

	that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the request.
<u>Notice</u>	
6.7	Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet? Subject to the Act, not less than ten (10) and not more than fifty (50) days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.
6.8	How much detail must the notice contain? Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.
<u>Phone and e-Meetings</u>	
6.9	Can Members join Members' Meetings online or by phone? A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must: <ul style="list-style-type: none"> • allow all participants to communicate adequately with each other during the meeting • allow you to verify the identity of anyone casting a vote • prevent you from knowing how they voted. <p>A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.</p>
<u>Quorum</u>	
6.10	How many Members need to be at the Members' Meeting to conduct official business? A quorum for the transaction of business at a Members' Meeting is fifty-one percent (51%) of the Members entitled to vote at the meeting, whether present in person or by proxy.
6.11	What happens if you lose quorum part way through the meeting? A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.
<u>Chair of the Meeting</u>	
6.12	Who will chair Members' Meetings? The chair of the Members' meeting will be the Speaker of Council.
6.13	Who will chair Members' Meetings if the Chair is absent? In the Speaker of Council's absence, the Members present at any Members' meeting will choose a Member present to chair the meeting.
<u>Voting</u>	
6.14	How many votes will be necessary to pass a resolution? Business arising at any Members' Meeting having provided notice in the agenda will be decided by fifty-one percent (51%) of votes unless otherwise required by the Act or the Bylaws.

	Business arising at any Members' Meeting having not provided notice in the agenda will be decided by sixty-seven percent (67%) of votes unless otherwise required by the Act or the Bylaws.
6.15	How many votes will each Member have? Each voting Member will be entitled to one vote at any Members' Meeting.
6.16	Can Members vote by proxy? If a Member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.
6.17	How will votes be taken? Votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote. Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon a written ballot, the motion is lost. Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
6.18	Will the chair of the meeting have a vote? The chair of the meeting, if a voting Member, will have a vote.
6.19	Will abstentions be counted as votes? An abstention will not be considered a vote cast.
<u>Adjournments</u>	
6.20	Does the Chair need to provide Members with advanced notice before a follow-up meeting? The Chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
<u>Attendance</u>	
6.21	Who has a right to attend Members' Meetings? The only persons entitled to attend a Members' Meeting are: <ul style="list-style-type: none"> • the Members • the Directors • the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) • others who are entitled or required under any provision of the Act or the Articles of Incorporation to be present at the meeting, and • Students-At-Large

Council may hold confidential meetings when the following issues are addressed: legal, contractual, personnel or any other issue which if disclosed would compromise or adversely affect the Corporation.

Confidential matters may be included on a separate In-Camera agenda, as determined by the Senior Operations Committee of Council. A Member may make a motion during a Meeting to place an item In-Camera.

Members and Directors are entitled to attend confidential meetings. Additional participants can be invited to attend by the Senior Operations Committee or by a resolution of the Members.

Disciplinary Act or Termination for Cause

6.22 **How are Members Disciplined?**

Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or Bylaws.

The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership

Committees & Task Forces

6.23 **Can Committees or Task Forces be Appointed?**

The Council may from time to time appoint any committee, task force or other advisory body, as it deems necessary for such purposes and, subject to the Act, with such powers and comprised of such Members as the Council shall see fit.

A current list of Standing Committees and their mandates shall be maintained in the Council Standing Committees Terms of Reference. Any such committee will formulate its own rules of procedure, subject to such regulations or directions as the Council may from time to time make.

The selection and removal of Committee members shall be done by motion of the Council.

