



# Students' Association Of Olds College

## Bylaws

# Contents

- 1 PREAMBLE 5
- 2 DEFINITIONS 5
- 3 ORGANIZATIONAL STRUCTURE 8
  - 3.1 General 8
  - 3.2 Composition 8
  - 3.3 Committees 8
  - 3.4 Eligibility 8
  - 3.5 Job Descriptions 9
- 4 MEMBERSHIP 9
  - 4.1 Members 9
  - 4.2 Rights & Responsibilities of Members 9
  - 4.3 Withdrawal of Membership 9
- 5 CHIEF ELECTORAL OFFICER 9
  - 5.1 CEO 9
- 6 ELECTION OF EXECUTIVE COUNCIL 10
  - 6.1 Nominations 10
    - SAOC shall hold elections to elect the Executive Council 10
  - 6.2 Forums 10
  - 6.3 Preparation for Voting 10
  - 6.4 Voting 11
  - 6.5 After Voting 11
  - 6.6 Appeals to Election Results 11
  - 6.7 New Executive Council 11
  - 6.8 President's Vacancy 11
  - 6.9 Terms in Office 11
- 7 APPOINTMENT OF THE STUDENT BOARD OF DIRECTORS 11
  - 7.1 Nominations 11
  - 7.2 Appointment 12
  - 7.3 Accountability/Responsibility 12
- 8 DUTIES 12
  - 8.1 President 12
  - 8.2 Vice President of Academics 12
  - 8.3 Vice President of Student Communications 12
  - 8.4 Executive Council 13

8.5	Directors	13
8.6	Executive Council Chair	13
8.7	Board of Governors Student Representative	13
8.8	Excused Absences	13
9	MEETINGS	14
9.1	Executive Council Meetings	14
9.2	Student Board of Directors Meetings	14
9.3	Annual General / General Meetings	14
9.4	Special Meetings	14
9.5	In-Camera	14
9.6	Quorum for Meetings	14
9.7	Voting at Meetings	15
9.8	Robert’s Rules of Order	15
10	RECORDS	15
10.1	Bylaws, Policies & Procedures	15
10.2	Minutes of the Meetings	16
11	PETITIONS & VOTE OF NON-CONFIDENCE	16
11.1	Other Petitions to the Association	17
12	REFERENDA	17
13	GOVERNING REMUNERATION & WAGES	17
13.1	Remunerations	17
13.2	Remuneration Reduction	17
13.3	Wages	18
14	BUDGETS / FEES / AUDITS	18
14.1	Budget	18
14.2	Collection of Fees	18
14.3	Audit	19
15	BORROWING MONEY	19
16	SUMMER BUSINESS FUND	19
16.1	Summer Cheque or Cash Disbursements	19
17	EXPENDITURES	19
17.1	Travel Expenses	19
18	SAOC CLUBS / SOCIETIES	19
18.1	Sanctioning	19
18.2	Financial Responsibilities	20
18.3	Use of Funds	20

18.4 Signing Authorities 20

18.5 Record Keeping 20

18.6 Funding 21

18.7 Debts and Responsibilities 21

19 BYLAW, POLICY & PROCEDURES 21

20 AMENDMENTS 21

21 MEMBERSHIP IN EXTERNAL ORGANIZATIONS 21

22 EXECUTIVE DIRECTOR 22

23 INSURANCE 22

    23.1 Liability of Directors 22

    23.2 General Indemnity 22

24 CURING 22

25 EMERGENCY OPERATIONS 23

26 DISSOLUTION OF SAOC 23

## 1 PREAMBLE

In accordance with section 93 of the Post-Secondary Learning Act of Alberta, SA 2003, c.P-19.5 (the “Act”) the Students’ Association of Olds College exists. The registered name shall be Students’ Association of Olds College, (“SAOC”).

## 2 DEFINITIONS

- 2.1 **Academic Year** means the period in which Olds College operates as outlined by the Olds College Academic Calendar.
- 2.2 **Act** means the Post-Secondary Learning Act.
- 2.3 **Active Student** means a student who is enrolled in Olds College in the current academic year.
- 2.4 **Ad-Hoc Committee** means a special committee established by the Board of Directors for a purpose and dissolved when that purpose has been achieved.
- 2.5 **Annual Budget** means a financial projection of annual expenditures and revenue in which SAOC operates for the fiscal year, as approved by the Board of Directors.
- 2.6 **Annual Return** means a filing of updates to Olds College Business Department on information pertaining to, SAOC’s Directors, mailing address and most recently approved financial statements.
- 2.7 **Associate Member** means an individual, who by purchasing admission to an SAOC-hosted event, can claim membership for the day of the event only and is not entitled to any other SAOC benefits during that period.
- 2.8 **Board** means the Board of Directors of SAOC.
- 2.9 **Board Chair** means the person who is appointed by the Board to oversee meetings and preside over affairs of the Board.
- 2.10 **Board Vice-Chair** means the person who is appointed by the Board to oversee meetings and preside over affairs of the Board in the absence of the Board Chair.
- 2.11 **Bylaws** mean the Bylaws of SAOC as amended.
- 2.12 **By-Election** means an election used to fill vacancies on the Board of Directors or Executive Council.
- 2.13 **Candidate** means a person whose nomination is accepted by SAOC.
- 2.14 **Chair** shall refer to the person who is designated to conduct a meeting according to the bylaws of the SAOC.

