Bylaw 1
Organizational

Central Student Association

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Note: Amendments to Bylaw 1 were last adopted by the Board of Directors on October 28, 2026.

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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 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;

"**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 Executive of the CSA, namely, the President, Vice President Student Experience, Vice President Academic, and Vice President External;

"**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 Indigenous Student Society, and the Ontario Public Interest Research Group - Guelph.

1.4 Interpretation

Other than as specified in Section 1.3 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.

2.0 Membership

2.1 Members of the CSA shall be registered undergraduate students at the University of Guelph, who:

a) Pay a CSA membership fee; or
b) Pay a Co-Op work term fee.

2.2 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.

2.3 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.

2.4 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.

2.5 Cessation of Membership

Individuals shall cease to be members of the CSA when they cease to meet the requirements of Bylaw 1, 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.

2.6 Membership Fee

2.6.1 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.'

2.6.2 It shall be the responsibility of the President to ensure that all fees owing to the CSA are collected in full and in a timely manner.

2.7 Changes to the CSA Fee

2.7.1 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.

2.7.2 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.

2.8 Rights, Privileges and Responsibilities of Membership

2.8.1 **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.

2.8.2 Members of the CSA shall have the following responsibilities:

a) Payment of the designated CSA membership fee or the Co-Op work term 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.

2.9 Members Not-in-Good-Standing

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.

2.10 Member Colleges of the CSA

2.10.1 Member Colleges of the Central Student Association include the following:

- College of Arts;
- College of Biological Sciences;
- College of Computational, Mathematical, and Physical Sciences;
- College of Engineering;
- College of Social and Applied Human Sciences;
- Gordon S. Lang School of Business and Economics;
- Ontario Agricultural College;
- Ontario Veterinary College.

3.0 Officers of the Corporation

3.1 Signing Officers of the Corporation

3.1.1 The CSA Executive structure operates in a collaborative, hierarchical manner. However,

a) the 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 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.

4.0 Board of Directors

4.1 The affairs of the CSA shall be managed by a Board of Directors of 38 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.

4.2 Board of Directors Composition

The composition of the Board of Directors shall be:

4.2.1 **Executive** (Ex-officio, non-voting)

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

4.2.2 At-Large (Elected) Representatives

- Two College of Arts
- Two College of Biological Sciences
- Two College of Computational, Mathematical, and Physical Sciences
- Two College of Engineering
- Two College of Social and Applied Human Sciences
- Two Gordon S. Lang School of Business and Economics
- Two Ontario Agricultural College
- Two Ontario Veterinary College

4.2.3 **Member College Government Representatives** (Appointed)

- One College of Arts Student Union
- One College of Biological Sciences Student Council
- One College of Computational, Mathematical, and Physical Sciences Student Council
- One Guelph Engineering Society
- One College of Social and Applied Human Sciences Student Alliance
- One Lang Student Association
- One Central Veterinary Students Association
- One Student Federation of the Ontario Agricultural College

4.2.4 **Student Organization Representatives** (Appointed)

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

4.2.5 All 'At-Large (Elected) Representatives' shall be two (2) persons directly elected from and by members of each college during the CSA election, in accordance with CSA bylaws and policies. They shall be known as "At-Large (Elected) Representatives". All such representatives shall, at the time of their election, be members of the college they represent. An "At-Large (Elected) Representative" shall have a vote on the Board of Directors and shall be counted for quorum.

4.2.6 All 'Member College Government Representatives' shall be one (1) person appointed by each 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" shall have a vote on the Board of Directors and shall be counted for quorum.

4.2.7 A "Student Organization Representative" is appointed by the member organization. This person must be an undergraduate and 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" shall have a vote on the Board of Directors and shall be counted for quorum.

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

4.4 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.

4.5 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.

4.6 Should at any time the membership of the CSA Board of Directors fall below three Directors, the representative(s) appointed to fill the vacancy will become ratified without the requirement for a Board motion.

4.7 Director Qualifications

4.7.1 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.