Section 7 – Notices

7.1	<p>What are valid ways of sending advanced notice of meetings?</p> <p>Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:</p> <ul style="list-style-type: none">• to the last address on record for that director or member;• by email;• by other electronic means; or• as the directors determine.
7.2	<p>Where should notices be sent?</p> <p>Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.</p>
7.3	<p>Can the right to notice be waived?</p> <p>Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.</p>
7.4	<p>Can we count the day the notice is sent as part of the total number of days required for advanced notice?</p> <p>Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.</p>
7.5	<p>What effect does an error or omission have on the validity of the notice?</p> <p>No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.</p>

Section 8 – Finances & Signing Authority

8.1	When does our financial year end? The financial year of the Corporation ends on April 30 in each year or on such other date as the Board may from time to time by resolution determine.
8.2	Does CUSA have a corporate seal? The seal of the Corporation, if any, will be in the form determined by the Board.
8.3	Execution of Contracts The Board shall, at its first opportunity following the Annual General Meeting, approve a list of Officers, Directors, employees, or other agents who are authorized to execute documents in relation to bills, cheques, deeds, transfers, assignments, contracts, obligations, and other instruments in writing. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.
8.4	Banking The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
8.5	Borrowing The Board shall by resolution have the authority to borrow money on the credit of the Corporation; limit or increase the amount of money borrowed; issue, sell, or pledge securities of the Corporation; and borrow against the assets of the Corporation.
8.6	Investments The Board shall by resolution have the authority to direct the investments of the Corporation. It may also enact an Investment Policy, that delegates its authority to other individuals to manage the investments of the Corporation.
8.7	Books & Records The Board shall ensure that all necessary books and records of the Corporation required by law are regularly and properly kept.
8.8	Annual Budget Process The Corporation shall maintain a one (1) year operating budget and rolling three (3) year capital budget that shall be updated annually no later than April 1 of each year, as per the approval process detailed within the Operating and Capital Budget Approval Policy, and in accordance with the Act.

Section 9 – Adoption and Amendment of Bylaws & Policies

<u>Adoption and Amendment of Bylaws</u>	
9.1	<p>What percentage of Member support does it take to change these Bylaws? The Members may from time to time amend this Bylaw with sixty-seven percent (67%) of the votes cast at a Members’ Meeting.</p>
9.2	<p>Can the Board change the Bylaws between Members’ Meetings? Only the voting Members may pass or amend this Bylaw.</p>
<u>Adoption of Policies</u>	
9.3	<p>Adoption of Policies The Board and Council shall establish their own procedures to govern the adoption, amendment and repeal of policies that are within their jurisdiction, in compliance with the procedures provided herein, and not contrary to the Act and the Letters Patent.</p>
9.4	<p>Board Policy Jurisdiction The Board shall have jurisdiction to generate, modify, repeal, and manage Policies and Procedures for the supervision of the management of the Corporation, with a focus on human resources, labour-management relations, internal controls, audit, legal and insurance, leases and contracts, purchasing and capital expenditures, banking and investment, physical plant, UC office, storage and business space, general corporate policies, and any Policy or Procedure that is not delegated herein to Council.</p>
9.5	<p>Council Policy Jurisdiction The Council shall have jurisdiction to generate, modify, repeal, and manage Policies and Procedures for advocacy and student interest positions and policies.</p> <p>If jurisdiction over a Policy is unclear, the Secretary-Treasurer shall make a recommendation to the Speaker of Council and the President/CEO for their joint decision. The Secretary-Treasurer shall be entitled to receive legal or financial advice to inform their recommendation. If agreement can’t be found, both the Council and the Board shall be required to approve the Policy.</p>