- 2.15 Code of Conduct & Ethics** means the SAOC policy that prescribes standards of acceptable behaviour for all individuals involved with SAOC.
- 2.16 Committee Chair** means the person who presides over meetings and affairs of the committee.
- 2.17 Director** means a person elected or appointed to the Board and includes Executive Council members.
- 2.18 ED** means the person in the role of the Executive Director
- 2.19 Ex-Officio** means a person who, by 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.
- 2.20 Forum** refers to a meeting where ideas and views are exchanged.
- 2.21 Good Standing** - A person or organization in good standing is regarded as having complied with all their explicit obligations while not being subject to any form of sanction.
- 2.22 H & D** refers to the Health & Dental plan.
- 2.23 In-Camera** means a meeting or part of a meeting where only those members in attendance and those designated by the Chair will be eligible to attend. Minutes of the in-camera will only be recorded if a decision is made.
- 2.24 Member** means an active student who has paid their SAOC fees within the current academic year.
- 2.25 Normal Operations** means the operation of a company or institution without significant changes that would impair its ability to meet its objectives.
- 2.26 Quorum** means the minimum number of members required at regular or special meetings as defined in the Bylaws.
- 2.27 Roberts Rules of Order** means the rules by which meetings of SAOC will be conducted.
- 2.28 SAOC** means the Students' Association of Olds College.
- 2.29 SAOC Fees** means all fees collected by SAOC, including but not limited to: membership fees, funds, levies, and health and dental fees.
- 2.30 SBOD** means Student Board of Directors
- 2.31 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.
- 2.32 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.
- 2.33 Term** shall refer to an Executive Council member's time in office.

**2.34 The Crossing** means The Crossing Restaurant & Pub owned and operated by the SAOC.

**2.35 Unforeseen Circumstances** mean a situation that has happened which was not expected to happen or known about beforehand.

## 3 ORGANIZATIONAL STRUCTURE

### 3.1 General

The purpose of the Students Association of Olds College and the correlating executive team is to provide a united front for student affairs, including the development and continuity of student committees, the enforcement, advocacy, and maintenance of policies and bylaws in relation to students and student affairs and the promotion of student welfare overall.

- i. The Executive Council is the executive authority of SAOC and acts as a liaison between the Board, the Membership, the administration of Olds College and all external organizations;
- ii. The Student Board of Directors hereby referred to as “SBOD” governs the affairs of SAOC. SBOD has the powers necessary to administer SAOC and to make all strategic decisions regarding SAOC;
- iii. The SAOC shall have an Executive Director to oversee business and management structures to the benefit of the Association as a whole.

### 3.2 Composition

The members of the Executive Council shall be composed of the President, Vice-President of Academics and Vice President of Student Communications. Each member of the Executive Council shall be a voting member of the SBOD unless acting as chair of a SBOD meeting. In addition to the Executive Council, two representatives from each School of Olds College will be considered voting members of the SBOD. Each member of the Executive Council may be an ex-officio member of all committees of SBOD.

### 3.3 Committees

SAOC shall have the following standing committees of the board which are established by SBOD. Members of the Board are required to sit on a minimum of one standing committee. Standing committees shall meet regularly with a minimum requirement of one meeting per semester. SBOD may create ad-hoc committees as necessary to complete and/or enhance the business of the Association. The committees are:

- i. Bylaw / Policy Committee
- ii. Mental Health Committee
- iii. Student Life Committee
- iv. Capital Campaign Committee

### 3.4 Eligibility

All candidates for the Executive Council and/or SBOD are required to be current members of the Students' Association

- i. Members of the SAOC who wish to be candidates for Executive Council and/or SBOD shall have obtained and maintained the academic standard of a grade point average (GPA) of 2.00 or greater cumulative. This will be verified by the Executive Director before candidates are selected. If at any time during office, the GPA goes below the required grade, the member must report this to the Executive Council. Additionally, the ED will verify the GPA of all Executive Council and Directors throughout the year to ensure they meet the minimum requirement. If the GPA requirement is not met at this time, the member shall be placed on probation and a timeline shall be worked out to give the member an opportunity to improve their GPA to be at or above the required grade. If the timeline is not met the member must resign from their position.
- ii. Members who have previously held a position on the SBOD or Executive Council, and have been removed from their position through a vote of non-confidence will not be eligible.



### 3.5 Job Descriptions

The SAOC shall keep job descriptions in its records for all elected and hired positions.

## 4 MEMBERSHIP

### 4.1 Members

- i. The SAOC's membership shall consist of all students of Olds College who are required to pay SAOC fees in accordance with regulations published in the Olds College Calendar;
- ii. Students who are exempt from paying fees by government regulations shall be members of the SAOC with all rights and privileges;
- iii. Every individual member of the SAOC is deemed to agree to abide by and be bound by the provisions of these Bylaws.

### 4.2 Rights & Responsibilities of Members

Members of SAOC in good standing shall be entitled to the following:

- i. Access services, programs and facilities provided or operated by SAOC;
- ii. Participate in the SAOC Health and Dental Plan if required fees have been paid;
- iii. Participation in all SAOC elections and referenda;
- iv. Run in an election for a Director or Executive Council position.

