

A by-law relating generally to the conduct of affairs of

McMaster Association of Part-time Students

Be it enacted, as By-law 1 of McMaster Association of Part-time Students, as follows:

Definitions

1. In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:
 - a. “AGM” means the Annual General Meeting of the members of the Corporation.
 - b. “Board” means the Board of Directors of the Corporation.
 - c. “Board member” or “Director” means an elected member of the Board.
 - d. “Business of the Corporation” means those things that the Membership votes on, including statutory requirements, election of directors, appointing of auditor and business defined in the by-laws.
 - e. “Ex officio” means a person who is entitled to receive notice of, attend and participate at a meeting by virtue of their position, but the person has no vote and may be excused at the meeting’s discretion.
 - f. “information meeting” means a meeting of the membership that is conducted in person with computer mediated communications capacity allowing members to participate in discussions remotely. Information Meetings do not conduct votes, so they can proceed without quorum. An information Meeting must be held prior to a referendum to provide a venue for discussion of the items on the referendum ballot.
 - g. “MAPS”, the “Corporation”, or the “Association” means McMaster Association of Part-time Students.
 - h. “McMaster” or “University” means McMaster University.
 - i. “Member” and “Membership” refer to members in the General Membership category of members of the Corporation.
 - j. “SGM” means Special General Meeting of the members of the Corporation.
 - k. Words importing the singular includes the plural and vice-versa.
 - l. Words importing one gender include all genders.

Head Office

2. The Head Office of the Corporation shall be at or near McMaster University, in the City of Hamilton, in the Province of Ontario, which may be changed in accordance with applicable law.

Seal

3. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.



Purpose and Scope

4. The purpose and scope of the Corporation is to represent McMaster Part-time students, in order to:
 - a. Promote the academic interests of Part-time students at McMaster;
 - b. Promote a cultural and social environment at McMaster of benefit to Part-time students;
 - c. Present information and concerns to the University and the university community regarding the needs of Part-time students at McMaster; and
 - d. Promote the interests of McMaster University with the community at large, when they are not in opposition to the interests of Part-time students.

General Membership

6. The General Membership consists of :
 - a. Current McMaster undergraduate degree students enrolled in 17 units or fewer in the academic session;
 - b. Current McMaster students enrolled in certificate or diploma programs through McMaster's Centre for Continuing Education;
 - c. Current McMaster students enrolled in the Clinical Behavioural Sciences Program;
 - d. Any other current McMaster students who are assessed the MAPS fee by the University;
 - e. Current members pursuant to any agreement in place between the Corporation and other student representative bodies regarding membership; and
 - f. Current members of the Board of Directors.
7. **Rights of Members:** All Members have the right to participate as a member of the Corporation in accordance with the by-laws and applicable law; which includes the right to vote in the Associations' elections, referenda, and general meetings.
8. **Duration of Membership:** Membership duration for Members who qualify under section 6 (a through e), shall be the same as the academic session for which they paid MAPS fees. The membership of a Director will cease when his term of office expires, and he does not otherwise qualify for membership.
9. **One person, one vote, non-transferrable:** Each Member is entitled to only one vote. Membership is not transferable.
10. **Membership and Additional Fees**
 - a. The amount of the Membership fee shall be approved by the Membership through a referendum or General Meeting called for that purpose, as provided for in these by-laws. The Board will establish a means to validate any change of request of the fees.
 - b. The Membership may also approve by referendum or General Meeting the collection of additional fees from the Membership for specific purposes.
 - c. The Membership may change the Membership Fee or any ancillary fee created under this section, as follows:



- i. If the change of fee is less than 20% of the Corporation's annual expenses, the fee can be changed with a simple majority vote in favour.
- ii. If the change of fee is 20% or greater than 20% of the Corporation's annual expenses, the fee can be changed with a 2/3 vote in favour.
- iii. The Membership may not change a fee if there is an agreement in place with a third party with respect to the fee; unless the agreement provides for it.

Business of the Corporation

11. Between January and April of each year, and at other times as required, the Board of Directors will ensure that the business of the Corporation is conducted, through meetings or referenda. The following chart describes what business is to be conducted and how it is to be conducted. The business shall include, but not be limited to:

	If business is conducted at meetings of the Membership	If business is conducted by Referenda
Items to be conducted annually, between January and April (required by Statute)		
A. Consideration of the Corporation's Audited Financial Statements for the prior fiscal year	Yes, no motion required	Presented at information Meeting, no ballot question required.
B. Appointment of the Corporation's Auditors	Yes, motion required	Presented at information Meeting, appointment is a referendum question.
Business to be conducted when the membership is called		
C. Approval of last meeting minutes	Yes, motion to accept.	Not applicable
D. Board of Directors report	Yes, no motion required.	A report shall be given at the information Meeting
E. Ratification of directors elected by acclamation	Yes, motion to ratify	Presented at information Meeting, vacancies to be elected by the membership
F. Presentation of other information or material relating to the Corporation by the Board	Yes, motion(s) may be called if action required	Presented at information Meeting. Any item requiring membership approval will be a referendum question.

12. The Board will ensure that electronic balloting is available for all referenda and advance polls, as may be needed, or in the alternative provide another means to vote that verifies the members' credentials to vote but enables the vote to be cast from remote locations. For greater clarity, verification of the member shall



be conducted in such a way that the votes are verified as having been made by the Members entitled to vote but without being able to identify how each Member voted.

13. The Board will normally call a general referendum to conduct the business of the Corporation, but may call a general meeting or special meeting if circumstances warrant it. The primary consideration of the Board will be to maximize the participation of the Membership in business of the Corporation.

