

*Official By-Laws for the
University of Windsor
Students' Alliance*

2009/2010

Approved: _____

UWSA Schedule of By-laws

UWSA Schedule of By-laws.....	1
By-law 1: Definitions.....	3
Part 1: Interpretation	3
Part 2: Defined Terms	3
By-law 2: Documentation	4
Part 1: Oversight	4
Part 2: Official Record	4
Part 3: Scope	4
By-law 5: Corporate Administration.....	5
Part 1: Annual General Meeting	5
Part 2: Fiscal Operations	5
Part 3: Notices.....	5
Part 4: Deposit of Securities for Safekeeping	6
Part 5: Execution of Instruments.....	6
Part 6: Remuneration	6
Part 7: Protection of Councillors, Directors and Officers.....	6
By-law 10: Council	7
Part 1: Council Responsibilities.....	7
Part 2: Council Structure.....	7
Part 3: Council Meetings.....	8
Part 4: Councillors	8
Part 5: Council Chair and Secretary.....	10
Part 6: Committees of Council.....	11
By-law 20: Board	12
Part 1: Board Responsibilities.....	12
Part 2: Board Structure.....	12
Part 3: Board Meetings	12
Part 4: Directors	12
Part 5: Board Committees	14
By-law 30: Elected Members.....	14
Part 1: President and Vice-Presidents	14
Part 2: Elected Directors	17
Part 3: University Governance Representatives.....	17
Part 4: Faculty Representatives.....	18
Part 5: Special Constituency Representatives.....	19
By-law 40: Officers.....	19
Part 1: President and Vice-Presidents	19
Part 2: Council Chair and Secretary.....	20
Part 3: Chief Returning Officer.....	20
By-law 50: General Manager	20
Part 1: Contract	20
Part 2: Duties.....	20
By-law 60: Co-ordinators.....	21
Part 1: General	21
Part 2: Enduring Co-ordinator Positions.....	21

Authority: Initial, Date
President:
Council Chair:
General Manager:

Part 3: Modification of Co-ordinator Positions.....	22
By-law 70: Policies	22
Part 1: Council Policies.....	22
Part 2: Board Policies.....	23
Part 3: The Executive Committee and Policies.....	23
By-law 80: Elections.....	23
Part 1: Contests	23
Part 2: Positions	24
Part 3: Oversight	24
Part 4: Timelines	24
Part 5: Appeals.....	25
By-law 85: Referenda	26
Part 1: Referenda.....	26
Part 2: Oversight	26
Part 3: Timeline.....	26
Part 4: Ballots and Voting.....	27
Part 5: Appeals.....	27

By-law 1: Definitions

Part 1: Interpretation

- 1.1 Terms not defined in Part 2 or the By-laws themselves shall first be interpreted with reference to the UWSA Constitution.
- 1.2 Terms not defined according to 1.1 shall be interpreted with reference to the *Ontario Corporations Act*, R.S.O. 1990, c. C-38.
- 1.3 Terms not defined according to 1.2 shall be interpreted with reference to definitions established by the University of Windsor.
- 1.4 Terms not defined according to 1.3 shall be interpreted with reference to the most recent revision of the Oxford Dictionary.

Part 2: Defined Terms

“*Ontario Corporations Act*” shall mean the *Ontario Corporations Act*, R.S.O. 1990, c. C-38 as amended from time to time and every statute enacted to replace that legislation.

“AGM” shall mean the Annual General Meeting as defined in the Constitution.

“ASC of Board” shall mean the Appointment Search Committee of Board as set out in By-law 20.

“ASC of Council” shall mean the Appointment Search Committee of Council as set out in By-law 10.

“Board Secretary” shall reflect the duties of council secretary.

“Co-ordinators” shall mean the positions set out in By-law 60.

“CRO” shall mean the Chief Returning Officer as set out in By-law 40.

“Elections” shall mean the processes in which Elected Members are elected by the Members as set out in By-law 80.

“EMC” shall mean the Electoral Monitoring Committee as set out in By-law 10.

“Employee” shall mean an individual hired by Council, Board or an agent of Council or Board who is not an Officer or Co-ordinator.