4.7.2 Directors who are not CSA Members during the summer semester due to not paying a CSA fee or Co-Op work term fee will be permitted to maintain their seat on the Board of Directors permitting that they were a registered CSA Member in the prior Winter semester and will be a registered CSA Member in the following Fall semester. This provision applies to Directors elected in the Winter General Elections and Directors appointed by a College Government or Student Organization for the current academic year.

4.8 Term of the Board

4.8.1 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 de 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.

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

4.9 Indemnity

4.9.1 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.

4.10 Director Duties

4.10.1 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, Annual General Meetings, and General Members' Meetings;

d) Attend Board training sessions as required by the Policy & Transition Coordinator and Chair;

e) 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";

f) Be an active and participating member of a minimum of one CSA committee;

g) At all times, uphold the bylaws and policies of the CSA. Where no policy or bylaw exists for a specific issue, to look to policies and practices of similar organizations;

h) Be at all times as objective, fair and impartial as possible when discussing issues and making decisions;

i) 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;

j) Actively promote student involvement in CSA services, advocacy, events and campaigns;

k) Tender their resignation if two meetings are missed per semester

without reasonable cause or without obtaining prior leave of absence;

l) Be aware that the Board may decide to remove Directors who fail to perform their duties; and

m) Carry out such other duties as the Board may from time to time assign them with, or as stipulated in CSA policies.

4.10.2 For the purposes of Section 4.10.1, the determination of reasonable cause shall be made by the Policy & Transition Coordinator in conjunction with the Chair of the Board.

4.11 Disciplining Directors

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

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.

4.11.2 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.

4.12 Vacancy in the Office of a Director

4.12.1 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; or

f) upon their death.

4.13 Appointment of Directors

4.13.1 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.

4.13.2 “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.

4.13.3 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 Policy & Transition Coordinator and Chief Returning Officer, provided that it must occur in the fall semester.

4.13.4 Any person elected to the Board under these circumstances, shall serve the unexpired remainder of the term.

4.13.5 If a seat remains vacant following a by-election, this seat will be filled

through a majority vote of the Board.

4.14 Appointment of Chair of the Board

4.14.1 The Chair of the Board shall be hired pursuant to CSA Human Resources Policy and ratified via the Hiring Committee Report at the first meeting following their hiring.

- Alternatively, the CSA signing officers may enter a contract with a business that offers the services of Board Chairs.

4.14.2 In the event that the Chair of the Board is not ratified, a contract is not held for Board Chair services, or a Board Chair is unavailable for a scheduled meeting, the President or a Director (including a member of the Executive Committee) appointed by the Board shall serve as Chair. As appropriate, the CSA signing officers may contract a Board Chair on a temporary basis for these circumstances.

4.14.3 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.

4.15 Board Administration

4.15.1 Board Administration staff, which includes the Policy & Transition Coordinator and the Board Scribe, shall have speaking rights for CSA Board Meetings on an ongoing basis.

4.15.2 When invited to address the Board, the Policy & Transition Coordinator and the Board Scribe may answer a question or provide advice in a brief and concise manner.

4.15.3 During a Board of Directors meeting, the Policy & Transition Coordinator and the Board Scribe shall maintain order and decorum and address the Board only with the permission of the Chair or the Board.

4.16 Board Meetings

4.16.1 All meetings of the Board of Directors shall be open to the public. Members of the CSA are strongly encouraged to attend meetings.

4.16.2 The Board of Directors shall meet at least four (4) times during an academic semester.

4.16.3 An exception may be made for meetings during the summer semester,

based on financial or other considerations.

4.16.4 The Policy & Transition Coordinator shall be responsible for scheduling Board Meetings. The Board of Directors will approve the Board Meeting Schedule for the following year by the end of the winter semester.

4.16.5 Additional meetings of the Board of Directors may be called on a minimum of 48 hours notice by a majority vote of the Executive Committee or via the processes outlined in the CSA Rules of Order.