### 4.3 Withdrawal of Membership

- i. SAOC Membership shall terminate upon the member ceasing to be a student at Olds College with the exception of students engaged in ongoing academic appeals.
- ii. The SAOC shall be under no obligation to refund fees collected from members withdrawing from the college if the withdrawal does not conform to Olds College policy respecting withdrawal and refund dates.
- iii. Action may be taken by the SAOC to address any members' failure to abide by all bylaws and policies of the Association up to and including termination or expulsion of membership. SBOD shall vote to terminate or expel membership by a two-thirds majority vote.

## 5 CHIEF ELECTORAL OFFICER

### 5.1 CEO

The CEO shall be responsible to the SAOC, through the SBOD, for all elections and referenda held during the school year. The CEO may recruit assistance from current Executives and/or Directors. Should the CEO be unable to serve due to some conflict of interest, an alternative CEO shall be appointed by the Executive Council for that election selected from amongst fellow Executives and/or Directors.

Election of the Executive Council shall be held in March each year and specific duties of the CEO include, but are not limited to:

- i. Propose dates for special elections and referenda for approval by the SBOD.
- ii. Formally announces the election and/or referendum including:
  - o Dates nominations open and close;
  - o Dates campaigning starts and ends;
  - o Dates, places, and times of voting;
  - o Offices and/or issues to be decided;
  - o Availability of additional information, forms, etc.

- iii. Distributes and accepts nominations and petitions for a referendum, including validation of petitions and posting of an official list of candidates.
- iv. Informs candidates, proponents of petitions, and constituents of election and referendum rules and schedules.
- v. Conducts the election and/or referendum, including ensuring compliance with election rules, and verifying election and/or referendum results.
- vi. Reports election and/or referendum results to the SBOD with recommendations for improvements and/or changes to the process if needed.
- vii. By-elections to fill vacant positions on Executive Council will follow the same process as regularly scheduled elections.

## 6 ELECTION OF EXECUTIVE COUNCIL

### 6.1 Nominations

SAOC shall hold elections to elect the Executive Council

- i. Nomination forms for each candidate shall be made available at the SAOC Office and filed with the CEO at least fourteen days before the Executive Council election date. Alternative timelines may be decided upon by a majority vote through the SBOD.
- ii. Nominees shall sign the nomination form indicating that they are aware of campaign rules and are willing and capable of fulfilling the obligations of the office and agree to grant the Executive Director access to student records necessary to ensure the necessary qualifications for office are met.
- iii. Only those duly nominated for office shall be included in all official lists of candidates for office and shall have their names placed on the ballot. At the close of nominations, the official list of candidates shall be posted and/or published by the CEO. All nominees wishing to withdraw their nomination must do so in writing 24 hours prior to the election.
- iv. No candidate may be nominated for more than one executive position in any election. If there are no nominations received for all positions, new dates of elections may be set by the CEO.
- v. Campaigning may not start until election nominations have closed and must terminate prior to Election Day. All nominees must review the duties and responsibilities of the Executive Council as supplied by the SAOC.
- vi. If only one nomination is submitted for any elected position by the close of the nomination period, the candidate's name shall be placed on the ballot as a yes/no vote.
- vii. Campaigning must be conducted in accordance with the Information for Candidates package given to each nominee which is to be updated and approved by the Executive.

### 6.2 Forums

- i. For each election, the CEO shall arrange for one or more student forums where the candidates' issues may be discussed. Forum dates and times shall be announced at the time the election is called.
- ii. Forums must contain an explanation of election rules, the opportunity for candidates and/or speakers for and against a referendum question, and an opportunity for questions from any student present.
- iii. Forums shall not be held less than one day prior to the election.

### 6.3 Preparation for Voting

- i. Ballots shall be prepared by the CEO from the official list of nominees and forwarded to a third party of the SAOC 48 hours before advanced polling begins.
- ii. The executive council decides what voting system will be utilized.

## **6.4 Voting**

All eligible voters shall have one vote in SAOC elections accessible to them via their Student I.D. number.

## **6.5 After Voting**

- i. Immediately after the polls close, a completed ballot will be sealed by a third party.
- ii. The designated third party is responsible to open the computerized ballots and compile the results.
- iii. No candidates may be present during the compilation of the results.
- iv. When the designated third party is finished compiling the results, they will send the results to the CEO.
- v. The CEO will declare the official results via a campus-wide announcement.
- vi. All elections shall be decided by plurality vote.

## **6.6 Appeals to Election Results**

The computerized ballots and tally sheets shall be kept for five full business days to allow for appeals to be filed. After that time, if there is no appeal, the ballots and tally sheets shall be destroyed by the designated third party.

## **6.7 New Executive Council**

The new members will take office on April 1. If any of the new Executive Council members do not return in the fall, the remaining Executive Council members will act on their behalf until the position is filled.

## **6.8 President's Vacancy**

Vacancy in the office of the President shall be filled by holding a new election. Prior to this election, the CEO will act on behalf of the President. The Presidents' position may remain vacant if the duties are being fulfilled by the Executive Council. In the case that the executive chooses to share or appoint the presidential duties, each member will still be held responsible for their regular positional duties.

## **6.9 Terms in Office**

Each Executive Council member's term in office shall begin April 1 and end the following year on March 31.

- i. If elected or acclaimed during a by-election, the Executive Council member's term in office shall begin upon confirmation of the election results by the CEO.
- ii. Executive Council members elected during a by-election shall still end their term on March 31.