“Officers” shall mean those positions set out in By-law 40.

“Policies” unless identified with a specific name or topic, in which case shall refer to that specific Policy, shall mean the collective set of operational rules of the UWSA immediately subordinate to the By-laws and set forth in By-law 70.

“President” shall mean that position set out in By-law 30.

“Resolution” shall mean a decision passed by the required margin.

“VPA” shall mean that position set out in By-law 30.

“VPF&O” shall mean that position set out in By-law 30.

“VPUA” shall mean that position set out in By-law 30.

Part 3: Application

3.1 The interpretations and definitions set out in this By-law shall apply to all By-laws, except where a specific term is re-interpreted or re-defined in a particular By-law for the sake of that particular By-law and any other specifically referred to By-laws.

By-law 2: Documentation

Part 1: Oversight

1.1 Except where otherwise specified, record and document management shall be the responsibility of the VPA.

1.2 The IPC shall assist the VPA in the fulfilment of this responsibility and shall report to Council and Board on matters concerning the maintenance of the Official Record.

Part 2: Official Record

2.1 The VPA shall maintain the Official Record of the UWSA.

2.2 The Official Record shall include the:

- a) Letters Patent;
- b) Constitution;
- c) By-laws;
- d) Policies;
- e) Resolutions of Council, Board and the Executive Committee;
- f) Minutes of Council, Board and the Executive Committee;
- g) Reports of Governance Committees
- h) Archived contracts and agreements in force or of lasting importance;
- i) Archived financial statements; and,
- j) Any other document submitted to the Official Record by Resolution of Council or Board.

2.3 The Official Record shall be located at the Head Office.

Part 3: Scope

3.1 During the course of the year, the VPA shall maintain the records and documents from Council, Board and the Executive Committee.

3.2 The Council Chair and Board Chair along with the secretaries for Council and Board shall work with the VPA during the year to ensure all appropriate minutes and Resolutions are brought into the Official Record on an ongoing basis.

3.3 During the course of the year, each Officer and Co-ordinator shall maintain the records and documents used by his or her position.

Authority: Initial, Date

President:

Council Chair:

General Manager:

- 3.4 During the course of the year, each committee chair or speaker shall maintain the records and documents used by his or her position.
- 3.5 Beginning in March of every year, or earlier as necessary, the VPA shall co-ordinate with each chair, speaker, Officer and Co-ordinator the official archiving of all official documents of lasting importance.
- 3.6 Determination of lasting importance shall be based upon:
 - a) The applicable laws of Canada, Ontario and City of Windsor;
 - b) Best practices in the student organization sector; and,
 - c) Continuity of purpose, understanding and operations of the UWSA.

By-law 5: Corporate Administration

Part 1: Annual General Meeting

- 1.1 An Annual General Meeting (“AGM”) shall be held in accordance with Constitution Article 4.4.
- 1.2 The AGM shall be the official reporting by Board to the Members on the fiscal and operational well-being of the UWSA.
- 1.3 Public notice of the AGM must be made widely accessible to the Members, including through on-campus media.
- 1.4 The agenda for the AGM shall be prepared by the VPA and made widely accessible to the Members no less than ten (10) days in advance.
- 1.5 Assisted by the Vice-President Finance & Operations, the Board shall present the:
 - a) Year-to-date financial statements;
 - b) Budget for the upcoming fiscal year;
 - c) Operational reports concerning all divisions and departments; and,
 - d) Any other matters regarding the corporate well-being of the UWSA as decided by Resolution at a Board meeting.
- 1.6 The President and Vice-Presidents shall deliver their year-end report.
- 1.7 Directors of the sitting Board shall be deemed to have resigned and the Directors elected in the General Election deemed to have replaced them on Board upon adjournment of the AGM.

Part 2: Fiscal Operations

- 2.1 The fiscal year for the UWSA shall begin on May 1.
- 2.2 Board shall set a Membership Fee.
- 2.3 The Membership Fee shall apply to all individuals who are Members as set out in Constitution Article 1.2.1.

