



Central Student Association Bylaw 1 – Organizational

Bylaw 1 – Organizational

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Amendments to this bylaw are shown in yellow highlighting and strikethrough font.

These amendments were confirmed at the Annual General Meeting on **February 27, 2019.**





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1.0 General

1.1 Introduction to the Central Student Association

1.1.1. The University of Guelph Central Student Association, referred to in these bylaws as the 'CSA', is a not-for-profit corporation, incorporated under the Ontario Corporations Act as of May 31, 1979. The CSA is the undergraduate students' union at the University of Guelph and Local 54 of the Canadian Federation of Students.

1.2. Aims of the Central Student Association

1.2.1. The CSA is committed to serve and protect the rights of undergraduate students at the University of Guelph. The aims of the CSA is three-fold:

- a) Advocacy – We advocate with and on behalf of our members for accessible, quality, and public education. Through democratic representation, we protect our rights at the institutional, municipal, provincial, and federal level.
- b) Enhance the Student Experience – We work to build a community on-and off-campus free from all forms of oppression. We run services and events that support students including students from marginalized groups.
- c) Provide Cost-Saving Services – We offer members services to save money, like health and dental plans, affordable bus passes, and more.

1.3. Definitions

In these bylaws, unless the context otherwise requires, these shall be the definitions:

"Board" means the Board of Directors of the CSA;

"Bylaws" means this bylaw (including the schedules to this by-law) and all other bylaws of the CSA as amended and which are, from time to time, in force;

"Campaigning" means the promotion of a position with respect to a candidate or referendum question in the current electoral period; **[Amended by the CSA Board – February 8, 2017]**

"Chair" means the Chair of the Board;

"Director" means an individual occupying the position of Director of the CSA by whatever name they are called;

"Executive", sometimes referred to as Executive Officers means one, or all of the four executives of the CSA, namely, the President, Vice President Student Experience, Vice President Academic, and Vice President External; **[Amended by the CSA Board – March 29, 2017]**



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“Full-time undergraduate” means a person who is registered at the University of Guelph as a full-time undergraduate student as the same is defined from time to time by the Registrar of the University of Guelph, or as a person who has been registered in one of the immediately preceding two semesters and who is eligible to continue in a recognized program at the University of Guelph;

"Member" means a member of the CSA, as defined in the bylaws;

"Members" means the collective membership of the CSA;

"Officer" means an officer of the Corporation;

“Part-time undergraduate” means a person who is registered at the University of Guelph as a part-time undergraduate student as the same is defined from time to time by the Registrar of the University of Guelph, or as a person who has been registered in one of the immediately preceding two semesters and who is eligible to continue in a recognized program at the University of Guelph;

“Registered undergraduate student” means a person who is registered at the University of Guelph as an undergraduate student; and

“Special Status Groups” in the context of the CSA, are defined as those groups not representing students through government, but rather that provide the entire University community with a special service. They specifically represent marginalized groups, and/or the causes of marginalized groups, and include: International Student Organization, CJ Munford Centre, Guelph Resource Centre for Gender Empowerment and Diversity, Guelph Queer Equality, the Aboriginal Student Association, and the Ontario Public Interest Research Group - Guelph.

1.4. Interpretation

1.4.1. Other than as specified in Section 1.2 Definitions, all terms contained in this bylaw that are defined in any outside legislative documents applicable to the CSA, including but not limited to the Not-for-Profit Corporations Act, 2010 (Ontario), Corporations Act (CA) and the Occupational Health and Safety Act, shall have the meanings given to such terms as outlined in those Acts.

1.5. Membership

1.5.1. Members of the CSA shall be all registered undergraduate students, who pay a CSA membership fee, at the University of Guelph.

1.5.2. Students appealing a decision, which affects their status as an undergraduate student, shall be deemed members of the CSA until such time as their appeal has been concluded.





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1.5.3. Members of the Executive who are not enrolled in classes shall be deemed members of the CSA and have all the rights and privileges and responsibilities of the membership as per these bylaws.

1.5.4. No person shall be excluded from the CSA for reasons related to age, gender, race, nationality, ancestry, citizenship, marital status, illness or results from medical tests, sexual orientation or preference, place of residence, school of thought, beliefs, religious affiliations or activities, criminal record, any physical handicap or invalidity, or participation or non-participation within the CSA.

1.6. Cessation of Membership

1.6.1. Individuals shall cease to be members of the CSA when they cease to meet the requirements of Bylaw 1.5, the section of Bylaw 1 defining membership, or should they no longer be deemed in good standing with the CSA, as determined by the Board.

1.7. Membership Fee

1.7.1. The membership fee schedule shall be established by referendum of the membership, as stipulated within the CSA bylaws. Any changes made to the amount, through an authorized referendum, shall be entered below, into the bylaws of the CSA along with the date of the authorizing referendum.

“The CSA membership fee shall be \$12.00 per semester for each full time, registered, undergraduate student of the University of Guelph, also established by a general referendum held November 7, 1985. Part-time registered, undergraduate students of the University of Guelph shall pay a fee of \$3.00 per course per semester as passed by a part time student referendum and approved by the CSA Board of Directors on March 28, 1990 and ratified by the CSA Annual General Meeting on October 10, 1990. Student fees shall increase by the cost-of-living index yearly as determined by the University of Guelph as passed by a general referendum and approved by the CSA Board of Directors on April 3, 1991. In 2012-2013, these fees stood at \$15.50 per semester for full time undergraduate students and \$4.85 per course per semester for part time undergraduate students.”

1.7.2. It shall be the responsibility of the Finance & Operations Commissioner **President** to ensure that all fees owing to the CSA are collected in full and in a timely manner.
[Amended by the CSA Board – March 29, 2017]

1.8. Changes to the CSA Fee

1.8.1. Fees may increase by 3% plus cost-of-living as determined by the current Compulsory Non-Tuition Fees Protocol, by a two-thirds majority vote of a properly worded motion at a meeting of the CSA Board of Directors.

1.8.2. This change must be communicated to the membership via mass e-mail and the CSA website within two weeks of the decision made by the Board of Directors.



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1.9. Rights, Privileges and Responsibilities of Membership

1.9.1. Members of the CSA shall have the following rights and privileges:

- a) To act as the sole authority of the CSA to make decisions through referenda or General Meetings on all questions of membership in the CSA, subject to the other provisions of the Letters Patent, Incorporation Documents, CSA bylaws and policies;
- b) To have their interests represented collectively in the CSA through the Board, but will not themselves have voting rights at Board Meetings, or Executive Meetings;
- c) To be represented collectively through membership in a national and provincial student association, to the federal and provincial governments;
- d) To the protection and support of the CSA in accordance with the aims and objectives of the CSA;
- e) To attend meetings of all decision-making bodies of the CSA, with the exception of *in camera* sessions and other situations in which confidentiality is required;
- f) To speak and vote at General Meetings of the Members;
- g) To speak, at the discretion of the Chair, at Board Meetings;
- h) To seek nomination in CSA Elections to run for Executive and Non-Executive office;
- i) To vote in CSA elections, by-elections, recalls and referenda, subject to restrictions in these bylaws;
- j) To access all minutes of the CSA Board of Directors, and Executive Committee, subject to restrictions in these bylaws;
- k) To access the services, research, information, materials, and other resources of the CSA;
- l) To access the CSA's Health and Dental Plan within the provisions of the plan; and
- m) To access information on associations to which the CSA belongs.