# **7 APPOINTMENT OF THE STUDENT BOARD OF DIRECTORS**

## **7.1 Nominations**

- i. Nomination and appointment of the Directors shall be held in September each year.
- ii. Nomination papers for each candidate shall be made available at the SAOC office and shall be signed by at least four students within the student's school of study and filed at least three days before the candidate interview date.
- iii. The nomination form shall be signed indicating that the nominee is aware of the requirements of the position and is willing and capable of fulfilling the obligations of office.
- iv. Only members of the SAOC may be candidates for a Student Board of Directors position.
- v. All nominees must review the Duties and Responsibilities of Directors.

## **7.2 Appointment**

- i. Appointment of Directors shall take place after closing of the nominations. If only two nominations have been received from a school, the nominated candidates will be appointed by acclamation.
- ii. If more than two nominations have been received, the CEO and/or another executive shall interview each nominee. The Executive Council shall then make the final decision as to the appointment and inform the nominees.
- iii. Each nominee shall have the opportunity to rescind their nomination before the decision of appointment.

## **7.3 Accountability/Responsibility**

- All members of SBOD have an obligation to fulfill the duties as outlined in their job description. Failure to fulfill these duties will result in an evaluation of the performance of the individual followed by a corrective action to remain a SBOD member
- The evaluation will be an agenda item at a regular Executive Council meeting. If further action is required, the evaluation will progress to SBOD for further discussion and possible action. The SBOD reserves the right to remove any member who is unsatisfactorily fulfilling their duties.

# **8 DUTIES**

## **8.1 President**

The President acts as the public representative of the Association. They are the main SAOC point of contact for external parties such as the media and Olds College. This position oversees all the other executives, as well as the organization's strategy, operations and employees of the SAOC. This wide-ranging position is responsible for an enormous range of tasks, including heading major initiatives, working with the Olds College senior administration and the various faculties. The President leads and motivates the Executive Council and assists with establishing long- and short-term goals. The President is responsible for overseeing the business affairs of the Association in conjunction with the office staff. The President sits on the Capital Campaign Committee as well as any related Olds College Committees.

## **8.2 Vice President of Academics**

The Vice President of Academics acts as the CEO, assists students with academic appeals and works to resolve issues that students are facing at Olds College. The VP of Academics also provides feedback on proposed curriculum and policy changes and is responsible for all advocacy related to academic issues at Olds College and advocating on behalf of students to all levels of government. This position sits on the Academic Council and the Policy & Bylaw Committee and works closely with a variety of the staff, faculty to ensure that students receive the best possible education at Olds College. This position also recruits members for the Student Board of Directors and Academic Council, assists with orientation and election procedures.

## **8.3 Vice President of Student Communications**

The Vice President of Student Communications is responsible for all communications between the student body and the Students' Association, creating, organizing and promoting all social media communications for the students' association as well as interacting with the community of Olds to maintain and build upon current relationships. This includes functions and campaign awareness, monthly newsletters and email correspondence. The VP of Student Communications is responsible for scheduling and organizing SAOC events, campus clubs and monthly Club President meetings. This position will also work with residence, athletics and the mental health and wellness departments to ensure the distribution of event information for clubs and campus wide activities. This position will sit on the Mental Health and SSCE committees.

#### **8.4 Executive Council**

The Executive Council shall be responsible for upholding and maintaining the Bylaws and Policies for the effective and efficient administration of the SAOC and ensures that Co-Executives are held accountable.

- i. Perform to the best of their abilities all duties necessary as stated in the Bylaws and Policies or as assigned by the SBOD, to the betterment of the SAOC.
- ii. Place the best interests of the SAOC, Olds College, and all SAOC members ahead of the interests or wishes of any specific group or individual.
- iii. Adhere to the prescribed job descriptions as presented to them at the beginning of their term.
- iv. Meet on a weekly basis. Attendance of these meetings is mandatory.
- v. SAOC Executive must be available in-office to students, a minimum of five hours a week
- vi. In total, the executive must spend a minimum of ten hours per week (including meetings) representing the SAOC
- vii. Failure to meet these requirements will result in the student being paid an hourly rate for their honorarium period and will be brought to the next SBOD meeting for discussion.

#### **8.5 Directors**

Directors shall serve as a member of SBOD for their school of study and keep students informed of the activities of the SAOC and vice versa.

- i. Adhere to the prescribed job descriptions as presented at the beginning of their term.
- ii. Place the best interest of the SAOC, Olds College, and all SAOC members ahead of the interests or wishes of any group or individual.
- iii. Work on at least one of the committees of the board for the duration of their term.
- iv. Meet a minimum of every two weeks attendance at these meetings is mandatory.
- v. Must spend at least 30 minutes per week monitoring “The Hive” student commons.
- vi. Sign a commitment agreement outlining the duties and responsibilities of their position. Failure to abide by this agreement may result in remuneration reduction or removal from office.
- vii. Visit the SAOC office a minimum of two (2) times per week to ensure that current information from SAOC is available to the student body.
- viii. Ensure Co-Directors are held accountable.
- ix. Complete and deliver all reports.

#### **8.6 Executive Council Chair**

The Chair of the Council shall be non-voting unless in the case of a tie vote. The Chair is responsible for presiding over board meetings and ensuring proper order.

#### **8.7 Board of Governors Student Representative**

In accordance with Section 44(2). II of the Post-secondary Learning Act of Alberta, The Board of a public college shall consist of one student nominated by the council of the Students’ Association.