4.16.6 The Board of Directors shall operate under the Central Student Association's Rules of Order.

4.16.7 Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the board or committee by means of a conference telephone, computer application, or similar permitted communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence, in person, at a meeting.

a) A member may attend a meeting and participate in board deliberations and decisions by remote participation if the member is prevented from physically attending the meeting due to: personal illness or disability, out-of-town travel, unexpected lack of child-care, family member illness or emergency; weather conditions, military service, employment obligations, or a scheduling conflict.

   Members are expected to provide notice at least 48 hours in advance, or in the event of an emergency, as soon as possible, to the Policy & Transition Coordinator when they are anticipating attending a meeting virtually.

b) The determination of a valid reason shall be made by the Policy & Transition Coordinator in conjunction with the Board Chair.

4.17 Meeting Minutes

4.17.1 Meeting minutes will be recorded for every meeting by the Board Scribe.

4.17.2 Minutes will be written in a paraphrased format, including for all discussion that took place.

4.17.3 Minutes will be approved at a subsequent meeting, once finalized.

- Minutes are not to be posted to the public until they have been approved by the CSA Board of Directors.

4.17.4 Minutes will include the names of members, along with the discussions.

4.18 Powers of the Board

4.18.1 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.

4.18.2 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.

4.18.3 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.

4.18.4 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.

4.18.5 The Board shall have the authority to establish committees to exercise any function of the CSA.

4.18.6 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.

4.18.7 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.

4.18.8 The Board shall have the power to inspect and audit any activity sponsored by the CSA.

4.18.9 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 ('Executive Committee')

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

a) the President,
b) the Vice President, Student Experience,
c) the Vice President, Academic, and
d) the Vice President, External

5.2 Term of Office (Executive)

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 is the Corporate Secretary. The Executive Officer Appointment Process is outlined in Bylaw 2 Electoral, Section 2.3.

5.3 Executive Committee (Terms of Reference)

5.3.1 The voting members of the Executive Committee shall be the President, Vice President Student Experience, Vice President Academic, and Vice President External.

5.3.2 The President shall serve as the Chair of the Executive Committee.

5.3.3 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.

5.3.4 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.

5.3.5 The Executive Committee may review any matters relating to the property, revenue, business, and affairs of the CSA.

5.3.6 The Executive Committee shall have the responsibility to consider all matters relating to fiscal policy, revenue and expenditure.

5.3.7 The Executive Committee shall be responsible for ensuring that all necessary books and records required according to the Bylaws of the CSA or by any applicable statute or law are regularly and properly kept.

5.3.8 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.

5.3.9 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.

5.3.10 The Executive Committee is required to make a report to the Board once a month summarizing its activities.

5.3.11 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.

5.4 General Executive Responsibilities

5.4.1 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-for-profit organization;

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.

j) Submitting a final report to the Board of Directors;

k) Adhering to the requests and direction of the Board of Directors;

l) Participate in ongoing leadership training;

m) Receive inclusivity training from Diversity and Human Rights;

n) Provide Executive Committee meeting minutes to the Board of Directors;

o) Support with training and transition as required by the Policy & Transition Coordinator and the CSA President.

5.4.2 The Executive Committee must commit to:

a) Working a minimum of 37 hours on-site per week from May 1 until April 30, primarily during the standard CSA business hours of Monday to Friday, 9:00am to 5:00pm;

b) To not take part in additional employment that requires work during standard CSA business hours, or that conflicts with Board of Directors Meetings and other required commitments as listed in

Appendix A (Executive Portfolios) that fall outside of standard CSA business hours. Any outside employment must be disclosed to the Policy & Transition Coordinator and the CSA President at the start of the term and as it arises for transparency regarding any potential conflicts of interest or schedule conflicts;

c) Being enrolled in no more than 1.00 credit per semester or any co-op work terms from May 1 until April 30 and submit documentation in support of this each semester to the Policy & Transition Coordinator on the day following the applicable enrollment deadline.