14. Notice provision for a Meetings of the Membership or Referenda

- a. **First Notice :** The Corporate Secretary (or designate) shall make a call for agenda items and a call for nominations from among the Membership for vacant positions on the Board and other positions appointed by the Membership at least 6 weeks prior to the date set for the General Meeting or the Referendum's Information Meeting. The call for nominations shall include a reasonable deadline for nominations. The calls shall be done by electronic mail, or Canada post for members where no email address is available, and notice shall also be posted on the Corporation's website, social media sites, and any bulletin or electronic signage available to the Corporation.
- b. **Board review of agenda items:** The Board will review and set the agenda for the General Meeting / Information Meeting based on items it wishes to bring to the membership and include requests from the membership that are in order for the meeting/session.
- c. In setting the agenda, the Board:
 - i. May combine requests for agenda items that deal with similar issues if consolidating the items does not substantively change the original intent.
 - ii. Shall not include items that cannot properly be dealt with by the Membership. Examples of such items include matters before the courts, matters protected by solicitor-client privilege, and matters that require substantial prior research, or other reasonable cause.
 - iii. Shall note items that were not included on the agenda for review and consideration for the next meeting or referenda called, or may recommend the issue be referred to the Board.
- d. **Second Notice for General Meeting:** The agenda for a meeting or information Meeting will be sent to the Membership at least 4 weeks before the Meeting; using the same methods as the First Notice. The Second Notice shall include a final agenda, electronic links to access meeting and nomination materials online, and instructions to members on how to review a hard copy of the materials, which shall be maintained in the Corporation's offices, readily available for review.
- e. **Second Notice for Information Meeting:** The agenda for the Information Meetings follows the same provisions as Second notice for a General Meeting and the provisions outlined in By-law 4, section 9
- f. **Special General Meeting/ Special Information Meeting – Only one notice of meeting provided:** Special meetings are called to address a specific set of items; therefore only one notice of meeting shall be provided and it shall follow the Second Notice Provisions for General Meetings or Information Meetings, depending on which is being called, and the provisions of By-law 4 section 9 as applicable. The Board shall determine the agenda items for any special meetings or information Meetings and may not change the agenda once notice has been given.
- g. **No new business permitted:** Unless otherwise allowed by these by-laws or by applicable law, business items that were not included in the second notice agenda package (for example, new business items) will not be considered at General meetings nor will they be placed on the ballot for a referendum. This ensures that all members have an equal opportunity to review and consider the matters at hand.



- h. Items that are brought before a general meeting or an information Meeting may, be referred to the Board by the Membership, placed on the next scheduled meeting agenda / referendum, or call a special meeting or special referendum to consider the matter.

Meetings of the Membership

- 15. Should a referenda of the Membership not be possible, the Board may call a general or special meeting. The notice provision for both general and special meeting §® described in section 14.
- 16. Meetings may be called by
 - a. the President, who may call a general or special meeting; or
 - b. a majority of the Directors in office (for greater clarity, the majority is calculated without including vacant positions on the Board), who will also determine if the meeting is special or general in nature and set the day and the time of the meeting; or
 - c. by petition signed by 3% of the membership. Meetings called by petition shall be deemed special meetings and subject to the appropriate notice provisions. The petition must be received by the Corporate Secretary (or designate) and must indicate the business of the meeting. Petitioned special meetings must be held within seven weeks of the petition being received.
 - d. Meetings will normally be held on or near either the main or downtown campus of McMaster University at a date and time generally convenient to Part-time students.
 - e. Minutes of all meetings shall be taken during the meeting. Draft open session minutes will be available online within four weeks of each meeting. The Board will review the draft open session minutes prior to having them put online.

Presiding Rules at General Meetings

- 17. The following procedural rules and requirements govern General Meetings:
 - a. **Quorum:**
 - i. Quorum for all Meetings shall be 3% of Members physically present in the room or present through other Board-approved telephonic or computer mediated communications which enable real-time communication between all participants and allow for membership verification .
 - ii. If quorum is not achieved:
 - 1. The General Meeting will not be called to order and the Board will issue notice of an Information Meeting to be held within 2 weeks of the General Meeting
 - 2. The Board of Directors is empowered to act with respect to the matters outlined in section 11 (a and b). All other agenda items must be put to referendum or deferred to a special or general meeting, at the Board's discretion
 - iii. If a General Meeting is permanently adjourned due to lack of quorum or if a rescheduled or reconvened General Meeting fails to achieve quorum, the Board shall immediately convene without notice to determine if a referendum should be held regarding any outstanding agenda issues.
 - iv. If advance polls are employed, they shall be counted when that question is either called at a General Meeting; provided the question voted on is the same. If the questions are not the same, the advance polls for that item will not be counted



- b. Unless specified otherwise in the by-laws or by applicable law, all General Meeting matters save elections shall be decided by majority vote through a show of hands, unless a member requests the vote be recorded. A declaration by the presiding officer that a motion has carried or defeated will be noted in the minutes, which shall serve as sufficient evidence of the vote and its result. Elections will be by secret ballot.
- c. In the event of an equal number of votes in favor and opposed, there shall be no casting vote, and the motion is defeated.
- d. For General Meetings, the Executive Director or Corporate Secretary shall serve as the returning officer for all secret ballots. The returning officer shall also be responsible for reporting any advance poll results to the meeting when the motion is being voted on by the Membership present. Where advanced polls, a ballot count, or recorded vote is required at the meeting, the presiding officer will call upon a Board member who is not an officer and Member to assist the returning officer in vote counts and to act as scrutineers to verify the vote recording and results. Should one or both of these people be unavailable, the presiding officer may select one or more Members to serve.

Referenda procedures

- 18. The Procedures for referenda are set out in By-law 4.

Notices to Members and Directors

- 19. When sending notices by electronic means, the Corporation shall use the Membership List, as defined in Bylaw 4 Section 18.
- 20. Similarly written notice will be sent to the address on the Membership List.
- 21. Notices sent to directors shall be to the last email address provided by the director and the address recorded on the books of the Corporation shall be used for written notice.