#### **8.8 Excused Absences**

To receive an excused absence, written notification of the meeting, event, or office hours to be missed and the reason for missing the meeting, event, or office hours must be given to at least two (2) members within the SAOC executive council 24 hours prior to said meeting, event, or office hours (at the discretion of the executive council). If no notice is given see Bylaw regarding disciplinary action.

## 9 MEETINGS

The business of the SAOC shall be conducted at meetings of the SBOD, Executive Council, and at General Meetings of the SAOC.

### 9.1 Executive Council Meetings

- i. All Executive Council meetings shall be open to SAOC members and the public apart from in-camera sessions.
- ii. The Executive Council shall hold a regular meeting every week during the school year or as provided in other sections of the bylaws. Meetings may be suspended or moved based on a majority vote.

### 9.2 Student Board of Directors Meetings

- i. The SBOD shall hold a regular meeting once every two weeks during the school year or as provided in other sections of the bylaws. Meetings may be suspended or moved based on a majority vote.
- ii. A meeting of the SBOD may be called by any member of the SBOD to the President and shall be deemed a special meeting. There must be notice of this meeting given to all SBOD members. At least 48 hours' notice must be given for a special meeting:
  - o Notification of change in regular meetings shall be given by the Office personnel to SBOD members at least five days in advance;
  - o The President shall preside over all meetings. If the President is absent or chooses to pass the chair, the CEO shall preside;
- iii. All meetings of the SBOD shall be open to all SAOC members and the public apart from in-camera sessions.

### 9.3 Annual General / General Meetings

An Annual General Meeting will be conducted after the completion of the financial audit. The current audited financial statement including income, disbursements, assets, and liabilities, which shall be dated and signed by the SAOC's auditor, will be presented at the AGM.

- iv. The Annual General Meeting shall be held each year after the Directors have been appointed. All members of the SAOC shall be invited to this meeting.
- v. General Meetings of the SAOC may be called from time to time by a majority vote of SBOD.
- vi. General Meetings of the SAOC shall be called by the President if and when a petition representing 10% of the membership of the SAOC is presented to SBOD in an open meeting.
- vii. Special meetings shall be used for informing the SAOC membership of any issues or activities of interest that pertain to student affairs. They will also be used to inform students of any upcoming referendum issues.
- viii. Members shall be given 14 days' notice via email of all General Meetings.

### 9.4 Special Meetings

Any member of the Executive Council has the authority to call a Special Meeting of the Executive Council. The President and/or CEO has the authority to call a Special Meeting of the SBOD in addition to regular meetings.

### 9.5 In-Camera

In Camera may be used at the discretion of the SBOD and/or Executive Council.

### 9.6 Quorum for Meetings

Meetings of the SBOD and/or Executive Council require a quorum.

- i. At meetings of the Executive Council, a quorum shall consist of half plus one of the voting members of the Executive Council excluding the Chairperson;
- ii. At meetings of the SBOD, a quorum shall consist of half plus one of the voting members of SBOD, including one more than half of the Executive Council excluding the Chairperson;
- iii. At general meetings of the Association, a quorum shall consist of half plus one of the voting members of SBOD.

## 9.7 Voting at Meetings

At meetings of the Executive Council, SBOD and/or general meetings of the SAOC, all members shall have one vote, with the following limitations:

- o There shall be no voting by proxy at any meeting of the SAOC;
  - o Manner of voting at SAOC meetings shall be at the discretion of the Chair and shall remain consistent throughout the year.
  - o A secret ballot shall be used if requested by a simple majority of voting members present at any meeting, or at the discretion of the Chair;
  - o In the event of a tie vote, the Chair shall cast the deciding vote;
  - o The Chair shall have the right to pass the chair in their absence to the CEO or to another voting member of the Executive Council to present business for consideration. For the duration of that item of business/meeting, the delegated officer shall have all powers of the Chair, and shall not vote. The chair shall be returned after action is taken on that item of business/meeting.
- i. All other meetings of the SAOC, i.e. committee meetings, shall be chaired by a member of the Executive Council. Voting at these meetings shall be by the same method as all other meetings of the SAOC.
  - ii. During executive meetings, all business shall be carried by a majority vote of Executive members present when a quorum is met.
  - iii. During SBOD meetings, all business shall be carried by a majority vote of SBOD and Executive members present when a quorum is met.

## 9.8 Robert's Rules of Order

Unless otherwise specified in the Bylaws, all business of the SBOD and the SAOC, in general, shall be conducted in accordance with Robert's Rules of Order as outlined in SAOC's Policy and Procedure Manual.

# 10 RECORDS

## 10.1 Bylaws, Policies & Procedures

A record of the Bylaws and the Policies and Procedures Manual shall be kept in the SAOC office and shall be made available to any SAOC member upon request. All financial books and corporate records of the SAOC except those deemed by SBOD to be restricted shall be made available to any member of the SAOC upon request.

Records that have been deemed restricted shall only be made available to persons charged with the operation, administration, and governance of the SAOC. Restricted information includes but is not limited to:

- o Employee personnel files and evaluations;
- o Volunteer files and evaluations;
- o Personal communications;
- o Business operating records;
- o Research and survey results;
- o Matters in contemplation of litigation;

- Contracts with third parties;
- Minutes of any closed session/meeting of the SAOC;
- Any information governed by relevant legislation such as FOIP.

The Executive Director and/or Administrative Assistant shall be responsible for keeping and maintaining all records that need to be kept. This shall be done in keeping with SAOC Policy and Procedures.