Members of the CSA shall have the following responsibilities:

- a) Payment of the designated CSA membership fee;
- b) To respect the goals and objectives as they are specified in the CSA Letters Patent and documents of incorporation, the rules of the present bylaws, as well as any legal agreement adopted by the CSA in their name; and
- c) To respect the aims of the organization, and anti-oppressive mandate of the CSA.

1.9.2. Failure to adhere to the responsibilities of membership, and following a two-thirds vote of the Board, individuals may be distinguished to be 'not in good standing' for a period of time as stated by the Board.



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1.10. Member Colleges of the CSA

1.10.1. Member Colleges of the Central Student Association include the following:

- College of Arts Student Union;
- College of Biological Science Student Council;
- College of Business and Economics Students Association;
- College of Physical and Engineering Science Student Council;
- College of Social and Applied Human Sciences Student Alliance;
- Student's Federation of the Ontario Agricultural College;
- Central Veterinary Students Association.

2.0. Officers of the Corporation

2.1. Signing Officers of the Corporation

2.1.1. The CSA Executive structure operates in a collaborative, hierarchical manner, however:

- a) the ~~Communications & Corporate Affairs Commissioner~~ **President** shall serve as a signing officer of the CSA as well as fulfill any other duties as may be required by law or as the Board may determine from time to time.
- b) the ~~Communications & Corporate Affairs Commissioner~~ **Vice President Student Experience** shall be also known as the 'Secretary' and serve as a signing officer of the CSA as well as fulfill any other duties as may be required by law or as the Board may determine from time to time.
[Amended by the CSA Board – March 29, 2017]

3.0. Board of Directors

3.1. Board of Directors

3.1.1. The affairs of the CSA shall be managed by a Board of Directors of 35 persons composed of both elected and appointed members. The Board of Directors shall be composed of the Executive of the CSA, at-large elected student Directors, an appointed college representative for each of the member college governments, and representatives from student groups.

3.1.2. The composition of the Board of Directors shall be:

Executive (Ex-officio, non-voting) ***[Amended by the CSA Board – March 29, 2017]***

- One President
- One Vice President Student Experience
- One Vice President Academic
- One Vice President External



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At-Large (Elected) Representatives

- Two College of Arts
- Two College of Biological Sciences
- Two College of Business and Economics
- Two College of Physical and Engineering Sciences
- Two College of Social and Applied Human Sciences
- Two Ontario Agricultural College
- Two Ontario Veterinary College

Member College Government Representatives (Appointed)

- One College of Arts Student Union
- One College of Biological Sciences Student Council
- One College of Business and Economics Student Association
- One College of Physical and Engineering Science Student Council
- One College of Social and Applied Human Sciences Student Alliance
- One Central Veterinary Students Association
- One Student Federation of the Ontario Agricultural College

Student Organization Representatives (Appointed)

- One Indigenous Student Representative (filled by the Aboriginal Student Association)
- One Racialized Student Representative (filled by the Guelph Black Student Association)
- One LGBTQ Student Representative (filled by Guelph Queer Equality)
- One Women Student Representative (filled by the Guelph Resource Centre for Gender Empowerment and Diversity)
- One International Student Representative (filled by the International Student Organization)
- One Residence Student Representative (filled by Interhall Council)
- One Guelph Campus Co-op
- One Ontario Public Interest Research Group (OPIRG)
- One Student Senate Caucus
- One Board of Governors

3.1.3. All "At-Large (Elected) Representatives" shall be the following persons, namely, two (2) persons directly elected from and by members of the colleges during the general election. They shall be known as "At-Large Representatives". All such representatives shall at the time of their election, be members of the college they represent. An elected "at-large (elected) representatives " will have a vote on the Board of Directors and shall be counted for quorum.

3.1.4. All "Member College Government Representatives" shall be the following persons, namely, one (1) person appointed by the member college and having been elected through a recognized internal election process. This person must hold a position on the member college government. An appointed "member college government representative" will have a vote on the Board of Directors and shall be counted for quorum.



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3.1.5. A "Student Organization Representative" is appointed by the member organization. This person must hold a position on the member organization council/board and shall report any policies or actions as will be desired between the CSA and the member organization. An appointed "student organization representative" will have a vote on the Board of Directors and shall be counted for quorum.

- One Indigenous Student Representative (filled by the Aboriginal Student Association)
- One Racialized Student Representative (filled by the CJ Munford Centre)
- One LGBTQ Student Representative (filled by Guelph Queer Equality)
- One Women Student Representative (filled by the Guelph Resource Centre for Gender Empowerment and Diversity)
- One International Student Representative (filled by the International Student Organization)
- One Residence Student Representative (filled by Interhall Council)
- One Guelph Campus Co-op
- One Ontario Public Interest Research Group (OPIRG)
- One Student Senate Caucus
- One Board of Governors

3.1.6. There shall be no proxies, or 'alternate' members permitted.

3.1.7. Each member representing the student body or a college or organization directly shall search the feelings and opinions of their electorate in regard to any policies or actions of the Central Student Association. They will then report to the Board of Directors or Executive whatever findings prevailing with their electorate.

3.1.8. The Scribe shall be a clerk of the Board of Directors. They shall attend all meetings of the Board of Directors and record all the facts and minutes of all proceedings in the books kept for that purpose.

3.2. Director Qualifications

3.2.1. At all times, every Director shall:

- a) be at least eighteen (18) years of age;
- b) not have the status of bankrupt; and
- c) be a member of the CSA.

3.3. Term of the Board

3.3.1. Each Director shall hold office from the first day of May of the current year, or their date of ratification by the Board, until the last day of April of the following year, or their date of re-ratification by the Board. Following re-election or re-appointment, Directors may remain in their role, but must be re-ratified to the Board for an additional term.

3.3.2. No Director shall continue from term to term without following the processes laid out in the CSA bylaws and policies.



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3.4. Indemnity

3.4.1. All Directors, Officers and other employees and their respective heirs, executors and administrators shall at all times be indemnified and saved harmless by the corporation against all liability incurred as a result of the execution of duties owed to the CSA, except to the extent that such liability results for the individual's willful neglect or default.

3.5. Director Duties

3.5.1. Each Director shall:

- a) act in the best interests of the CSA in respect of matters for which the Board has the authority to act;
- b) act in the best interest of the constituency that they are representing;
- c) attend all Board meetings, Board retreats, Board training sessions, Annual General Meetings and General Members' Meetings;
- d) be prepared to speak to classes during times of significant importance to the CSA, including but not limited to AGMs, GMMs, Elections, hiring, large-scale programs and "Awareness Weeks";
- e) at all times, uphold the by-laws and policies of the CSA. Where no policy or by-law exists for a specific issue, to look to policies and practices of similar organizations;
- f) be at all times as objective, fair and impartial as possible when discussing issues and making decisions;
- g) be aware of and perform the responsibilities and qualifications as a member of the Board of Directors as outlined in the Ontario Corporations Act, and other relevant legislation;
- h) actively promote student involvement in CSA services, advocacy, events and campaigns;
- i) tender their resignation if two meetings are missed per semester without obtaining prior leave of absence;
- j) be aware that the Board may decide to remove Directors who fail to perform their duties; and
- k) carry out such other duties as the Board may from time to time assign them with, or as stipulated in CSA policies.