Part 3: Notices

- 3.1 Subject to expressed exceptions, notices shall be considered in and adhere to the following conditions:
 - 3.1.1 Any notice, demand or other document to be given to or made on any Councillor, Director, Officer or auditor shall be served either personally or by sending it through the post, by telegraph, fax or cable addressed to such individual at her or his address as it appears in the records of the UWSA, or if no address be given therein then to the last address of such individual known to the VPA and to the auditor at her or his business address. With respect to notices by post, it shall be sufficient to prove that the envelope or wrapper containing the notice, demand or other document was properly addressed and put into a post office letter box.

Authority: Initial, Date
President:
Council Chair:
General Manager:

- 3.1.2 The signature of any Councillor, Director or Officer may be written, stamped or typewritten.
- 3.1.3 Where a specified period of notice is required, the day of service of the notice or document shall be counted in such number of days.
- 3.1.4 A certificate of any Officer as to the facts in relation to the mailing or delivery of any notice or other document to any Councillor, Director, Officer or auditor shall be proof that notice or delivery was served.

Part 4: Deposit of Securities for Safekeeping

- 4.1 The securities owned by the UWSA shall be lodged in the name of the UWSA with a chartered bank or trust company or in a safety deposit box, if so authorized by Resolution of Board, with such other depositories or in such other manner as may be determined from time to time by Board.
- 4.2 All share certificates, bonds, debentures, notes or other obligations or securities belonging to the UWSA may be issued or held in the name of an Officer or Employee and shall be endorsed in blank with endorsements guaranteed in order to enable transfer to be completed and registration to be effective.

Part 5: Execution of Instruments

- 5.1 All written contracts, documents and instruments in writing signed by the appropriate Officers, Employees or agents shall be binding upon the UWSA without any further authorization or formality. Subject to the provisions of the division of responsibilities set forth in By-law 30, Board may by Resolution appoint any Officer, Employee or agent on behalf of the UWSA either to sign contracts, documents or instruments in writing.
- 5.2 The seal of the UWSA may be affixed to contracts, documents or instruments in writing subject to the same provisions as a signature in 5.1.
- 5.3 The term "contract, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts, and discharges of the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

Part 6: Remuneration

- 6.1 Board shall be responsible for monitoring the remuneration of all Employees of the UWSA.
- 6.2 Remuneration of an individual Employee or groups of Employees shall be dealt with in-camera.

Part 7: Protection of Councillors, Directors and Officers

- 7.1 Except as otherwise provided in the *Ontario Corporations Act*, no Councillor, Director or Officer, shall be liable for:
 - a) The acts, receipts, neglects, or defaults of any other Councillor, Director, Officer, Co-ordinator or Employee;
 - b) Joining in any receipt or act for conformity;
 - c) Any loss, damage or expense happening to the corporation through insufficiency or deficiency of title to any property acquired by the corporation or on behalf of the UWSA;
 - d) The insufficiency or deficiency of any security in or upon which any of the monies belonging to the UWSA shall be placed or invested;

Authority: Initial, Date
President:
Council Chair:
General Manager:

- e) Any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- f) Any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets of the UWSA; and,
- g) Any other loss, damage or misfortune whatever which may happen in the execution of the duties of her or his respective office or trust or in relation thereto.

7.2 Councillors and Officers shall not be under any duty or responsibility in respect of any contract, act or transaction, done or entered into in the name of or on behalf of the UWSA, except as authorized or approved by the Council.

7.3 Directors and Officers shall not be under any duty or responsibility in respect of any contract, act or transaction, done or entered into in the name of or on behalf of the UWSA, except as authorized or approved by the Board.

7.4 The protections outlined in this section shall be valid unless any event mentioned in this section happens as a result of a Councillor's, Director's or Officer's failure to exercise the powers and discharge the duties of her or his office honestly, in good faith and in the best interests of the UWSA while exercising the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

By-law 10: Council

Part 1: Council Responsibilities

1.1 Council shall be primarily responsible for overseeing and fulfilling the representation and advocacy duties of the UWSA.

1.2 Council shall only hear appeals of decisions of Board where authorized by Constitution Article 5.1.1.5.

- 1.2.1 Where Council and Board disagree that a restriction as set out in Constitution Article 5.1.1.5 has occurred, the determination shall be by a third party approved by both Council and Board.