## 10.2 Minutes of the Meetings

The SAOC shall sign hard copies of the minutes of all meetings to be made available to SAOC members and for auditing purposes. It shall be the duty of the President in conjunction with the CEO to ensure that each set of minutes accurately reflects the content of any meeting.

- Executive Council minutes shall be amended and/or approved at each subsequent Executive Council meeting.
- SBOD minutes shall be amended and/or approved at each subsequent SBOD meeting.
- Executive Council minutes shall be submitted at each SBOD meeting as information.

## 11 PETITIONS & VOTE OF NON-CONFIDENCE

A vote of non-confidence is a vote through which the SBOD can remove any member of Executive Council and/or SBOD from office by a formal motion of two SBOD members, hereafter called the maker and seconder of the motion, for reasons including:

- i. Consistent failure to attend mandatory meetings;
- ii. Representation of SAOC in a manner not in keeping with or against the will of SBOD;
- iii. Failing to keep the required GPA;
- iv. Failure to perform required duties;
- v. Dismissal with cause as outlined by the Progressive Discipline Policy

A written motion of non-confidence, signed by the maker and the seconder of the motion must be prepared. The written motion must contain the reasons for the vote of non-confidence including specific examples. A copy of the motion must be presented to the President at least four (4) working days prior to the meeting to allow time for the subject of the motion to be informed by the President that they are the subject of a vote of non-confidence.

- vi. If the President is the subject of the no-confidence vote, the CEO shall act as the chair for the purposes of this motion.
- vii. The subject of the vote of non-confidence must have the opportunity to resign and/or defend him/herself.
- viii. If any member of the SBOD feels adequate notice has not been given they may move to the table.
- ix. The motion to table must pass by a simple majority, but a vote of non-confidence may only be tabled once.

A vote of non-confidence must be approved by a two-thirds majority of the voting members of the SBOD at a closed session of SBOD.

- Votes to abstain will not be included when calculating the vote.
- Votes of non-confidence shall be made by secret, written ballot with the vote recorded in the minutes.
- Votes will be counted by the AC and CEO (for accountability) unless it is his/her position under question at which time the President will count.
- x. If the vote of non-confidence is approved, the subject of the vote must resign.
- xi. Petitions of non-confidence must conform to the standards for a valid petition according to the Policies and



Procedures of the SAOC.

- xii. The petition must be presented to SBOD at an open meeting and the petition organizers must be given an opportunity to speak.
- xiii. The petition shall then be validated by the CEO. This must be done within 10 business days of receipt of the petition. The CEO shall report the validity of the petition to SBOD for action.
- xiv. If the petition is valid and contains enough valid signatures, the SBOD must accept the petition and the subject of the petition must resign.

### **11.1 Other Petitions to the Association**

Members of the SAOC may petition the Association to take action on or otherwise address a given issue.

- i. Petitions will be considered valid only if made following SAOC policy on petitioning the Association.
- ii. Members who have previously held a position on the SBOD or Executive Council, and have been removed from their position through a vote of non-confidence will not be eligible.

## **12 REFERENDA**

A matter will go to vote by referendum if:

- i. Changes in the collection and/or amount of SAOC fees exceed the set limits;
- ii. Changes are to be made to per capita allocations of SAOC fees including the establishment of new allocations;
- iii. Expenditures or encumbrances from the Building Fund would reduce the fund to below the level of the previous audit;
- iv. A valid petition requesting a referendum has been submitted and verified and a two-thirds vote has been made on the issue through a motion by the SBOD.
- v. A referendum question must indicate whether it is binding or advisory.
- vi. A referendum question may be presented to SAOC members through the regular election process of Executive Members.
- vii. A referendum question may be brought to the membership for voting at any time through the decision of the SBOD.
- viii. All binding referenda require a two-thirds majority of votes received to pass.
- ix. All advisory referenda require a simple majority vote to pass.
- x. The quorum for referenda shall be 5% of the membership of the SAOC.

## **13 GOVERNING REMUNERATION & WAGES**

To compensate members of the SBOD for their time and effort, to provide an incentive to students to serve with the SAOC, and to provide a format for the evaluation of the effectiveness of Executive Council and/or SBOD, remuneration shall be given as provided in this bylaw and/or as decided by a vote of the SBOD.

### **13.1 Remunerations**

- i. SBOD shall receive monthly remuneration as per SAOC's policies and procedures.
- ii. Remuneration shall be based on office hours and meetings attended, and duties performed from the first day of the month to the last day of the month.
- iii. In the event of a resignation/removal/termination from office, the remuneration shall be prorated from the first day of the month to the last day in office.

### **13.2 Remuneration Reduction**

The following shall be grounds to withhold or prorate remuneration:

- Non-performance of duties;
- Habitual unexcused absences from mandated meetings;
- Failure of a Director to abide by the terms of the commitment agreement.

The decision to withhold or prorate remuneration shall be implemented by the Executive Director at the authorization of the President and CEO.

- The authorization on Executive Council member's remuneration lies with the President;
- The authorization on the President's remuneration lies with the SBOD;
- The authorization on the School Representatives' remuneration lies with the Executive Council.

Written reasons for withholding remuneration shall be given to the member by the President and/or the CEO and a copy shall be kept on file

### **13.3 Wages**

Wage rates for SAOC employees shall be recommended, in accordance with SAOC guidelines, by the President and CEO at the time of preparation of the SAOC budget. These recommendations shall be voted upon as part of the SAOC budget by the SBOD.