Failure to abide by the listed commitments, if not resolved immediately, will be submitted to the Board of Directors. This will result in immediate removal of the Executive by a simple majority vote. This measure shall be used until such time that a committee has been developed to dispense with job performance issues of Executives and Directors.

5.5 Conduct of Executive Committee Meetings

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

5.5.2 Quorum for Executive Committee Meetings shall be no less than half of the elected members.

a) This shall comprise no less than the President, and one Vice President;

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 all elected Vice Presidents. Minutes from these meetings must be sent to the President within 24 hours.

5.6 Relationship Between Board of Directors and Executive Committee

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

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

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

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

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

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

5.7 The President of the CSA shall:

5.7.1 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;

5.7.2 Report and be accountable to the Board of Directors;

5.7.3 Receive initiatives from the Board of Directors and the general membership and is responsible for implementing them within the Executive Committee.

5.8 The Vice President Student Experience of the CSA shall:

5.8.1 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;

5.8.2 Assume the duties of the President in the event of the absence or incapacity of the President.

5.9 The Vice President Academic of the CSA shall:

5.9.1 Assume the duties of the President in the event of the absence or incapacity of the President, and the Vice President Student Experience;

5.9.2 Advocate for academic issues through regular attendance of academic-related committees.

5.10 The Vice President External of the CSA shall:

5.10.1 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;

5.10.2 Advocate for the University of Guelph undergraduate students to the municipal, provincial, and federal governments;

5.10.3 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 Executive Officers

6.1.1 Members of the Executive Committee may be removed from office with the following options:

- By a referendum of the members of the association. 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.

- By resolution to de-ratify and subsequent simple majority vote of the Board of Directors for matters covered under Section 5.4.2.

- By resolution to de-ratify and subsequent unanimous vote of the Board of Directors in the event that the subject of the removal from office is confidential or sensitive in nature. Discussion of an Executive removal will take place in-camera but the outcome and reason for removal shall be recorded in the public minutes.

6.2 Directors

6.2.1 Directors may be removed from office with the following options:

- By a referendum of the members of the association. 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 Director.

- By resolution to de-ratify and subsequent simple majority vote for any Director, excluding the Executive Committee, should they be absent without notice and/or 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 and reason for absence for a meeting must be written and submitted to the Policy & Transition Coordinator or a designated staff member at least 48 hours in advance of the meeting.

- By resolution to de-ratify and subsequent simple majority vote for any Director who fails to attend or complete any mandatory training.

- By resolution to de-ratify and subsequent two-thirds majority vote of the CSA Board in the event that the subject of the removal from office is confidential or sensitive in nature. Discussion of a Director removal will take place in-camera but the outcome and reason for removal shall be recorded in the public minutes.

6.2.2 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 to the Policy & Transition Coordinator.

6.3 Reprimand

6.3.1 Any Executive or Director may be reprimanded for violation of bylaws 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.

6.3.2 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.)

6.3.3 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.

6.3.4 Proposals to reprimand can also be submitted in confidence to the Policy & Transition Coordinator.

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, to which the Executive shall be bound.

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 $4,999.99. 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 Committees:

a) Executive Committee
b) ~~Executive Evaluation Committee~~*
c) Finance Committee

d) Petitions, Delegations and Representations (PDR) Committee
e) Policy and Bylaw Review Committee (PBRC)
f) Accessibility Committee
g) Capacity, Analysis, and Planning Committee (CAPCOM)

[*The Executive Evaluation Committee was temporarily dissolved at the March 10, 2021 Board Meeting. The Policy & Bylaw Review Committee is to provide a revised EEC policy to the Board to replace the end of the 2021 calendar year.]

8.2 The Terms of Reference for the Executive Committee shall be found earlier in this Bylaw 1, specifically as Clause 5.3.

8.3 The Terms of Reference for the remaining CSA Standing Committees shall be found in CSA Policy Manual, Appendix D – CSA Committees.

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 Member Meetings, including 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.

a) Member Meetings may be held physically (in-person), virtually (remotely), or in a combination of both formats (hybrid) as 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 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.