3.5.2. For the purposes of section 3.5.1, the determination of valid excuse shall be made by the ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager** in conjunction with the Chair of the Board. ***[Amended by the CSA Board – March 29, 2017]***

3.6. Disciplining Directors

3.6.1. The CSA shall have the right to discipline its Directors. Grounds for disciplinary action include, but are not limited to, the following:



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- a) poor attendance at Board meetings;
- b) just cause;
- c) theft, fraud, or embezzlement of funds;
- d) failure to disclose a significant or obvious conflict of interest;
- e) breach of confidentiality;
- f) failure to attend or complete applicable Board training;
- g) misuse of CSA property;
- h) failure to perform their duties as specified by the CSA Bylaws or Policies; or
- i) unprofessional behaviour, breach of the anti-oppression policy, code of conduct, harassment policy or other relevant policies related to appropriate behaviour.

3.6.2. The disciplinary action to be taken against any Director shall be decided on a case by case basis in an *in-camera* session of the Board. Any disciplinary action must be approved by a two-thirds majority of Directors present. Disciplinary action can include, but is not necessarily limited to, verbal reprimand, letter of censure, and removal from the Board.

3.7. ~~Vacation~~ Vacancy in the Office of a Director [Title amended by the CSA Board – Oct. 3, 2018]

3.7.1. The office of a Director shall be automatically vacated upon the occurrence of any of the following events:

- a) if a Director is appointed to fill the vacancy of an Executive Officer or Chair, and such Director accepts the position, such Director shall be deemed to have immediately vacated her or his seat on the Board as a Director in favour of the new office;
- b) if a Director is adjudged a bankrupt under the Canada Bankruptcy and Insolvency Act;
- c) if an order is made declaring such Director to be a mentally incompetent person or incapable of managing her or his affairs;
- d) if by notice in writing to the Corporation, such Director resigns their office (in which case, such resignation, if not effective immediately, becomes effective in accordance with its terms);
- e) if a Director is employed by the CSA, and such Director accepts the position, such Director shall be deemed to have immediately vacated her or his seat on the Board as a Director;
- f) upon their death.

3.8. Appointment of Directors

3.8.1. If the position of a Director becomes vacant for any reason, that position may be filled by a person who meets the eligibility qualifications set forth in this bylaw.



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- 3.8.2. “At-Large” Director vacancies, following a CSA General Election must first be filled through a CSA Fall By-Election, and if needed, through an appointment process as laid out in Bylaw 2 - Electoral, and in accordance with all CSA Bylaws and Policies. **[Amended by the CSA Board – March 20, 2017]**
- 3.8.3. A by-election shall be held in the Fall term for any vacancies in the Board that occur following a CSA general election, or before September 1 of that current year. The dates of the nomination and election period shall be approved by the Board based on a recommendation of the ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager [Amended March 29, 2017]** and **Chief Returning Officer, [Amended March 28, 2018]** provided that it must occur in the fall semester.
- 3.8.4. Any person elected to the Board under these circumstances, shall serve the unexpired remainder of the term.
- 3.8.5. If a seat remains vacant following a by-election, this seat will be filled through a majority vote of the Board.
- ~~3.8.6. Notice of such process must be posted in and around the University building(s) most closely related to the applicable Constituency for no less than 14 days prior to the meeting of the Board at which the appointment is to take place.~~
- ~~3.8.7. Such notice shall invite expressions of interest from or on behalf of interested persons and shall include the date of the meeting at which such appointment is to take place, the requirements and responsibilities of the position, contact number(s) for further information, and information on the appointment process, as laid out in CSA Bylaws and Policies. [Sections deleted by the CSA Board – March 28, 2018]~~

3.9. Appointment of Chair of the Board

- 3.9.1. The Chair of the Board shall be hired pursuant to CSA Human Resources Policy, and ratified at the first meeting of the Board within the elected term.
- 3.9.2. In the event that the Chair of the Board is not ratified, the ~~Communications & Corporate Affairs Commissioner~~ **President** or a Director (including a member of the Executive Committee) appointed by the Board shall serve as Chair, until an alternate Chair is appointed. **[Amended by the CSA Board – March 29, 2017]**
- 3.9.3. The Chair of the Board shall not have a vote in a meeting of the Board of Directors, even in the case of a tie vote.

3.10. **Board Administration** **[New section added by the CSA Board – October 24, 2018]**

- 3.10.1.** Board Administration staff, which includes the Policy & Transition Manager and the Board Scribe, shall have speaking rights for CSA Board Meetings on an ongoing basis.
- 3.10.2.** When invited to address the Board, the Policy & Transition Manager and the Board Scribe may answer a question or provide advice in a brief and concise manner.
- 3.10.3.** During a Board of Directors meeting, the Policy & Transition Manager and the Board Scribe shall maintain order and decorum and address the Board only with the permission of the Chair or the Board.



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4.0. Board Meetings

4.1. Meetings of the Board of Directors

- 4.1.1. All meetings of the Board of Directors shall be open to the public. Members of the CSA are strongly encouraged to attend meetings.
- 4.1.2. The Board of Directors shall meet at least four (4) times during an academic semester and the ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager** shall be responsible for scheduling these meetings. **[Amended Mar. 29, 2017]**
- 4.1.3. In addition, meetings of the Board of Directors may be called on 48 hours notice, in three ways:
- Decision of three members of the Executive Committee;
 - Student petition with 50 signatures presented to ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager**,
 - Petition of one-half of ratified Directors (one signature per voting seat) to be presented to the ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager**. **[Amended by the CSA Board – March 29, 2017]**
- ~~4.1.4. Quorum shall consist of a majority of ratified Directors. Proxies or alternates shall not be allowed for quorum or for voting. [Deleted by the CSA Board – Sept. 27, 2017]~~
- 4.1.5. The Board of Directors shall operate under the Central Student Association's Rules of Order as outlined in the CSA Policy Manual. **[Amended by the CSA Board – September 27, 2017]**

4.2. Powers of the Board

- 4.2.1. The Board shall administer the affairs of the CSA in all things and may make or cause to be made for the CSA, in its name, any kind of contract which the CSA may lawfully enter into and, save as hereinafter provided, generally, may exercise all such powers and do all such other acts and things as the CSA, by its Letters Patent or otherwise, is authorized to exercise and do.
- 4.2.2. The Board shall have the power to authorize expenditures on behalf of the corporation and may delegate, by resolution, to Executive Committee the right to make such expenditures on such terms and conditions as it deems appropriate.
- 4.2.3. The Board may appoint such agents and engage such employees as it may deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 4.2.4. The Board is expressly empowered to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned, for such consideration and upon such terms and conditions as the Board may deem advisable.
- 4.2.5. The Board shall have the authority to establish committees to exercise any function of the CSA.



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- 4.2.6. The Board shall exercise general supervision over all the disbursements of the members' monies to all members' organizations and generally exercise supervision over financial operations.
- 4.2.7. The Board shall consider the budgets of all committees, operations, and services, and approve the annual operating budget for the CSA no later than May 1 of the current fiscal year.
- 4.2.8. The Board shall have the power to inspect and audit any activity sponsored by the CSA.
- 4.2.9. The Board shall set down and implement any financial programs and procedures, including the method of requisition of funds, which shall govern the operations of the CSA and its committees.