Non-material Errors or Omissions Do Not Invalidate Proceedings or Decisions

- 22. A non-material error or omission shall not invalidate proceedings or decisions. Any error or omission must be shown to be material and not otherwise waived. In assessing materiality, considerations shall include if the results have or would be reasonably affected and whether reasonable remedial steps were taken.
- 23. The following are examples of material errors that would require reasonable remediation or may invalidate results or proceedings:
 - a. If certain Membership notices differ by indicating a location, date, or time that is incorrect from the actual meeting details. A reasonable person would expect all notifications would provide the same information. However, an original notification that was superseded by a revised notification in a timely manner does not constitute a material error, so long as the revised notification clearly indicates appropriate revisions and corrections.
 - b. An erroneous notification that could be construed as targeting or attempting to exclude a group by geography or faculty, and no remedial steps were taken to correct the notification.

Disputes referred to tribunal



24. Where there is a disputed question regarding the materiality of errors or omissions or whether they were otherwise waived, an ad-hoc dispute resolution panel shall be struck to make a final determination.

Adjournments of Committee Meetings and Board Meetings

25. The Board and its committees may adjourn and reconvene their respective meetings as and when they see fit. A resumed meeting will not entertain additional business beyond the outstanding items unless all members consent or the meeting is part of the next scheduled meeting.
26. The chair shall normally adjourn a meeting when a quorum is no longer present. But may also act practically to continue the work of the meeting. This could take the form of dealing with non-decision items in the interim if the chair expects that quorum will be re-established; the body may also conduct informal discussions and decisions on behalf of those present, which would become formal decisions once ratified by additional voting members who were not present.

Financial-Related Issues

27. The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
28. The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.
29. The remuneration of the Corporation's auditor shall be fixed by the Board.
30. If for any reason the office of Auditor is vacated, the Board shall review the results of the last competitive bid process for Auditor and seek to engage the firm that was the next highest ranked among submissions. If that option is not available, the Board shall immediately run a competitive bid process to secure an auditor, and the Board shall have the power to appoint the Auditor under these circumstances.

Computation of Time

31. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period. If the last day of the period falls on a holiday, the period shall be extended so that the last day is the next business day.

Severability and Precedence

32. The invalidity or unenforceability of any part of this or any other by-law shall not affect the validity or enforceability of the remainder of this or any other by-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Letters Patent or applicable law, the provisions contained in the Letters Patent or the applicable law, as the case may be, shall prevail.

Amendments to By-laws

33. The Members may from time to time amend the Corporation's by-laws in accordance with applicable law and any specific requirements of these by-laws. In particular, changes to items requiring two-thirds approval of the membership may only be amended with two-thirds approval of the applicable quorum requirement. Amendments will normally be on the recommendation of the Board. Prior to submission and ratification by the Membership, the Board may, from time to time in accordance with applicable law, pass or amend on an interim basis the Corporation's by-laws, other than a provision respecting the transfer of assets.



A by-law relating generally to the powers, duties and obligations of the Board of Directors and officers of

McMaster Association of Part-time Students

Be it enacted, as By-law 2 of the McMaster Association of Part-time Students, as follows:

1. Board of Directors

- a. The activities and affairs of the Corporation shall be managed by a Board of not less than 6 Directors and not more than 9 Directors. Each Director must be a Member at the time of election to the Board and not be disqualified under applicable law.
- b. The Executive Director of the Corporation, or equivalent, may not be an elected director of the Board.
- c. Each Director shall be elected to hold office for about a two-year term or until her successor has been elected. Terms of office shall be staggered so that about half of the Directors are up for election each year. Vacancies on the Board shall be filled in such a way to maintain the stagger.
- d. No Director may serve or be elected to a term that extends beyond about 8 consecutive years as a Director. Upon the election of their successor, such a Director shall be ineligible to serve as a Board member for about a year.
- e. Directors will be normally elected by through a meeting of the Membership or referenda, as provided for in the Corporation's by-laws.

2. Meetings and Quorum

- a. The Board shall meet at least once every fiscal quarter.
- b. Meetings shall be held:
 - i. At the call of the President, or in her absence, by the First Vice-President;
 - ii. At the written request of a third of the Board to the Corporate Secretary; or
 - iii. Upon petition of 1% of the Membership to the Corporate Secretary.
- c. The Board of Directors, in order to be constituted, must have at least six members elected and in office. Should the Board have fewer than six members at any time, a Special General Meeting must be held within 2 months to fill all open positions on the Board.
- d. Quorum for the Board of Directors is at least 50% of the current Board members, and at least one of the Directors present must not be an officer of the Corporation.
- e. The Corporation shall make available alternate means for Directors to attend meetings that allow for adequate communication with each other, including attending:
 - i. ~~At~~ person;
 - ii. ~~At~~ through teleconferencing services; or
 - iii. ~~At~~ through internet-based web meeting technology.
- f. Board members may not vote by proxy.
- g. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. Unless exceptional circumstances require otherwise, notices of Board meetings will be posted at least 5 days in advance of the meeting on the Association's website.



- h. Notice of meetings shall be given to each Director not less than 5 days if given by electronic means, and not less than 10 days if given via Canada Post, of the meeting being called.
- i. Notice of a Board meeting shall be waived, and noted in the minutes, if the Directors present at the meeting voice no objection and those absent have consented to waiving notice.
- i. Any error or omission in giving notice of a Board meeting does not necessarily invalidate the business transacted at that meeting unless the error or omission is reasonably material, it was not waived, and an objection was noted in a timely manner.
- j. The Board may set in advance the date and time of their meetings, or appoint a regular day and time for Board meetings for any annual period. When the date and time are set in either manner, no further notice of meeting is required, unless the dates or times of meetings are changed. Meeting materials shall still be circulated to Directors in accordance with notice provisions.
- k. A Board of Directors meeting may also be called without notice immediately following a scheduled General Meeting of the Corporation.
- l. The Directors may consider or transact any general or special business at any meeting of the Board. The Board may excuse some or all of its *ex officio* members, including the Corporate Secretary and Executive Director, at its discretion.