Part 2: Council Structure

2.1 Ex-officio Councillors shall include the:

- a) President;
- b) Vice-President Administration;
- c) Vice-Presidents University Affairs;
- d) Vice-Presidents Finance & Operations;
- e) Board of Governors Member; and,
- f) Student Senators as defined by University of Windsor Senate By-laws.

2.2 Elected Councillors shall include the:

- a) Faculty Representatives, as outlined in By-law 30, Part 4.
- b) Special Constituency Representatives, as outlined in By-Law 30, Part 5.

2.3 Non-voting Members of Council shall include:

- a) Two (2) members of Board nominated by the Board to sit on Council.

Part 3: Council Meetings

- 3.1 Notice of Council meetings must be provided at least six (6) days in advance.
 - 3.1.1 Council may waive notice of a meeting by a two-thirds (2/3) majority vote at either a prior meeting or at the meeting itself.
- 3.2 An official meeting agenda must be made available at least three (3) days in advance along with any reports or other materials pertinent to the items on the agenda.
 - 3.2.1 Council may waive notice of additions to the agenda by a two-thirds (2/3) majority vote.
- 3.3 Valid proxies shall count towards quorum.
- 3.4 Council may go in-camera by a two-thirds (2/3) majority vote.
- 3.5 Where the Constitution, By-laws and any Policies that govern the conduct of a Council meeting are silent, Roberts' Rules of Order (most recent revision) shall be the official procedures for the conduct of these meetings.
- 3.6 Ordinarily, the Council Chair shall chair Council meetings. Where the Council Chair is unable or unwilling to do so, he or she shall appoint a Councillor as chair, subject to the approval of Council. Where the Council Chair is unable or unwilling to appoint a chair, in their absence the President shall appoint a chair, subject to the approval of Council. No chair shall bring forward a motion, second a motion, express an opinion, or vote on a matter before Council.

Part 4: Councillors

- 4.1 Councillors shall at all times be in Good Standing with the University of Windsor and fulfill the criteria of an Elected Member.
 - 4.1.1 Each semester, the VPA shall be authorized to consult with the necessary University and UWSA personnel to ensure each Councillor meets the conditions set out above.
 - 4.1.2 Where a Councillor fails to meet these conditions, the Councillor shall be considered to have tendered his or her resignation.
- 4.2 Councillors shall fulfill the following duties:
 - a) Work in the best interests of the Members,
 - b) Attend all regularly scheduled meetings,
 - c) Serve on one (1) Governance committee,
 - d) Serve on committees and commissions as established from time to time by By-law, Polices or Resolutions,
 - e) Act as spokesperson for their respective areas of representation and shall be obligated to present the views and problems in respect of same to the UWSA,
 - f) Become familiar with the governing documents, Policies and procedures of the UWSA,
 - g) Endeavour to explain the Constitution, By-laws, Polices and Resolutions of the UWSA to the Members they represent,
 - h) Endeavour to explain and provide information in respect of the UWSA's events, functions and operations,
 - i) Assist in the development of corporate Polices and engage in debate and implementation of same,
 - j) Work to improve student life at the University of Windsor, and
 - k) Abide by all rules and regulations set out in the Letters Patent, Constitution, By-laws and Policies of the UWSA.

4.3 Council shall receive a report from Councillors no less than two (2) times per year detailing his or her fulfillment of these duties

4.4 Councillors shall be granted the following privileges:

- a) Attend and participate in Council meetings,
- b) Attend Council committee meetings,
- c) Attend meetings of the Executive Committee when it is operating on behalf of Council,
- d) Upon successful approval of nomination by the Council, attend Board meetings as one of two (2) non-voting members, and report back (if necessary) the actions of Board to the Council (excluding in camera affairs).
- e) Meet with any Officer,
- f) Speak freely about the issues of concern to the Members they represent, and
- g) Vote freely in accordance with the interests of the Members they represent.
- h) Sit on any additional committee or body to which they are nominated by the Council, and hold voting rights if allowed to do so under the governing documents of said committee or body.