5.0. Executive Officers, also referred to as the Executive Committee

5.1. The CSA Executive Officers operate in a collaborative, hierarchal manner and shall include:

- 5.1.1. the President,
- 5.1.2. the Vice President, Student Experience,
- 5.1.3. the Vice President, Academic, and
- 5.1.4. the Vice President, External

5.2. Term of Office

- 5.2.1. Each Executive Officer shall be elected by the general membership to serve a term of office, which shall begin no earlier than May 1 and end no later than April 30.
- 5.2.2. No person shall hold an Executive office for more than two terms.
- 5.2.3. At all times there shall be a minimum of three Executive Officers

- a) If for any reason the CSA is left with less than three Executive Officers, the Board of Directors shall have the authority to appoint Executive Officers. This shall include ensuring that one individual is the corporate president and one individual the corporate secretary.

5.3. General Executive Responsibilities

5.3.1. The Executive Committee shall:

- a) Represent the CSA to all internal and external parties;
- b) At all times take into consideration the CSA's welfare and mandate;
- c) Always uphold the principles of inclusivity, accessibility, and CSA bylaws and policies;
- d) Actively participate in Executive Committee meetings;
- e) Actively seek opportunities to collaborate and involve other student organizations;
- f) Actively strive for student involvement to inform and educate students around issues concerning them and to solicit student input and opinion on issues and initiatives;
- g) At all times ensure the financial viability and continuation of the CSA as a non-profit organization;



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- h) At all times ensure that any expenses can be met by their portfolio and to discuss portfolio finances with the Business Manager;
- i) Assist with any service's programming, as requested by CSA Service Coordinators.

5.3.2. The Executive Committee must commit to:

- a) Working a minimum of 37 hours per week from May 1 until April 30;
- b) Being enrolled in no more than 1.00 credit per semester;
- c) Submitting an activity log as requested by the Executive Evaluation Committee;
- d) Submitting a final report to the Board of Directors;
- e) Adhering to the requests and direction of the Board of Directors;
- f) Participate in ongoing leadership training;
- g) Receive inclusivity training from Diversity and Human Rights;
- h) Provide Executive Committee meeting minutes to the Board of Directors;
- i) Support with training and transition as required by the Policy & Transition Manager and General Manager.

5.4. Conduct of Executive Committee Meetings

5.4.1. The President shall act as the Chair of the Executive Committee.

5.4.2. Quorum for Executive Committee Meetings is three voting members.

- a) This shall comprise no less than the President, and two Vice Presidents;
- b) If the President is unable to be present at an Executive Committee Meeting, and every attempt has been made to ensure their attendance, quorum may be the three Vice Presidents. Minutes from these meetings must be sent to the President within 24 hours.

5.5. Relationship between Board of Directors and Executive Committee

5.5.1. To attend and actively participate in all CSA Board of Directors meetings as ex officio members, except where prior leave of absence is obtained;

5.5.2. To present regular and informative reports to the Board of Directors;

5.5.3. To adhere to decisions made by the Board of Directors and to respect the Board as the governing body of the CSA;

5.5.4. To be responsible for accomplishing additional tasks as assigned by the Board of Directors;

5.5.5. Executive Officers, with the exception of the President upon a draw, shall not be voting members on the Board of Directors;

5.5.6. The President shall only vote to break a tie among the voting members.



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5.6. The President of the CSA shall:

- 5.6.1. Act as the “Corporate President” of the CSA and serve as a signing officer of the CSA as well as fulfill any other duties as may be required by law in this capacity or as the Board may determine;
- 5.6.2. Report and be accountable to the Board of Directors;
- 5.6.3. Receive initiatives from the Board of Directors and the general membership and is responsible for implementing them within the Executive Committee.

5.7. Vice President, Student Experience of the CSA shall:

- 5.7.1. Act as the “Corporate Secretary” of the CSA and serve as a signing officer of the CSA as well as fulfill any other duties as may be required by law in this capacity or as the Board may determine;
- 5.7.2. Assume the duties of the President in the event of the absence or incapacity of the President.

5.8. The Vice President, Academic of the CSA shall:

- 5.8.1. Assume the duties of the President in the event of the absence or incapacity of the President, and the Vice President, Student Experience
- 5.8.2. Advocate for academic issues through regular attendance of academic related committees

5.9. The Vice President, External of the CSA shall:

- 5.9.1. Assume the duties of the President in the event of the absence or incapacity of the President, the Vice President Student Experience, and the Vice President Academic
- 5.9.2. Advocate for the University of Guelph undergraduate students to the municipal, provincial, and federal governments
- 5.9.3. Defend and protect the rights and interests of University of Guelph undergraduate students within the context of Guelph, Ontario, and Canada

6.0. Accountability and Removal from Office

6.1. Members of the Executive Committee may be removed from office by a referendum of the members of the association, or by resolution to de-ratify and subsequent unanimous vote of the CSA Board in the event that the subject of the removal from office is confidential or sensitive in nature.

- 6.1.1. A referendum to remove an Executive Committee member may be initiated by either a petition from 10% of the general membership or a two-thirds vote of the Board. The Elections Office shall validate any petitions submitted to the Board. Quorum for this referendum is 10% of the general membership. A simple majority of this is required to remove the Executive Officer.



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- 6.2. Directors may be removed from office by a referendum of the members of the association, or by resolution to de-ratify and subsequent unanimous vote of the CSA Board in the event that the subject of the removal from office is confidential or sensitive in nature.
- 6.2.1. A referendum to remove a Director may be initiated by either a petition from 10% of the member college or student organization's members, or a two-thirds vote of the Board of Directors. The Elections Office shall validate any petitions submitted to the Board. Quorum for this referendum is 10% of the general membership. A simple majority of this is required to remove the Executive Officer.
- 6.3. The Board of Directors shall have power to de-ratify any Director, excluding the Executive Committee, should they be absent without reasonable cause for two or more consecutive meetings or, three or more regularly scheduled meetings, during one semester as defined by the Registrar of the University of Guelph. Notice of absence for a meeting must be written and submitted to the ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager** or a designated staff member at least 24 hours in advance of the meeting.
[Amended by the CSA Board – March 29, 2017]
- 6.4. The Board of Directors shall also have the power to de-ratify any Director who fails to complete any mandatory training, by resolution to de-ratify and subsequent two-thirds vote of the Central Student Association Board of Directors.
- 6.5. Organizations that have appointed a member to represent them on the CSA Board of Directors shall have the power to remove that Director by sending a written statement sent to the ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager**.
[Amended by the CSA Board – March 28, 2018]
- 6.6. Any additional reasons for de-ratification shall follow a referendum process.
- 6.7. **Reprimand**
- 6.7.1. Any Executive or Director may be reprimanded for violation of by-laws or policy, poor job performance or unprofessional behaviour. A reprimand requires a two-thirds vote of the Board. All discussions surrounding reprimands shall take place *in camera* but the vote and reasons for the reprimand shall be recorded in the Board minutes.
- 6.7.2. The purpose of a reprimand is to be corrective and constructive. With this in mind, the Board may define the substance of the reprimand and any consequences at its discretion but always in accordance with CSA bylaws and policies. (It is recommended that CSA Human Resources policy on Positive Discipline be used as a guide.)
- 6.7.3. Proposals to reprimand must be presented to the Board in writing and should clearly state the problem, any immediate corrective action and future expectations. All discussions pertaining to positive discipline shall be held *in-camera*.