3. Board of Directors' Powers

- a. The Directors of the Corporation, collectively, may administer the activities and affairs of the Corporation in all things and enter into agreements in the name of the Corporation. The Board may exercise whatever powers are necessary and do or have done things that the Corporation is lawfully allowed to do.
- b. The Board of Directors may from time to time, purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, and other property, movable or immovable, real or personal, or any right or interest that the Corporation may have in such things. The Board may do so on terms and conditions the Board feels are advisable and that align with the Corporation's objectives and policies.
- c. Subject to the limitations set out in the by-laws, in the Letters Patent, and in applicable law, the Board may:
 - i. borrow money on the credit of the Corporation;
 - ii. issue, sell or pledge securities of the Corporation; or
 - iii. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- d. From time to time, the Board may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.



4. Director's Duties

- a. Each Director shall individually:
 - i. represent the interests of part-time students at McMaster University;
 - ii. be responsible for the effective governance of the Corporation, including fiduciary responsibilities to the Membership and ensuring that the Corporation's strategic ends align with the results of any Membership engagement;
 - iii. become familiar with the Corporation's structure, goals, objectives, activities, publications and programs;
 - iv. act honestly and in good faith with a view to the best interests of the Corporation;
 - v. exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;
 - vi. prepare for and regularly attend Board meetings and meetings of the committees of which they are members;
 - vii. serve on at least one committee of the Board of Directors;
 - viii. follow all Corporation policies with respect to conduct, conflict of interest, and other policies as may be applicable.

5. Books and Records

- a. **Books are kept:** The Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable law are regularly and properly kept.
- b. **Books open to review:** Any Member shall, upon reasonable notice, be allowed to examine reasonable financial records and open session minute books of the Corporation.

6. Presiding Rules for Board of Directors Meetings

- a. **President Chairs:** The President shall be the presiding officer of the Board, or, in her and the Vice-Presidents' absence, another Director as the Board may determine from time to time.
- b. **Tie motions fail:** Unless otherwise required by the rules, by-laws, policies, or applicable law, questions arising at any Board meeting shall be decided by a majority of votes, and the presiding officer shall cast his vote in the first instance. Where there is an equality of votes, there is no casting vote, and the motion is defeated.
- c. **Voting:** Votes will normally be taken by a show of hands, unless
 - i. A director asks for a recorded vote
 - ii. A director asks for a secret ballot, and this is agreed to by the presiding officer or a majority of the Board
 - iii. A director asks that her specific vote be recorded.
- d. **Deemed Consent:** The Directors present at a meeting are deemed to consent to any resolutions passed or action taken at the meeting unless otherwise noted in the minutes. Directors who were not present are deemed to consent to any resolution passed or action taken unless they note their dissent for inclusion in the minutes. For greater clarity, once the minutes of the meeting where the resolution or action was considered are circulated, Directors have 7 days to note their dissent.



- e. **Minutes to be kept:** Minutes will be taken at all Board meetings. Minutes for closed session meetings will be kept separately and kept confidential, pursuant to applicable Board policy.
- f. **Conflicts of Interest:** Directors will declare any actual or perceived conflicts of interests prior to the consideration of any matter that gives rise to the declaration.
 - i. If a Director is unclear as to whether she may have a perceived or actual conflict of interest, the presiding officer or Board shall make a reasonable determination.
 - ii. Once a perceived or actual conflict of interest has been declared or found for a matter, the Director may not participate in debate on the matter, nor may she vote.
 - iii. If the conflict involves a material contract or transaction, the Board shall excuse the Director for that portion of the meeting, or make other arrangements for the Board to deal with the materials without the Director present.
- g. The Board may approve Procedural Guidelines for meeting procedures and rules in order to facilitate discussion and improve effectiveness and efficiency. These Guidelines do not have to comply with the latest edition of *Robert's Rules of Order Newly Revised*, but they shall conform to the Corporation's by-laws, policies and applicable statute(s).
- h. Where the Procedural Guidelines, by-laws, policies, or applicable law are silent, recourse may be had to the latest edition of *Roberts Rules of Order Newly Revised*.

7. Vacancies / Removal of Director

- a. A Director's position is vacated if the Director:
 - i. is removed pursuant to the by-laws or applicable law;
 - ii. dies or becomes disqualified pursuant to the by-laws or applicable law; or
 - iii. resigns.
- b. Resignations shall be given to the Board in writing through the Corporate Secretary and are effective upon receipt.
- c. A Director can be removed from office by a majority vote at a Special General Meeting or by referendum called for that purpose. The quorum for such a referendum is 10% of the Membership.
- d. A Director can be removed by a two-thirds majority vote of the Board if the Director:
 - i. Fails to attend three meetings of the Board without reasonable cause;
 - ii. Contravenes the Corporation's codes or policies;
 - iii. Contravenes policies enacted by McMaster University pertaining to sexual harassment, anti-discrimination, or codes of conduct; or
 - iv. Has breached his duties to the Corporation in a substantial manner.
- e. The Board will afford a Director subject to removal appropriate due process and in all ways will conduct itself fairly with respect to the matter. However, the Director in question will not be allowed to be present for the final discussion or vote on the matter.
- f. Notice of a meeting to remove a Director shall be provided in accordance with normal notice requirements, and specific notice of this business item must be made.