Section 10 – Definitions & Interpretation

10.1	<p>What if part of the Bylaw is invalid?</p> <p>The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.</p>
10.2	<p>What if parts of the Bylaw are inconsistent with the Articles or Act?</p> <p>If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.</p> <p>Other than as specified, all terms contained in this Bylaw that are defined in the Act shall have the meanings given to such terms same meaning as they do in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.</p>
10.3	<p>Common Definitions</p> <p>“Act” means the Not-for-Profit Corporations Act, 2010.</p> <p>“Articles of Incorporation” or “Articles” means the October 16, 1968 letters patent of Carleton University Students Association, Inc.</p> <p>“Board Nominating Committee” means a committee composed of one Director, two Members, and an administrative staff support who are responsible for the nomination of Directors pursuant to the Board Appointment and Election Policy.</p> <p>“Council” means the group comprising all of the Members of CUSA, which is tasked with the responsibilities of: representing the Students-At-Large in advocacy matters, holding the President and Vice Presidents accountable for their actions; election of the Speaker and the Board, focusing on the short-term actions of CUSA, and facilitating the recommendations from committees to Policy.</p> <p>“Policy” means the formal document that explains how CUSA handles certain operational issues, such as hiring procedures, privacy, and elections, and is developed by the Board, Council, or senior management staff, as delegated by the Board, the Act, or these Bylaws.</p> <p>“Procedure” means an operating procedure that is developed by staff or a designated committee of CUSA.</p> <p>“Speaker” means the Member elected from the Members based on ranked choice pursuant to the Policies for election set by Council from time to time.</p> <p>“Students-At-Large” means individuals currently enrolled in undergraduate-level courses at Carleton University in Ottawa, ON.</p> <p>“Vice-President Finance & Secretary-Treasurer” means the Director appointed by Council to hold this position and is responsible for preparation of an annual budget, monitoring departmental spending, ensuring approved budgets remain complied with, sit on committees responsible for the funding of the Board and/or Council.</p>

SCHEDULE A – Description of the President/CEO

1.1	<p>Role Statement</p> <p>If appointed, the President/Chief Executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the President.</p>
1.2	<p>Responsibilities</p> <p>Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.</p> <p>Direction. Serve as the Board’s central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board’s expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.</p> <p>Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.</p> <p>Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.</p> <p>Representation. Serve as the Board’s primary contact with the public.</p> <p>Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.</p> <p>Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors’ conduct.</p> <p>Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.</p> <p>Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.</p> <p>Committee Membership. Serve as a member on all Board committees.</p>

SCHEDULE B – Description of the Secretary-Treasurer

1.1	<p>Role Statement</p> <p>If appointed, the Secretary-Treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.</p>
1.2	<p>Responsibilities</p> <p>Custody of Funds.</p> <p>The Secretary-Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Secretary-Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Secretary-Treasurer shall also perform such other duties as may from time to time be directed by the Board.</p> <p>Document Management.</p> <p>Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.</p> <p>Meetings.</p> <p>Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.</p> <p>Board Conduct.</p> <p>Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.</p> <p>Mentorship.</p> <p>Serve as a mentor to other Directors.</p> <p>Financial Statement.</p> <p>Present to the Members at the Annual Meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.</p>

SCHEDULE C – Description of the Vice President Internal

1.1	<p>Role Statement</p> <p>To manage the operations of CUSA Clubs, Council administration, and governance document administration.</p>
1.1	<p>Responsibilities</p> <p>Responsible for all administrative requirements of Council, including:</p> <ul style="list-style-type: none"> a) Organizing and distributing a Student Representative Manual to all Members by the beginning of the Fall Term. b) Organizing a training session for the Members-elect no later than two (2) weeks prior to the end of the Winter term session. c) Oversee CUSA Clubs, and: <ul style="list-style-type: none"> i) Maintain communication between CUSA and CUSA Clubs; ii) Ensure the monetary requirements of Clubs are brought to the attention of the Clubs Oversight Committee; iii) Assist Clubs in their administrative requirements; iv) Ensure an information workshop for Clubs is held prior to fall certification; and v) Sit on the Clubs Oversight Committee. d) Serve as the clerk for all Executive meetings; and e) Act as the primary contact at CUSA for Galleria Bookings. <ul style="list-style-type: none"> i) Develop and maintain clear poster policy, and actively work to expand the current posting areas. f) Work in conjunction with the Vice President Student Life and CUSA Council to organize a CUSA Information Week. g) Organize an annual retreat for the CUSA Executive in the summer term and again in the winter term. h) Responsible for the coordination, general management and supervision of the affairs and operations of the Front Office. i) Work with the Vice President Community Engagement and Council in organizing a CUSA Information week.