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6.7.4. Proposals to reprimand can also be submitted in confidence to the Executive Evaluation Committee Chair in the case of an Executive reprimand or to the ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager** in the case of a Director reprimand. ***[Amended by the CSA Board – March 28, 2018]***

7.0. Executive Empowerment

- 7.1. Executive Empowerment is defined as the transference of limited decision-making powers from the Board of Directors to the Executive Committee. These limited powers can be implemented at any time by a simple majority vote of a properly worded motion of the Board of Directors. A motion for Executive Empowerment shall contain any additional limitations, which the Executive shall be bound to.
- 7.2. Unless otherwise determined by the Board by a properly worded motion and a simple majority vote, the Executive Committee shall automatically be empowered between semesters.
- 7.3. This empowerment shall start at the end of the last meeting of any given semester and conclude at the beginning of the first meeting of the following semester.
- 7.4. Under Executive Empowerment, the Executive Committee shall never have the power to amend the bylaws and policies or suspend any policy of the CSA. If it is felt that there is a pressing need to suspend any policy, the Executive Committee shall reconvene the Board of Directors.
- 7.5. Expenditures under Executive Empowerment shall be contained within a specified budgetary line item and shall not exceed \$4999.99. An exception shall be made to cover payroll and any remittances to federal or provincial governments. If an expenditure must be made that surpasses any of these limitations, the Executive Committee shall reconvene the Board of Directors.

8.0. Standing Committees

- 8.1. The Board shall maintain the following standing subcommittees:
 - a) Executive Committee
 - b) Finance Committee
 - c) Service Oversight Committee
 - d) Policy and Bylaw Review Committee (PBRC)



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8.2. Executive Committee

- 8.2.1. The voting members of the Executive Committee shall be the President, Vice President Student Experience, Vice President Academic, and Vice President External.
- 8.2.2. The President shall serve as the Chair of the Executive Committee.
- 8.2.3. Vice President Student Experience shall serve as secretary of the Executive Committee and record all pertinent information for the purpose of presenting it to the Board.
- 8.2.4. Not less than half of the elected members of the Executive Committee shall constitute quorum. Each member of the Executive Committee, present in person, shall be entitled to a vote.
- 8.2.5. The Executive Committee may review any matters relating to the property, revenue, business, and affairs of the CSA.
- 8.2.6. The Executive Committee shall have the responsibility to consider all matters relating to fiscal policy, revenue and expenditure.
- 8.2.7. The Executive Committee shall be responsible for ensuring that all necessary books and records required according to the By-laws of the CSA or by any applicable statute or law are regularly and properly kept.
- 8.2.8. The Executive Committee shall have the authority to approve expenditures of up to \$10,000.00 in the summer term and up to \$5000.00 in the fall term or winter term. Authority to exceed this limit shall be granted by the Board as they deem appropriate.
- 8.2.9. The Executive Committee shall recommend policy but shall not initiate policy without the approval of the Board or unless prior permission to establish any policy has been given by the Board.
- 8.2.10. The Executive Committee is required to make a report to the Board once a month summarizing its activities.
- 8.2.11. The Executive Committee may act in the absence of the Board provided such action is recorded in the minutes and is submitted to the next regular meeting of the Board.

8.3. Finance Committee

Terms of Reference shall be found in the Central Student Association Policy Manual.

8.4. Service Oversight Committee

Terms of Reference shall be found in the Central Student Association Policy Manual.

8.5. Policy and Bylaw Review Committee (PBRC)

Terms of Reference shall be found in the Central Student Association Policy Manual.



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9.0. Members Meetings

9.1. Annual and Other Meetings of the Members

- 9.1.1. Every year, one annual meeting of the membership shall be held during the elected term.
- 9.1.2. The Annual General Meeting (AGM) shall be held at the University of Guelph or elsewhere in the City of Guelph, at a time and place determined by the Board of Directors.
- 9.1.3. Notice for a meeting of the members shall not be less than 10 days.
- 9.1.4. Any significant changes to the structure and operations of the CSA must be brought forward to the membership.
- 9.1.5. The agenda and other such relevant material concerning the annual or special meetings of the membership shall be made available for distribution to the members not less than 48 hours prior to such meetings.
- 9.1.6. Quorum for annual or any other general meeting of the members shall be set at 100 members of the CSA; if no quorum is present, the meeting shall be adjourned.
- 9.1.7. Each member of the CSA shall at all meetings of the members in which they are present, be entitled to one vote.
- 9.1.8. At all meetings of the members, every question shall be decided by a simple majority of votes of the members present in person.
- 9.1.9. The ~~Communications & Corporate Affairs Commissioner~~ **President** shall publicize a call-out for business to be presented to the AGM thirty (30) days before it is due as notice to the Board of Directors. **[Amended by the CSA Board – March 29, 2017]**
- 9.1.10. A motion passed by the Board of Directors or the Executive committee shall have the power to call at any time a general meeting of the members of the Corporation.
- 9.1.11. Should the CSA fail to reach quorum at a general meeting twice consecutively, a special general meeting may be called within three weeks for the sole purpose of approving the auditor's report and appointing the following year's auditor. Quorum for this meeting shall be 50 members.
- 9.1.12. The order and content of the agenda for the Annual General Meeting shall be as follows:

Call to Order
Comments from the Chair
Approval of the Agenda
Approval of the Minutes
Approval of the Auditor's Report (Motion to appoint the auditors)
Approval of Bylaw Amendments
Report of the Organization
Business



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- 9.1.13.** The order of the agenda is set by this bylaw. However, the order of items within a particular agenda item can be reordered by a vote at a members' meeting. The Board may approve an agenda with additional items coming after "Business" on the agenda.
- 9.1.14.** The report of the organization should include Board, Executive, and Service updates. The report will be initiated by the Policy & Transition Manager and compiled by the ~~Communications & Corporate Affairs Commissioner~~ **President** with input from the Executive Committee. **[Amended by the CSA Board – March 29, 2017]**
- 9.1.15.** The members may consider and transact any business either special or general at any meetings of members, provided that the following two conditions are met:
- Notice of such business must be served as information at a meeting of the Board of Directors, and
 - Such a meeting of the Board of Directors must take place at least seven days before the members' meeting in question.

9.2. Error or Omission in Notice

- 9.2.1.** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

10.0. Conflict of Interest

- 10.1.** A conflict of interest arises when relationships exist in matters related to the issue that can be perceived as biasing the voter either for or against the topic of discussion, based on the aforementioned relationship. A Director, Executive, and/or Staff shall be deemed as being in conflict of interest when any contracts or proposed contracts exist that are to the benefit or detriment of themselves, their family, partners, roommates, housemates, or other organizations to which they are currently affiliated, that do not pertain to their CSA job description or the CSA mandate.
- 10.2.** A state of a conflict of interest shall not exist for a Director should a matter under consideration directly involve the constituency which they have specifically been elected or appointed to represent, nor shall it exist for political statements of support that do not involve contract, transactions or activity.
- 10.3.** Where the Board of Directors or a committee created by it is of the opinion that a conflict of interest exists that has not been declared, the Board of Directors or committee may declare, by a resolution carried by two-thirds of the members present and voting at the meeting, that a conflict of interest exists and that the member found in conflict shall follow the procedure below.