8. Interim Appointment of Directors

- a. Should a vacancy on the Board exist, the Board may appoint, or by other policy elect, a Member to fill the position for the balance of the vacated term (i.e. up to a maximum of about 2 years) so that the stagger of Board terms is maintained.
- b. A General Meeting may also fill any vacancies in a manner that preserves the stagger of when Board terms expire.

9. Policies

- a. The Board may make general policies regarding its business and that of the Association.

10. Remuneration of Directors

- a. The Directors shall receive no remuneration for acting as such. This does not preclude the reimbursement of reasonable expenses when appropriate.

11. Officers of the Corporation

- a. The Board of Directors shall, at the first meeting after the Annual General Meeting or shortly thereafter, elect from among the Directors the following officers:
 - i. President;
 - ii. First Vice-President;
 - iii. Second Vice-President; and
 - iv. Vice-President, Finance
- b. Subject to the requirements of applicable laws, a Director may hold only one of the above officer positions at one time.
- c. Corporate officer terms of office shall be about one year, commencing from the date of election to their office and held until a successor is elected.
- d. Any elected officer may be removed or replaced by the Board with majority vote at any time.
- e. The Board shall also normally appoint the following other officers at appropriate times:
 - i. Corporate Secretary, which may be combined or held concurrently with any officer position except President or Executive Director; and
 - ii. Executive Director (or equivalent), who may not concurrently be a Director.
- f. The Board may appoint other officers as reasonably appropriate and necessary.

Duties and Responsibilities of Officers of the Corporation**12. President:** The President shall

- a. Be the presiding officer at General Meetings, meetings of the Board, and the Executive Committee.
- b. On behalf of the Board, serve as the supervisor to the Executive Director, including communicating guidance regarding the Board's expectations and concerns.



- c. In collaboration with the Executive Director, develop and implement standards for Board decision-support packages that include formats for reporting to the Board and the level of detail to be provided. This is to ensure that management strategies and planning and performance information are appropriately presented to the Board.
 - d. In collaboration with the Executive Director and Corporate Secretary:
 - i. Establish agendas aligned with annual Board goals and reporting requirements;
 - ii. Ensure meetings are effective and efficient for the performance of governance work;
 - iii. Ensure that a schedule of Board meetings is prepared annually; and
 - iv. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
 - e. Lead the Board in monitoring and evaluating the performance of the Executive Director through at least an annual process as well as being responsible for managing human resource issues with respect to the Executive Director.
 - f. Provide leadership to the Board, ensure the integrity of the Board's process, and represent the Board to outside parties.
 - g. Serve as the Board's primary contact with the public.
 - h. Co-ordinate Board activities to fulfill its governance responsibilities and report regularly to the Board on issues relevant to its governance responsibilities.
 - i. Facilitate co-operative relationships among the Directors and between the Board and the Executive Director.
 - j. Ensure the Board discusses all matters relating to the Board's mandate.
 - k. Set a high standard for Board conduct and enforce policies and by-laws concerning Directors' conduct and other matters.
 - l. Serve as a mentor to other Directors by ensuring that all Directors contribute fully and, in conjunction with the Executive Director, address issues associated with underperformance of individual Directors.
 - m. Ensure succession planning occurs for both the Executive Director and Board.
 - n. Be an *ex officio* observer on all Board committees. This does not preclude the President from being appointed as a committee member.
 - o. Appoint, in consultation with the Board, one or more special advisors, who shall have skills and knowledge of advantage to the Board, as required and for a period of time at the discretion of the President.
 - p. Be responsible for other duties as assigned by the Board.
13. **First Vice-President:** The First Vice-President shall
- a. In the event of absence or incapacity of the President, the First Vice-President shall exercise the duties and responsibilities of President.
 - b. Set a high standard for Board conduct.
 - c. Serve as a mentor to other Directors.
 - d. Be aware of the activities of the President in the event that the President is unable to perform his duties.



- e. The First Vice-President is expected to chair a Board standing committee and to be responsible for either:
 - i. Leading the membership engagement process; or
 - ii. Liaising with other student governments as well as co-representing (with the President) the Association to external bodies
- f. Be responsible for other duties as assigned by the Board.

14. **Second Vice-President:** The Second Vice-President, shall

- a. In the event of absence or incapacity of the President and the First Vice-President, the Second Vice-President shall exercise the duties and responsibilities of President.
- b. Set a high standard for Board conduct.
- c. Serve as a mentor to other Directors.
- d. The Second Vice-President is expected to chair a Board standing committee and to be responsible for either:
 - i. Leading the membership engagement process; or
 - ii. Liaising with other student governments as well as co-representing (with the President) the Association to external bodies.
- e. Be responsible for other duties as assigned by the Board.

15. **Vice-President, Finance:** The Vice-President, Finance shall

- a. Be the chief financial officer of the Corporation and shall ensure that the books of account of the Corporation are kept.
- b. Serve as a mentor to other Directors.
- c. Chair the Finance Committee.
- d. Work collaboratively with the President and Executive Director to support the Board in achieving its fiduciary responsibilities.
- e. Monitor the custody of the funds and securities of the Corporation.
- f. Ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation are kept in the books belonging to the Corporation.
- g. Ensure the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.
- h. Ensure that funds of the Corporation are disbursed as may be directed by proper authority and that internal controls for the tracking and recording of such disbursements are followed.
- i. In collaboration with the Executive Director, provide to the Board at least once per fiscal quarter, or whenever the Board requires it, an accounting of all the transactions and a statement of the Corporation's financial position.
- j. Maintain a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities, and other matters.



- k. Co-operate with, and ensure the Corporation's co-operation with, the auditor during any audit of the Corporation's accounts.
- l. Present to the Members at the Annual General Meeting as part of the Board's annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor.
- m. Be responsible for other duties as assigned by the Board.