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, despite reasonable promotional efforts, the Board of Directors shall be empowered to receive the Auditors Report and appoint the auditor for the following year on behalf of the membership.

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

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 Coordinator and compiled by the President with input from the Executive Committee.

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:

a) Notice of such business must be served as information at a meeting of the Board of Directors, and

b) 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

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.

9.3 Town Halls

9.3.1 The Executive Committee may use informal meetings, such as Town Halls, to promote communication with undergraduate students. Such meetings are designed to enhance engagement with CSA Members, are not restricted in topic or format, and must be accessible to all students.

9.3.2 Town Halls are in addition to, and shall not be used as alternatives to, mandated 'annual and other meetings of the members' as identified in Section 9.1 Annual and Other Meetings of the Members.

10.0 Conflict of Interest

10.1 It is in the best interest of the CSA to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest section is designed to assist Directors, Executive and staff to identify situations that present potential conflicts of interest and to provide the CSA with a process to appropriately manage conflicts in accordance with the requirements and the goals of accountability and transparency in the CSA business operations.

A conflict of interest arises in any situation where the duty of a Director, Executive, and/or staff member to act solely in the best interest of the CSA and to adhere to their fundamental duties is compromised or impeded by any other interest,

relationship or duty. A conflict of interest should not provide benefit financially or otherwise from CSA events or activities or when relationships exist in matters related to the above.

A Director, Executive, and/or staff member shall be deemed as being in conflict of interest when any contract, proposed contract or transaction exist that are to the benefit or detriment of themselves, their family, partners, housemates, roommates, or other organizations to which they are currently affiliated, that do not pertain to their CSA job description or the CSA mandate.

All Directors, Executive, and staff shall comply with the requirements of this bylaw. It is not possible to outline all situations in which actual or potential conflict of interest may arise.

10.2 Process for Addressing a Conflict of Interest

Members of the Board, including Executive Officers and Directors, shall declare a conflict of interest before discussions or decisions about any matters in which they or anyone with whom they have a relationship could directly or indirectly benefit or where such a benefit could be perceived.
The process is as follows:

a) At the start of each Board meeting, following approval of the agenda, the Chair shall ask for a declaration of any conflict of interest relating to any of the agenda items.

b) If a Board member declares a real, potential or perceived conflict of interest the declaration shall be recorded in the minutes. Perceived conflicts of interest are situations in which an internal or external observer could interpret actions of the Board member as being in conflict.

c) Board members with a conflict of interest shall remove themselves from the room for discussion of the agenda item. The Board member shall not discuss nor vote on the issue. The Board member shall not discuss the issue with any other Board member at the time of the meeting or subsequently.

d) If Board members are not certain that they are in a conflict of interest position, they may discuss the matter with the Board Chair, an Executive Officer or the HR Support Team for advice or guidance.

e) It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of another Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board Chair, an Executive Officer or the HR Support Team.

f) If there is any question or doubt about the existence of a conflict for any particular member, the Board shall determine by vote, if a conflict exists. The person who is subject of the vote shall be absent from the discussion and vote.

g) If no quorum exists for the purpose of voting on a resolution due to declarations, the remaining Board members are deemed to constitute a quorum for the purposes of voting on the resolution.

10.3 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.

10.4 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 a contract.

10.5 No member of the CSA shall personally benefit through gifts as a result of their position on the CSA.

10.6 The minutes shall name the Director who declared the conflict and indicate the nature of conflict. The minutes shall also state whether the Board voted on the matter and whether the Director who declared the conflict voted or was absent.

11.0 Disclosure of Information

11.1 At the beginning of every meeting of the Board of Directors or a 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 Bylaws 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.

12.2 Proposed amendments require one Board Meeting notice and require discussion and a vote at the subsequent Board meeting to either:

a) postpone to a particular date; or
b) refer to a committee; or
c) 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 must be recorded by a roll call vote.

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 Policy & Transition Coordinator within 48 hours of the notice. The Policy & Transition Coordinator 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.

12.6 Bylaw 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.