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- 10.4. In the event of a conflict of interest, the interested party shall:
- Prior to any vote on the issue, declare the conflict of interest to the Chair, ~~Communications & Corporate Affairs Commissioner~~ **President** or the Board as a whole; **[Amended by the CSA Board – March 29, 2017]**
 - Refrain from voting in relation to the matter;
 - Withdraw from the meeting when the matter is discussed if requested to do so by a simple majority of the members present and voting at the meeting.
- 10.5. If a declaration is made and the member has not voted in respect of the matter, they are not accountable to the Central Student Association for any profit realized from the contract.
- 10.6. No member of the CSA shall personally benefit through gifts as a result of their position on the CSA.
- 10.7. No member of the Board of Directors who is an employee or whose partner is an employee of the CSA may vote on matters related to the terms of employment, remuneration or benefits, rights or privileges available to the aforementioned individuals, to which the vote pertains.

11.0. Disclosure of Information

- 11.1. At the beginning of every meeting of the Board of Directors or committee created by it, *held in camera*, the Chair of the meeting shall bring this bylaw, and the CSA's Privacy Policy, to the attention of all present.
- 11.2. All present will be bound to keep the proceedings confidential, unless otherwise directed by the Chair of the Board of Directors or any committee created by it with a support of the majority. Exiting and re-entering an *in camera* session will be permitted with the understanding that all present are obligated to keep the proceedings confidential.
- 11.3. Non-members will be permitted to attend an *in camera* session of the Board of Directors or any committee created by it only after a motion requesting attendance to an *in camera* session is approved by a majority vote of members present and voting.

12.0. Adoption and Amendments of Bylaws


- 12.1. An amendment to the University of Guelph Central Student Association's By-laws **and Policies** may be proposed at any Board of Directors meeting by two (2) voting members of the Board, or by receipt and presentation of a petition signed by ten percent (10%) of the membership of the Central Student Association. **[Amended by the CSA Board – January 16, 2019]**



Central Student Association

Bylaw 1 – Organizational

- 12.2. Proposed amendments require ~~one meeting's notice~~ **one Board Meeting notice** and require discussion and a vote at the subsequent Board meeting to either:
[Amended by the CSA Board – January 16, 2019]
- postpone to a particular date; or
 - refer to a committee; or
 - approve or disapprove.
- 12.3. Amendments to the CSA bylaws require a two-thirds majority vote to pass.
- 12.4. To increase accountability and transparency, all votes taken on an amendment to the CSA Bylaws **and/or Policies** must be recorded by a roll call vote. ***[Amended by the CSA Board – January 16, 2019]***
- 12.5. While preparing written notice is strongly encouraged, anyone who presents a verbal notice of motion must submit a written copy of the verbal notice given to the ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager** within 48 hours of the notice. The ~~Communications & Corporate Affairs Commissioner~~ **Policy & Transition Manager** will distribute the written copy to all Directors within 24 hours of receipt. If a written copy is not submitted within 48 hours, the motion must be presented again at the next available meeting of the Board of Directors. ***[Amended by the CSA Board – March 29, 2017]***
- 12.6. By-law amendments passed by the Board of Directors must be confirmed by the membership at a duly called AGM. Amendments will be considered to be in effect until confirmation at an Annual General Meeting. However, significant changes which impact the structure and operations of the CSA must first be taken to a meeting of the members prior to confirmation. Bylaw amendments must pass the AGM with a simple majority.



Central Student Association Bylaw 2 – Electoral

Bylaw 2 – Electoral

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1. Administration of Elections
2. Election Periods
3. Referendum
4. Responsibilities of Candidates and Referendum Teams
5. Campaigning
6. Appeals for **Chief Returning Officer (CRO)** Decisions *[Amended by the CSA Board – March 28, 2018]*
7. Voting Process
8. Ratification

Amendments to this bylaw are shown in yellow highlighting and strikethrough font.

These amendments were confirmed at the Annual General Meeting on **February 27, 2019**.

Central Student Association Bylaw 2 – Electoral

1.0. Administration of Elections

The CSA shall govern all the elections of the CSA. Procedures for elections shall be found in the Bylaws and Policy Manual of the CSA. The CSA Elections Office transition manual will include best practices to ensure consistency in annual elections and codify practices that enhance the transparency and strength of the elections process.

1.1. Electoral Officers

- 1.1.1. The CSA Elections Office shall be comprised of at least one **Chief Returning Officer (CRO)** and one **Assistant Returning Officer (ARO)**. **[Amended Mar. 28 18]**
- 1.1.2. The Board of Directors shall abide by CSA hiring procedures when hiring CSA Elections Office Staff.
- 1.1.3. CSA Elections Office staff shall report to and be supervised by the ~~Communications & Corporate Affairs Commissioner~~ **President**. **[Amended March 29, 2017]**
 - a) In the event that the ~~Communications & Corporate Affairs Commissioner~~ **President** is a candidate for election, CSA Elections Office will report to another Executive member who is not a candidate, as determined by the Board. If all Executive members are running for election, the CSA Elections Office staff will report to a committee of the Board of Directors as determined by the Board. **[Amended by the CSA Board – March 29, 2017]**

1.2 Roles and Responsibilities of the CSA Elections Office

It is the collective role and responsibility of the CSA Elections Office to ensure the CSA Elections process is organized, fair and democratic and as such, CSA Elections Office staff shall abide by CSA Policy Manual, Appendix G – CSA Electoral.

2.0. Election Periods

2.1. General Election

- 2.1.1. A General Election for the elected positions on the Board of Directors, including the Executive Committee, shall be held during the winter semester.
- 2.1.2. Quorum shall be 10% of the general membership of the applicable constituency.
- 2.1.3. A simple majority vote is required for a valid outcome.

2.2. By-Elections

- 2.2.1. By-Elections shall occur during the Fall semester to fill vacancies on the Board of Directors.
- 2.2.2. Quorum shall be 10% of the general membership of the applicable constituency.
- 2.2.3. A simple majority vote is required for a valid outcome.
- 2.2.4. Should an Executive position become vacant after a General Election and prior to the Fall By-Election, a separate By-Election for the sole purpose of filling the vacant position(s) may be held ~~in the Summer semester~~ **in the interim**.

[Amended by the CSA Board – March 20, 2017]



Central Student Association

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2.2.5. Should an "at-large" Board of Directors seat remain vacant following the CSA General Election in the winter semester and a By-Election in the fall semester **[Amended Mar. 20 17]**, the CSA Board shall use **initiate** **[Amended Mar. 28 18]** an appointment process to fill the At-Large Representative vacancies where the following requirements must be met:

- a) ~~The Communications and Corporate Affairs Commissioner~~ **Policy & Transition Manager** **[Amended March 29, 2017]** post a call-out on relevant platforms for no less than 14 days prior to the meeting of the Board at which the appointment is to take place **[Amended by the CSA Board – March 28, 2018]** regarding the vacancies on the Board of Directors;
- b) The **CRO** provide all interested members with updated nomination forms to seek **no less than** 50 valid nomination signatures from members of their constituencies; **[Amended by the CSA Board – March 28, 2018]**
- c) Following the **CRO's** validation of the nomination signatures, all ratified nominees who meet the allotted requirements, shall present their interest at a meeting of the Board of Directors in a 150-word statement; and
- d) The Board of Directors members then hold a paper ballot vote where the successful candidate(s) is/are determined by a simple majority vote, and subsequently ratified and appointed to the Board.