16. **Corporate Secretary:** The Corporate Secretary shall:

- a. Normally be a person with demonstrated knowledge and practice in the duties of the position.
- b. Not concurrently be the President or Executive Director.
- c. Work collaboratively with the President and the Executive Director to support the Board in fulfilling its fiduciary responsibilities.
- d. Support the President in maintaining a high standard for Board conduct and uphold policies and the by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities, and other matters.
- e. Ensure that a roll of the names and addresses of Board members and General Members is kept or accessible through the University or by other appropriate means.
- f. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation are being done, including Board and committee meetings.
- g. Ensure the safekeeping of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law.
- h. Ensure that all reports are prepared and filed as required by applicable law or requested by the Board.
- i. Ensure that such notice as required by the by-laws or by applicable law of all meetings of the Corporation, the Board, and Board committees are given.
- j. Attend all meetings of the Corporation and the Board of Directors as an *ex officio* observer if not already an applicable member.
- k. Be responsible for other duties as assigned by the Board.

17. **Executive Director:** The Board shall appoint and employ an Executive Director, who shall:

- a. Act as the Corporation's general manager and act as the senior person employed by the Corporation to manage its affairs. This includes acting as the fiscal agent responsible for administration of the Corporation's programs, finances, and personnel within all by-laws, policies, and applicable laws as in force from time to time.
- b. In response to the identification of strategic ends by the Board, develop a two-year operating plan to advance such ends, which shall include annual budgets in support of the plan. Each year, the Executive Director will report on two measures of performance that demonstrate the progression of aspects of the plan.
- c. Not concurrently be a Director.
- d. Be an *ex officio* non-voting member of the Board and all committees, and provide support to the Board at general meetings.
- e. Other duties, as may be assigned by the Board from time to time.



18. **Presiding Officer:** The President, and from time to time other officers of the Corporation, may serve as the Presiding Officer at a meeting.

- a. The Presiding Officer shall sign all related by-laws, policies, minutes, or other documents attesting to their accuracy and authenticity (including consolidations when applicable).
- b. Minutes and similar documents shall not be signed until appropriate reviews and approvals by the relevant body have occurred.
- c. In exceptional circumstances, documents may be signed on an interim basis with a notation that the document is subject to final approval by the relevant body.
- d. Should the original presiding officer no longer be available after such a document is approved, the current presiding officer for the meeting where the document was approved may sign instead.

19. Delegation of Authority and Limits on Authority

- a. The Board shall, from time to time, delegate authority to officers of the Corporation to execute documents, bind the Corporation, authorize expenses, and sign financial instruments. However, any such actions must be in accordance with applicable Board policies on delegations of authority and executive limitations or explicit Board authorization.
- b. A Director or officer is personally liable for any actions that exceed such policies or other authorizations, and any such actions may be grounds for immediate removal as well as an investigation to determine if any criminal or civil legal actions are warranted.
- c. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the President, First Vice-President, Second Vice-President, Vice-President, Finance, and Executive Director acting in accordance with relevant policies and authority. In addition, from time to time, the Board may designate additional signing officers or may direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document.
- d. Any officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

20. Protection of Directors and Officers

- a. No Director, officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
 - i. complied with applicable law and the Corporation's Letters Patent and by-laws; and
 - ii. exercised their powers and discharged their duties in accordance with applicable law and by-laws.



- b. The Corporation shall obtain and maintain Directors' and Officers' liability insurance in an amount that is reasonable given the Corporation's activities.
- c. The Board shall periodically have its liability risk evaluated by a qualified third party agency, or an agent of the Corporation's insurer.



A by-law relating generally to the structure and governance of committees of

McMaster Association of Part-time Students

Be it enacted, as By-law 3 of McMaster Association of Part-time Students, as follows:

1. Board Committees

- a. The Board of Directors may appoint committees for any purpose within its powers. Committees, their respective memberships, and their respective terms of reference are at the discretion of the Board, and they may be changed at any time.
- b. The Board may appoint an Executive Committee in accordance with Section 3.
- c. The Board shall appoint, in consultation with the university administration, a monitoring committee, comprised of members of the university community who bring knowledge and experience in organizational transparency, ethics, organizational and financial accountability. The term of the committee shall initially be three years (2013 – 2016), and its purpose shall be to periodically evaluate how well the Association is adapting to its new by-laws and board policies. It shall make an annual report to the Membership which shall be released concurrently with the Audited Financial Statements of the Corporation, and be posted in its own Section on the Corporation's website.
- d. The Board shall normally have standing committees that address at least the following general areas, but the Board reserves the right to assign multiple areas to a committee:
 - i. Internal Affairs (including Membership engagement);
 - ii. External Affairs;
 - iii. Finance;
 - iv. Awards; and
 - v. Nominations
- e. Terms of Reference for a committee should be framed with respect to how a committee's activities will advance the Corporation's strategic ends. Committees shall normally review their respective terms of reference and propose changes for the Board's consideration by November of each year.

2. Dispute Resolution Tribunals

- a. Where there is a dispute between the Board and a Member, one or more board members, a committee of the Board and the board, or others who voluntarily agree to internal dispute resolution, the Board shall strike a three member adjudication tribunal, which shall review the facts and make a final ruling on the dispute.
- b. Tribunal members will be appointed from a pool of pre-selected candidates who shall reflect a cross-Section of the university community, known for their fairness and ethical application of rules and procedures, and have no direct interest in the outcomes of any dispute.
- c. The tribunal will only be employed when the parties to the dispute have exhausted their options under the Association's dispute resolution policy.