SCHEDULE D – Description of the Vice President Student Issues

1.1	Role Statement Advocate and represent the interests of the undergraduate students. Work alongside the president to advocate to any relevant stakeholders.
1.2	Responsibilities Respond to concerns of Students-At-Large. Create campaigns relevant to student issues on campus, including but not limited to: sexual assault, substance use, financial literacy, mental health, Indigenous peoples, Black History month. Chair the CUSA Awards Committee and other relevant committees such as Student Mental Health Advisory Committee. Chief representative of CUSA on issues of equity to: Carleton University administration, Carleton University faculty, the Canadian Federation of Students, other post-secondary institutions, municipal governments, the provincial government, and the federal government, Carleton's Academic Student Government, Carleton Graduate Students' Association, Ottawa City Transportation, and other entities relevant to CUSA's equity missions.

SCHEDULE E – Description of the Vice President Student Life

1.1	<p>Role Statement</p> <p>Plan, organize, and execute events and programming for the undergraduate student body that enhance the student experience at Carleton University.</p>
1.2	<p>Primary Responsibilities</p> <p>Plan, organize, and execute events and programming for the Students-At-Large that fosters an engaging and safe environment for students of all genders, sexualities, backgrounds, ethnicities, cultures, and identities.</p> <p>Support the development of promotional and advertising programs and student information materials and monitor their success.</p> <p>Work closely with the CUSA full time staff, including the Events and Programming Coordinator, to plan and organize events and programming for the academic year.</p> <p>Work with the Events and Programs Coordinator to develop feedback tracking forms, evaluate current programming efforts, and strategically plan to make event/program processes more efficient for future years.</p> <p>Plan and support engaging programs for the CUSA businesses including Ollie’s Pub & Patio, Rooster’s Coffeehouse, and Haven Books & Café.</p> <p>Maintain Healthy and Communicative Relationships with different campus stakeholders including but not limited to:</p> <ul style="list-style-type: none"> ● Rideau River Residence Association; ● Student Experience Office; and ● Carleton University Athletics. <p>Work with the Vice President Community Engagement and Vice President Student Issues to deliver quality programming for campaigns and community partnerships.</p> <p>Help support the Student Experience Office with planning Fall Orientation Week.</p> <p>Act as a representative for CUSA on the Orientation Supervisory Board.</p> <p>Be the main point of contact from CUSA for the Student Experience Office to plan Fall Orientation Week.</p> <p>Host events and programming for Fall Orientation Week that will engage students with their Student Association.</p>

Plan and organize Carleton University homecoming events to enhance the football experience for students.

Organize Community Campaigns for the Annual Panda Game with Vice President Student Issues and Vice President Community Engagement.

Support the Student Experience Office in their hiring processes for Fall Orientation Coordinators.

Plan, organize, coordinate, and execute Winter Orientation Week programming.

Coordinate campus stakeholder events as it relates to Winter Orientation Week.

Oversee the successful execution and implementation of Winter Orientation Week programming and events run by different campus stakeholders and student groups.

Successfully transition the incoming Vice President Student Life.

SCHEDULE F – Description of the Vice President Community Engagement

1.1	Role Statement The Vice President Community Engagement manages and fosters relationships between Carleton University, Students-At-Large, and the Ottawa community at large.
1.2	Responsibilities Retain partnerships that are beneficial for the organization and the student body that uphold the values of the association Connect Students-At-Large with resources both on and off campus for volunteering or job opportunities. Create programming that aids in the professional development of students and fosters a community of Students-At-Large. In conjunction with the Vice President Student Life, be responsible for the promotion of the Service Centers Chair the Accessibility Fund Committee and administer the Accessibility Fund as laid out in Policy.