3.0. Referendum [formerly Section 5.0]

3.1. Referendum questions may be accepted by the CSA Elections Office following the first day of the Fall semester until the last day of classes in the Fall semester. For further information, see CSA Policy Manual, Appendix G – CSA Electoral.

4.0. Responsibilities of Candidates and Referendum Teams

4.1. To read, understand and abide by all campaign rules as set out by the **Chief Returning Officer** and **CSA Bylaws and Policies, and to direct any question to the CRO.** (See CSA Policy Manual Appendix G – CSA Electoral, Sections 13-17). **[Amended by the CSA Board – March 28, 2018]**

5.0. Campaigning

5.1. Each candidate and referendum team shall enjoy the right to inform the student body of their candidacy and/or purpose, in a manner consistent with this bylaw with relevant university regulations and with the rights of the other candidates and referendum teams to do likewise. [formerly Section 8.2]

5.2. Additional rules governing the conduct of candidates and referendum teams during an election campaign and voting period can be found within CSA Bylaws and the CSA Policy Manual, and it is the duty of each individual to understand and comply with all stated rules. [formerly Section 8.4]



Central Student Association

Bylaw 2 – Electoral

6.0. Appeals for **Chief Returning Officer** Decisions [formerly Section 11.0]

- 6.1. Any candidate or referendum team member may appeal any decision made by the **CRO** by submitting the applicable form to the ~~Communications and Corporate Affairs Commissioner~~ **Policy & Transition Manager**, within 24 hours of the decision being made. **[Amended by the CSA Board – March 29, 2017]**
- 6.2. The Elections Appeals Board (EAB) shall follow the procedures as outlined in CSA Policy Manual, Appendix G, Section 24 – Elections Appeals Board.
- 6.3. The EAB shall be the final decision-making body in regard to any elections-related appeals. EAB decisions will be considered final and will not be subject to further review.
- 6.4. Archiving Elections Complaints:
 - 6.4.1. All formal complaints will be kept in their original hardcopy until the end of the election period, whereby they will be destroyed.
 - 6.4.2. Upon completion of elections, the **CRO** shall issue a report to the Board of Directors including any formal complaints received with input from the Elections Appeals Board.

7.0. Voting Process

7.1. Voting Eligibility

- 7.1.1. All members in good standing with the CSA are eligible to vote in CSA Elections and for the Executive candidates of their choice, approved referendum questions, and for two at-large representatives of their respective colleges.
- 7.1.2. Proxy voting is not permitted.

8.0. Ratification

- 8.1. The results of CSA elections must be ratified by the Board of Directors following the appropriate period of time for the counting, auditing, and if necessary, recounting of ballots. If the results of any CSA election have not been ratified by the Board prior to the last Board meeting of the term, they shall automatically be considered official. [Formerly Section 13.1]



Central Student Association Bylaw 3 – Financial

Bylaw 3 – Financial

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4. Deposit or Securities for Safekeeping
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9. Sources of Additional Revenue
10. Transparency

Amendments to this bylaw are shown in yellow highlighting and strikethrough font.

These amendments were confirmed at the Annual General Meeting on **February 27, 2019.**



Central Student Association

Bylaw 3 – Financial

1. Execution

- 1.1. Deeds, transfers, licenses, contracts and engagements on behalf of the University of Guelph Central Student Association Incorporated shall be signed by the ~~Finance and Operations Commissioner and Corporate Affairs Commissioner~~ **President and Vice President Student Experience** and the secretary shall affix the seal of the Corporation to such instruments as require the same. **[Amended – March 29, 2017]**
- 1.2. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the ~~Finance and Operations Commissioner and Corporate Affairs Commissioner~~ **President and Vice President Student Experience**. **[Amended Mar. 29 17]**
- 1.3. The ~~Finance and Operations Commissioner~~ **President**, the members of the Executive, or any person or persons from time to time designated by the Board of Directors may transfer securities from time to time standing in the name of the Corporation in its individual or any other capacity or as a trustee or otherwise and may accept in the name and on behalf of the Corporation transfer of securities from time to time transferred to the Corporation and may affix the corporate seal to any such transfers of acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of securities on the books of any company or corporation. **[Amended – March 29, 2017]**
- 1.4. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Corporation may or shall be executed.

2. Financial Year and Long-Term Investment

- 2.1. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of April.
- 2.2. Acknowledging that the CSA's financial condition is dynamic and not static, as a long-term goal the CSA shall attempt to maintain an long-term invested balance of 10% of the current operating budget. Invested funds shall not exceed 15% of the current or proposed budget. Any surplus in excess of these percentages shall be designated as funds for new CSA initiatives and/or expansion of services and programs, not as a portion of the regular CSA operating budget.
- 2.3. In the event CSA has a surplus or a deficit the matter is to brought to the Finance Committee It shall investigate any and all projects and or business ventures that the CSA is currently pursuing in addition to any projects or business ventures that could be pursued in order to provide better service to students, this includes the needs of CSA office and its staff and submit a report to the Board of Directors that includes a recommended course of action and the costs associated with it.



Central Student Association

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3. Cheques, Drafts, and Notes

- 3.1. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.
- 3.2. Anyone such officer or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

4. Deposit or Securities for Safekeeping

- 4.1. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors.
- 4.2. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officers or agents of the Corporation, and in such manner as from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.
- 4.3. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directors of the Board of Directors and shall in no event be liable for the due application of the securities withdrawn from deposit or the proceeds thereof.
- 4.4. The CSA shall at all times take into account the financial ramifications of any decision. As a political organization whose responsibility is to take into account its membership's interests, it is crucial that the CSA at no time jeopardize its financial status.



Central Student Association

Bylaw 3 – Financial

5. Budgeting Process

5.1. The budget of the Central Student Association shall be determined during the Winter semester for the upcoming year. The budget shall be presented to the Board of Directors before the last Board meeting of the winter semester. The **President** will be responsible for the oversight and coordination of the budgeting process. The process shall include consultation with the Executive Committee, Program Coordinators, Business Manager and the Finance Committee. The following budget process shall be used: ***[Amended by the CSA Board – March 29, 2017]***

- 5.1.1. A preliminary estimate of salaries, expenses and purchases shall be made based on the current year's budgeted and actual expenses, as well as foreseeable expenses.
- 5.1.2. An estimate of revenue shall be made. Student fees shall be calculated based on projected enrollment figures and cost-of-living increases, and be based on the current year's student fee revenue. Further estimated changes in revenue shall also be taken into account.
- 5.1.3. After revenue estimates, the expenses of the CSA shall be revisited and adjusted where necessary. At no time will the CSA budget for an overall deficit.
- 5.1.4. A draft of the budget shall be presented by the Business Manager to the **President** for review.
- 5.1.5. A draft of the budget shall be presented to the Finance Committee by the **President** for further input and evaluation before being presented to the Board of Directors.
- 5.1.6. The budget shall then be brought before the Board of Directors for due consideration and approval by the **President**. ***[Amended by the CSA Board – March 29, 2017]***

6. Budget Line Descriptions

6.1. All new line items created in the CSA budget must be brought to the Board with a statement of how to spend that line item (i.e. Board, Executive Committee, an Executive member, a staff member etc.) and the purpose and intended use of that line item. The statement of purpose must be voted on by the Board along with the budget and, if passed, will be included in the CSA's Budget Line Description Manual. The Finance Committee shall maintain all of these line descriptions in this manual.