3. Executive Committee (if appointed by the Board)

- a. **Membership:** The Executive Committee shall consist of the President (who shall chair the meetings), the First Vice-President, the Second Vice-President, and the Vice-President Finance, who are appointed by virtue of being officers of the Corporation.
- b. **Ex-Officio Members:** The Corporate Secretary and the Executive Director are *ex officio* members of the Committee, by virtue of their position within the Corporation. One or both may be excused by the Committee, at its discretion.
- c. **Past-President:** The Past-President from the immediately preceding year may serve on the Executive Committee if she is still an elected member of the Board, is not currently serving as a corporate officer, and is appointed to the committee by the Board.
- d. **Powers:** The Executive Committee may act on behalf of the Board on urgent and emergency matters that occur between normal Board meetings. The Executive Committee is bound by all Board policies, including those regarding the delegation of authority, executive limits, and the execution of binding documents.
- e. **Report:** The President shall report to the Board actions taken by the Executive Committee at each Board meeting. The Board of Directors may, with respect to any particular action of the Executive Committee:
 - i. Assent to and ratify the actions of the Executive Committee with or without comment;
 - ii. Express any concerns or reservations regarding the Executive Committee's actions and provide direction regarding future actions; or
 - iii. Overturn the Executive Committee's actions to the extent reasonably feasible.
- f. **Suspended:** Should the number of Directors in office fall below the minimum, the Executive Committee shall not meet until the minimum number of Directors is again in office.
- g. **Meetings:** The Executive Committee shall meet at the call of the chair or at a regular day and time set in advance.
- h. **Notice** for a meeting of the Executive Committee shall be the same as for the Board.
- i. **Quorum:** Three members shall constitute quorum, as long as at least one of the members in attendance is the President or a Vice-President.
- j. **Voting:** Executive Committee members shall each have one vote on any matter that may come before the committee. Executive Committee members may not vote by proxy.
- k. **Teleconferencing:** The Corporation shall make available alternate means for Executive Committee members to attend meetings that allow for adequate communication between all participants, and allow members to attend:
 - i. ~~Any~~ person;
 - ii. Through teleconferencing services; or
 - iii. Through internet-based web meeting technology.
- l. **Removal:** Executive Committee membership is granted by virtue of position, save for the Past-President, who may be removed or not appointed to the Executive Committee by the Board. All other members are removed from the committee when they cease to be officers of the Corporation.



4. MAPS Appointees to University and External Committees

- a. Any person appointed or recommended by the Board to represent the Association on a University or external committee shall conduct herself with due regard to the fact that she sits as a representative of all part-time students. Her primary obligation when attending committee meetings is to represent the best interests of McMaster part-time students.
- b. The appointee may be asked, from time to time, to provide updates on the activities of the committee, with due regard to the confidentiality of any closed session proceedings.
- c. The President and the Executive Director shall make themselves available to all part-time student representatives on committees as information resources.



A By-law relating generally to Membership engagement and referenda for

McMaster Association of Part-time Students

Be it enacted, as By-law 4 of McMaster Association of Part-time Students, as follows:

1. **Membership Engagement:** At least every two years, the Board shall engage the Membership to help determine the goals, objectives and priorities of the Association for approximately the next two years.
 - a. The Board of Directors shall set a policy regarding how to engage the Membership in an equitable manner, reflective of each constituency's needs, and how the results of that engagement will be employed to develop key priorities as well as strategic and operating plans.
2. **Referenda Types:** To reach the largest number of members who may wish to participate in the business of the Corporation but are unable to be physically present at a general meeting, the referenda process is the preferred means of including the Membership in the business of the Corporation. The referenda process for the Corporation includes:
 - a. **An information session.** This is an informal meeting of the membership that does not require a quorum in order to proceed. The information session shall be provided in person, and broadcast over the internet through webinar or videoconferencing technology that allows any or all members to participate in the information session remotely. Notice for an information session is described under the notice provisions for membership business in By-law 1.
 - b. **Sessions Recorded:** Each information session will be recorded and links made available on the Corporation's web site and social media sites for download and viewing.
 - c. **A referendum.** At the conclusion of the information session, or no later than 0800 of the next business day, members shall be able to vote on the agenda items discussed at the information session through an online electronic voting system. Polls will stay open for at least three days.
 - d. A general referendum will normally have a number of questions on the ballot and the Membership shall be given notice as provided in By-law 1, allowing additional questions to be submitted for inclusion on the ballot. A special referendum normally has a single question or subject and no call for items is made.
3. **A referendum may not proceed unless an information session has been held.**
4. A referendum has the same force as a General Meeting. It may be initiated by:
 - a. the Board,
 - b. a General Meeting,
 - c. a petition received by the Corporate Secretary (or designate) that is signed by 3% of the Membership and indicates the nature of the business to be dealt with.
5. If the referendum is called by a General Meeting or petition, the referendum will normally occur within 8 weeks. In other cases, the provisions in By-law 1 shall prevail.

The Board shall review all outstanding items from previous referenda and meetings to determine if any should be brought forward for consideration.



7. The quorum levels and vote requirements for referenda to be binding are:

Threshold level / description	Quorum / Affirmative Vote Required
1. Election to office	Minimum number of total votes cast: none Positions shall be filled in order in accordance with the voting/electoral system used and continue until all vacancies have been filled.
2. Non-Fundamental Changes <i>Change By-laws, remove ~irectors, change fees or budget by less than 20% of total expense and other items.</i>	Minimum number of total votes cast: 3% of Members eligible to vote Motion passes if majority in favour (excluding abstentions) unless otherwise required.
3. Fundamental Changes <i>Change the Letters Patent or objects of the Corporation, class, type or composition of the Corporation's general membership, change resulting in a change in budget 20% or greater of total expense; any change requiring more than majority in favour. \</i>	Minimum number of total votes cast: 10% of Members eligible to vote Motion passes if two-thirds in favour (excluding abstentions).