## **14 BUDGETS / FEES / AUDITS**

### **14.1 Budget**

- i. The SAOC fiscal year will be from April 1 to March 31 annually and a budget shall be maintained annually.
- ii. All budgets shall be prepared in detail by the current Executive Council and Executive Director after audited financial statements are available. For the purpose of business operations, the incoming SBOD will adopt the budget.
- iii. SBOD shall be empowered to delete from, add to, or accept as submitted, the SAOC budget. All decisions shall be made by majority vote and shall be recorded accurately in the minutes of the meeting.
- iv. The outgoing Executive Council and Executive Director will present the adopted budget to the incoming Executive Council by March 31 annually.
- v. In September of every year, the Executive Council will review the adopted budget(s), the financial statements, and supporting documents.
- vi. The President monitors and updates the SAOC budget with the Executive Director twice throughout the year. These updates will be made in October and February. This information will be presented as the year to date budget analysis to the current SBOD.

### **14.2 Collection of Fees**

- i. SAOC members shall pay a per-credit fee, set by SBOD, to be collected with tuition and remitted monthly to the SAOC from Olds College.
- ii. Apprentices and students taking certificates shall be charged the per credit fee converted to a per week basis, collected with tuition in one lump sum.
- iii. Changes in the membership fee schedule that represent an increase greater than 10% must be approved by referendum.
- iv. A building fee shall be determined on a per-credit basis by the SAOC and collected with tuition.

### **14.3 Audit**

- i. The books and finances of the SAOC shall be audited at least once per year;
- ii. The SBOD in conjunction with the AC appoints an independent auditor to audit the books and finances of the SAOC;
- iii. The annual audit shall take place after the end of the SAOC fiscal year (March 31);
- iv. The audited financial statements and management letter shall be put forth to the Executive Council, SBOD, and the Olds College for informational purposes only.

## **15 BORROWING MONEY**

To carrying out its objectives, SAOC may borrow or raise or secure the payment of money in such a manner as it deems fit, and by the issue of debentures, but this power shall be exercised only under the authority of SBOD, and in no case shall debentures be issued without the sanction of a special resolution of SBOD.

## **16 SUMMER BUSINESS FUND**

### **16.1 Summer Cheque or Cash Disbursements**

For the SAOC to conduct its summer business, it is necessary to have cheque runs or cash disbursements on a regular basis. Expenses in the following areas shall not need approval before payment is made during the summer months:

- o Employee salaries or wages, office expenses, regular daily business affairs of SAOC as per budgeted expenses, regular daily business affairs of The Crossing to conduct operations over the summer months including staff wages, supplies, inventory, equipment and maintenance.

A summary of all summer expenditures shall be presented by the SAOC Executive Director to the Executive Council to be reviewed in September and the Executive Director shall ultimately be responsible to clear all transactions due to this process.

## **17 EXPENDITURES**

All financial transactions and signing authority will be the responsibility of the Executive Director, President, and CEO of the SAOC. All cheques shall be signed by the Executive Director and one of the other two signatories.

- The Executive Council shall have the power and authority to expend monies up to the sum of \$10,000 for the needs and purposes of the SAOC. Any amount over \$10,000 needs the approval of the SBOD.
- The SBOD shall have the authority to spend monies up to the sum of \$50,000 for the administration or advancement of any SAOC enterprise or objective that will, in the opinion of SBOD, benefit the SAOC.
- All expenditures over \$50,000 must seek and receive approval by referendum of the SAOC.

### **17.1 Travel Expenses**

All approved expenses of business including but not limited to cost of travel to conferences, retreats, and off-campus meetings that have been approved by the Executive Council shall be reimbursed. This shall be done in accordance with the SAOC policy.

## **18 SAOC CLUBS / SOCIETIES**

The SAOC will support recognized Clubs/Societies to encourage individual student participation as well as social, cultural, and recreational programs.

### **18.1 Sanctioning**

Clubs seeking to sanction from SAOC must meet criteria set out for minimum requirements of an SAOC Club to ensure continuity in the expectations of SAOC in any SAOC sanctioned club. Sanctioning is dependent on Club President or member of Club Executive attending Club Training Session and on the President of the Club or Club Executive attending four Club President Meetings, which occur monthly. Sanctioning will be revoked for breach of breach of any SAOC Policy or Bylaw.

If sanctioning is revoked, Clubs can be reinstated after six months and paying a fine of no less than \$100.00 to the SAOC. If sanctioning is revoked, all monies in Club accounts will be frozen.

### **18.2 Financial Responsibilities**

- i. Any Club/Society registered as part of the SAOC is eligible to receive financial support from the SAOC and must comply with the following:
  - o Clubs/Societies are not authorized to open credit/charge accounts, negotiate loans, open Trust Accounts, or purchase a Guaranteed Investment Certificate at any financial institution.
- ii. If a club ceases to exist, any remaining Club/Society funds must be signed over to the SAOC Executive Director to be held in trust for the Club/Society by the SAOC until the Club/Society is re-recognized. Should a club be inactive for 2 consecutive years, all funds will be absorbed by the SAOC.

### **18.3 Use of Funds**

- i. Club/Society funds belong to the Club/Society and are to be used for Club/Society activities and programs only.
- ii. Club/Society funds may not be paid out to or divided among Club/Society membership in the form of cash dividends.
- iii. No Club/Society may be formed or operated for the direct financial benefit of any Club/Society member or Faculty Advisor.
- iv. Dues and income may not be used as a petty cash fund.