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7. Expenditures

- 7.1. Purchase confirmation forms shall be used in the event that an Executive member or CSA staff is requesting a release of funds for any activity. The following process must be adhered to in order to process expenditures:
 - 7.1.1. A Purchase Confirmation must be filled out and submitted to the Business Office in order for a payment to be processed.
 - 7.1.2. For auditing purposes, an invoice or receipt must be submitted to the Business Office with one's Purchase Confirmation.
 - 7.1.3. Should a purchase confirmation be submitted by a staff member who has not been granted budgetary privileges by the Board of Directors, the Purchase Confirmation must first be submitted to the staff member's immediate supervisor for approval before being submitted to the Business Office with the necessary supporting documentation.
 - 7.1.4. All cheques issued for which the CSA is the payee must be signed jointly by two signing officers of the Central Student Association.
- 7.2. The **President** can overrule a particular expenditure, only if that particular expenditure's line item is over budget, or if and only if, another line item is over budget within a particular portfolio, and or anytime the President feels strongly that a particular expenditure is not in the best financial interest of the association. The reason for overruling an expense request should be documented in writing and presented to the executive for discussion. Within 24 hours of an overruling by the President, the Executive Committee must meet to rule on their decision.

[Amended by the CSA Board – March 29, 2017]
- 7.3. In any and all cases where the **President** deems it necessary to overrule a particular expenditure, they must submit a report to the Finance Committee.

[Amended by the CSA Board – March 29, 2017]
- 7.4. In any and all cases where expenditures shall exceed \$5,000, the Finance Committee shall be made aware of the expenditure.
- 7.5. Any expense requiring funds beyond that set aside for, or remaining in, an approved budget for such an expense, must be submitted to the chair of the Finance Committee and follow the process below
- 7.6. In cases where a party wishes to exceed the amount of dollars set out in their approved operating budget, up to \$2,000, the Committee shall act as the decision-making body that may grant or refuse permission to do so.
- 7.7. All requests over \$2,000 will be forwarded to the Board of Directors with recommendations from the Finance Committee.



Central Student Association

Bylaw 3 – Financial

- 7.8. Should the requesting party feel unsatisfied with the decision or recommendations of the Committee, an appeal may be made to the Board of Directors via the chair of the Committee. The appeal will include both a written report by the party, and the recommendations or decision of the Finance Committee and will be presented to the Board of Directors.
- 7.9. Should a matter go before the Board of Directors, all materials relevant and/or discussed by the Committee shall be handed over to the Board.

8. Finance Committee

- 8.1. The Board of Directors shall strike a Finance Committee by the second Board meeting of the summer semester. The committee shall adhere to the terms of reference as defined by the Finance Committee Terms of Reference as outlined in the Policy Manual of the Central Student Association.

9. Sources of Additional Revenue

- 9.1. The CSA shall constantly investigate sources of additional revenue, ensuring that the following considerations are met:
 - 9.1.1. The CSA is a political organization, funded primarily by its membership, and must on no account accept donations or engage in financial relationships that jeopardize its political autonomy.
 - 9.1.2. At no time will the CSA engage in financial relationships that are damaging or potentially damaging to its membership's interests.
 - 9.1.3. At all times, the precarious and varying nature of the CSA's financial status shall be taken into account. Investment of CSA monies into financial ventures shall be limited as much as possible and shall be undertaken only in cases where the financial and legal risks involved are minimal and thoroughly researched.
 - 9.1.4. All policies and by-laws relating to finances, as well as relating the CSA in general, shall be adhered to when investigating possible revenue sources.

10. Transparency

- 10.1. The CSA shall constantly strive for a high degree of financial transparency wherever possible without compromising matters deemed confidential or sensitive to the organization's operations.
- 10.2. The CSA shall post on its website the operating budgets, minutes and reports for that fiscal year. Students must be able to access, view, and print this document at their leisure.



Central Student Association

Bylaw 4 – Policy of the CSA

Bylaw 4 – Policy of the Central Student Association

Table of Contents

1. Policy Manual
2. Establishment, Amendments, Suspension or Rescindment of Policy
3. Review of Policy

Amendments to this bylaw are shown in yellow highlighting and strikethrough font.

These amendments were confirmed at the Annual General Meeting on **February 27, 2019**.



Central Student Association

Bylaw 4 – Policy of the CSA

1. Policy Manual

- 1.1. Policy Resolutions of the CSA, as set by the Board, will be recorded in the Central Student Association Policy Manual. Policies will be deemed an Issue-Based policy or an Operational policy and be distinguished as such in the Central Student Association Policy Manual.
 - a) Operational Policy generally consists of policy that outlines the framework of managing the operations of the CSA.
 - b) Issues-based Policy generally consists of policy that the CSA takes a stance on. It is policy that either opposes, supports and/or condones, but not limited to, actions that the Union or a third-party carries out. An example of such policy is taking a stance on international, national and domestic issues, such as tuition fees.
- 1.2. Policy Resolutions shall represent the considered or general view of the CSA with respect to any issue and may have limited or unlimited temporal reference. A Policy Resolution shall in most respects pertain to the prudent conduct, sagacity, course, or general plan of action to be adopted by the CSA. All Policy Resolutions adopted by the Board shall be the official policy position of the CSA.

2. Establishment, Amendments, Suspension or Rescindment of Policy

- 2.1. Policy Resolutions shall require ~~two weeks, or one meeting's notice and must be passed by a two-thirds vote~~ **one Board meeting notice, and a two-thirds majority vote** at a meeting of the Board. A Policy Resolution passed by a two-thirds majority vote shall be considered an official Policy of the CSA.
- 2.2. Amendments to a policy must be submitted and included in the Board package for review prior to the Board meeting. All amendments require ~~a majority vote~~ **one Board meeting notice, and a two-thirds majority vote** at a meeting of the Board.
- 2.3. The suspension of policies, or a section of a policy, must be submitted and included in the Board package for review prior to the Board meeting. All suspensions require a ~~two-thirds majority vote~~ **one Board meeting notice, and a two-thirds majority vote** at a meeting of the Board.
- 2.4. The rescindment of a policy resolution shall require ~~two weeks, or one Board meeting's notice and must be rescinded by~~ **one Board meeting notice, and** a two-thirds majority vote at a meeting of the Board.
- 2.5. All policy remains the policy of the CSA until ~~retracted~~ **rescinded** by a vote of the Board.
[Amended by the CSA Board – January 16, 2019]



Central Student Association

Bylaw 4 – Policy of the CSA

3. Review of Policy

- 3.1. The Policy and Bylaw Review Committee shall review Policy Resolutions of the CSA on a three-year cycle.
- 3.2. Members interested in reviewing policy outside of this three-year cycle may provide written notification to the Board of Directors at a scheduled meeting of the Board. However, formal approval by the Board of Directors is not required to start the review process of a policy of the CSA.