8. **Notice provisions for referenda:** Shall follow the procedures provided for in By-law 1, section 14.

9. **In addition to the provisions of By-law 1, Second notice** of the referendum will also include:

- a. The questions to appear on the ballot with hyperlinks to corresponding materials on the Association's website.
- b. The nominees for election with hyperlinks to biographies as submitted.
- c. ~~At a minimum~~ hard copies of all materials may be reviewed at the MAPS office.
- d. The scheduled date and time of the information session, including details on how to join the meeting remotely.
- e. Instructions on how voting will take place and where ballots can be cast.
- f. The day or days and times that voting will take place.
- g. Voting may not close less than 4 weeks from the date of the Second Notice. Voting by proxy is not allowed. However, if voting will be open for less than three business days, provisions for advanced polls shall be made and communicated to the Membership. Advanced polls shall be conducted in a manner similar to General Meeting advanced polls.
- h. How the results will be determined and announced. This will include:
 - i. A plain language explanation of the quorum and affirmative vote required for each ballot question to pass.
 - ii. How the votes will be tabulated and by who.
 - iii. Where and when the results will be posted, which shall normally be at least the Association's websites, bulletin boards, and office door



10. Information sessions will be held at a McMaster University Campus where audio/visual technology is available to ensure that the transmission of audio and visual is sufficient for full participation by all members, regardless of location. The Board will ensure that every remote participant is logged in and verified as a member, and that all remote members can interact in the information session.
11. Should the referendum not achieve a quorum of votes, the Board shall call a General Meeting for the purpose of conducting the business intended through the referenda.
12. In the event that a referendum not achieve a quorum of votes and a subsequent meeting of the membership also fails to achieve a quorum, the Board shall consider the vote count from the referendum. If the Board reasonably believes that the non-quorate referenda results reflect a preference of the membership, the Board may ratify a non-quorate referendum result. The ratification vote would be subject to a 30 day notification period to the Membership to comment on the ratification.
13. The results of all referenda questions will be recorded by the Corporation.
14. The Corporation shall normally hold a referendum through electronic polling. If that capacity is not available, then a paper ballot process shall be used, which shall normally be a mail-in ballot.
15. Regardless of system, the referenda process must include access control that ensures a one-member, one-vote process is in place.
16. Any questions to be put to the Membership must be clear, unbiased and answerable by indicating support, opposition or abstention. The Board shall determine the phrasing of the referendum question in accordance with the By-laws and their duties, and the question will reasonably address the nature of the underlying issue being put to referendum.
17. Prior to the date set for the referendum, the Board shall hold an Information Session, as provided for in By-law 1. The notice requirements for notice of referendum, information session, and the date of the referendum shall adhere to the notice requirements provided for in By-law 1.
18. The Membership is required to provide the University with current contact information. The Association will periodically ask the University to provide it with a listing of student who are MAPS members ("the membership list"). The Association will rely on the Membership List as the authoritative listing of all Members, and that the information provided on the Membership List is accurate in all other respects. Prior to each referenda, the Executive Director shall obtain an updated Membership List from the University.
19. If a significant number of "bounce-back" or other error emails occur indicating delivery problems, the Association will investigate and take reasonable remedial steps. These steps may include the use of Canada Post or other means of mail delivery or other alternatives for those affected. The Board will consider the impact of any errors and adjust voting options to maintain fairness and equity.



20. The Board shall appoint a Chief Returning Officer (“CRO”) who shall be impartial and be responsible for ensuring that the referendum is carried out in a fair and appropriate manner, including in accordance with the By-laws and any general referendum policies. For clarity, this does not preclude the CRO from voting in the referendum if the CRO is a Member.
21. The Board shall appoint a three member adjudication tribunal that will meet, if required, to review complaints about the referendum process that were not satisfactorily resolved by the CRO, pursuant to By-law 3, Section 1. The tribunal members shall be of good standing in the) niversity community and known for fairness, and drawn from the pool of prospective tribunal appointees pursuant to By-law 3, section 2.
22. The Board will ensure that at least one website is available that provides key information to the Membership regarding the referendum question. Those who wish to take a different position than the Board on the referendum question may also post a website or websites after registering with the CRO (or designate).
23. Information provided on such referendum information sites shall be clear, unambiguous and avoid using inappropriate language, making inappropriate inferences, or making personal attacks that would misinform the reader or are not relevant. The CRO (or designate), shall monitor the sites to ensure that the content conforms to this policy.
24. On referendum voting day(s), the process selected for receiving Members’ votes must have the capacity to process votes from the entire Membership. In the case of electronic polling, the system should be designed so that a Member does not wait an extended time for a ballot to be presented after validating their identity.
25. Issues regarding a referendum shall be brought to the CRO’s attention and be reviewed by the Board. Examples of issues include a failure to comply with the By-laws or any general referendum policies as well as potential issues that may be unclear or uncertain.
26. The CRO may decide on reasonable and appropriate remedies for an issue within the scope of his authority, set by the Board. The CRO may recommend remedies to the Board for approval where the issue exceeds his scope.
 - a. The CRO and the Board, when considering remedies to electoral issues, shall consider:
 - i. the severity of the issue and its materiality on the outcome of the vote;
 - ii. the degree to which the issue unfairly influenced members’ opinions and/or affected the outcome of the referendum; and
 - iii. the extent to which any remedy can address the issue.
 - b. Based on the above, the Board may ultimately suspend or disqualify a referendum side, terminate the referendum in progress; invalidate a completed referendum; and/or require a re-vote or completely new referendum.
 - c. Any decisions or actions taken by the Board with respect to referenda may be appealed to an adjudicative tribunal appointed for this purpose. Both the CRO and Board may also refer an issue to the tribunal. Decisions of the tribunal shall be final and made in writing.