### **18.4 Signing Authorities**

- i. The signing authority for all Club/Society bank accounts will be two of three signatures. One signature must be the faculty advisor and the other may be either the president or treasurer of the Club/Society, or an appointed college employee for the sole purpose of financial continuity and no blank cheques, at any time, shall be pre-signed.
- ii. If the Club/Society does its banking through the SAOC, signing authority shall be any two of the three SAOC signatures.

### **18.5 Record Keeping**

All monies received and expended by each recognized Club/Society shall be properly accounted for and accurately documented for the duration of the Club/Society's fiscal year. The SAOC Executive may audit the books of any Club/Society at any time without warning. The fiscal year for each recognized Club/Society shall be from April 1 to March 31. All payments from the Club/Society funds must be made by cheque, and the cheque must state the purpose of the payment/expenditure.

## 18.6 Funding

All SAOC recognized Clubs/Societies may be funded by:

- i. The Clubs/Societies own fundraising events;
- ii. Collection of membership fees;
- iii. Club Presidents' Meeting attendance;
- iv. Operating Grants.

## 18.7 Debts and Responsibilities

Clubs/Societies are not permitted to make financial commitments that bind the Club/Society for more than the current school year.

- i. The SAOC will not be responsible for any accumulated debts incurred by any Club/Society;
- ii. All clubs must be in accordance with AGLC laws.

## 19 BYLAW, POLICY & PROCEDURES

The Bylaws, Policies, and Procedures shall be maintained by the SAOC through the Bylaw, Policy, and Procedures Committee as defined by SAOC's Policies and Procedures.

- The Bylaws, Policies, and Procedures shall be reviewed by the Bylaw, Policy, and Procedures Committee on an annual basis.
- Any necessary amendments to the Bylaws shall be submitted to SBOD for approval before proceeding to a General Meeting for ratification.
- Amendments to the Policies must be submitted to and ratified by the SBOD. Amendments to the Procedures may be made and ratified through the Bylaw, Policy, and Procedures Committee.

## 20 AMENDMENTS

Change or amendment to these bylaws shall only be made by means of special resolutions as defined by the Post-Secondary Learning act.

- All special resolutions for change of these bylaws shall pass by a minimum of not less than three-quarters of such members entitled to vote as are present at a general meeting of the SAOC membership and must have a notice period of at least twenty one (21) days prior to first reading.
- All special resolutions must receive two readings at general SBOD or Special meetings before coming to a vote.
- All amendments of the Bylaws must be submitted to the Olds College Business Department for submission to the Post-Secondary Learning act as per provincial regulations.

## 21 MEMBERSHIP IN EXTERNAL ORGANIZATIONS

SAOC may become a member of municipal, provincial or federal organizations that require paid membership fees.

The Board must approve any application for SAOC to join such an organization and may terminate such membership by ordinary resolution. Membership in any external organization is subject to the following:

- SAOC's Bylaws and policies supersede those of the organization, and at no time may SAOC enter into a binding agreement with an organization that has Bylaws or policies that contradict those of SAOC;
- SAOC's membership in the organization must not impede SAOC's membership in any other organizations;

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

## 22 EXECUTIVE DIRECTOR

The Board shall hire an Executive Director to carry out assigned duties. The Executive Director reports to the President and is accountable to the Board and acts as an advisor to the Executive Council, the Board and their committees. The Executive Director does not vote at any regular or special meetings of the Board or the membership.

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

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

## 23 INSURANCE

### 23.1 Liability of Directors

SAOC will maintain such insurance for the benefit of the Directors as determined by the Board.

### 23.2 General Indemnity

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

- Any liability and all costs, charges, and expenses sustained or incurred in respect of any action, suit, or other proceedings that are proposed or commenced against them, for or in respect of the execution of the duties of their office; and
- All other costs, charges, and expenses sustained or incurred in respect of the affairs of SAOC, if they have acted honestly and in good faith with a view to the best interests of SAOC 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.

## 24 CURING

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.

## 25 EMERGENCY OPERATIONS

In the event of operational interruptions at Olds College that directly affect the members of the Students' Association of Olds College, the SAOC will remain operational as a partial executive board with two members consisting of the President and the CEO, and applicable office staff to ensure continuity of business operations.

These two positions are required to adhere to all bylaws and policies. They shall make decisions, take actions, establish practices, and develop activities in the best interest of the SAOC. In the event of unforeseen circumstances that may arise in the Province of Alberta, or globally, decisions of the President and the CEO shall have full force and authority as if decided by the Board. The President and CEO shall not enter into or allow any practice, activity, decision, or organizational circumstance which is either unlawful or inconsistent with applicable regulations, imprudent, or in violation of commonly accepted business and professional ethics and SAOC values.

This bylaw will require renewal by a vote of the Executive board bi-weekly, there shall be an allowable extension of one week should the full executive be unable to be present. The renewal of the bylaw will be determined by a two-thirds vote, or it will cease to be in effect.

This bylaw will cease to be in effect when a standard of normal operations can be resumed at Olds College or deemed fit by the full executive board.

## 26 DISSOLUTION OF SAOC

SAOC shall be wound up or dissolved in accordance with the PSLA. In the event of the dissolution or winding up of SAOC, all 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 SAOC.