4.5 Attendance

- 4.5.1 For the purposes of this By-law a Councillor is absent from a meeting, if notice of a meeting was delivered, and the Councillor or the holder of the Councillor's proxy was not present within fifteen (15) minutes of the time in which the meeting was to have been held.
- 4.5.2 When a Councillor is absent from two (2) consecutive Council or Governance Committee meetings or three (3) Council or Governance Committee meetings in total, a letter of warning will be sent by the VPA to that Councillor.
- 4.5.3 When a Councillor is absent from three (3) Council or Governance Committee meetings or if applicable, Board meetings in total, a letter of warning will be sent by the VPA to that Councillor.
- 4.5.4 When a Councillor is absent from three (3) consecutive Council or Governance Committee meetings or four (4) Council or Governance Committee meetings in total, the Councillor in question shall be removed from her or his Council position.
- 4.5.5 When a Councillor is absent from four (4) Council or Governance Committee or if applicable Board meetings in total, the Councillor in question shall be removed from her or his Council position.
- 4.5.6 The removed Councillor may provide in writing to Council an explanation for the absence and Council shall then determine whether the Councillor is to be re-instated or whether a new Councillor is to be appointed or elected.
- 4.5.7 This procedure is effective from the first meeting following instalment of a Councillor to the end of her or his term.

4.6 Proxies

4.6.1 When a Councillor is absent with a valid proxy from two (2) consecutive Council and if applicable, Board meetings a letter of warning will be sent by the VPA to that Councillor.

4.6.2. When a Councillor is absent with a valid proxy from three (3) Council or if applicable, Board meetings in total, a letter of warning will be sent by the VPA to that Councillor.

4.6.3 When a Councillor is absent with a valid proxy from three (3) consecutive Council and if applicable, Board meetings in total, Councillor in question shall be removed from her or his Council position.

4.6.4 When a Councillor is absent with a valid proxy from four (4) Council or if applicable Board meetings in total, the Councillor in question shall be removed from her or his Council position.

4.6.5 The removed Councillor may provide in writing to Council an explanation for the absence and Council shall then determine whether the Councillor is to be re-instated or whether a new Councillor is to be appointed or elected.

4.6.6 This procedure is effective from the first meeting following instalment of a Councillor to the end of her or his term.

4.7 Impeachment

4.7.1 A Councillor may be impeached by a Resolution passed by three-quarters (3/4) of the Concillors present at a Council meeting.

4.7.2 Advance notice shall be no less than ten (10) calendar days.

4.7.3 Proxy votes shall not be valid for the purpose of a vote to impeach.

4.7.4 In the event such a Resolution is passed, the impeached Councillor shall be deemed to have tendered her or his resignation effective as of the date of the meeting.

4.7.5 The Members may directly impeach a Councillor in accordance with Constitution Article 4.3.

4.8 Vacancies

4.8.1 When any Council vacates or is removed from her or his position, the position shall be filled by By-election that shall be conducted by the Chief Returning Officer in the manner prescribed in the electoral rules of the UWSA.

4.8.2 Where Council by Resolution determines there is insufficient time to conduct a By-election, the position shall remain vacant until the General Election.

Part 5: Council Chair and Secretary

5.1 Council Chair

5.1.1 The Appointment Search Committee of Council shall hire the Council Chair.

5.1.2 The Council Chair shall be an Officer and directly responsible to Council.

5.1.3 Duties of the Council Chair shall include:

- a) Chairing Council meetings in accordance with the binding rules and procedures;
- b) Prioritize agenda items, set time constraints on each item, approving the validity of the items, thus approving the Council agenda;
- c) Serving on any such bodies as required by virtue of the position; and,
- d) Fulfilling any other duties as assigned by By-law, Policy or Resolution.

5.1.4 The President shall fulfill the duties of the Council Chair where the Council Chair is unable or unwilling to fulfill the duties of the position.

5.1.5 Council may terminate the Council Chair by two-thirds (2/3) majority vote.

5.2 Council Secretary

5.2.1 The Appointment Search Committee of Council shall hire the Council Secretary.

5.2.2 The Council Secretary shall be an Officer and directly responsible to Council.

5.2.3 Duties of the Council Secretary shall include:

- a) Taking minutes and fulfilling other secretarial duties at Council meetings in accordance with the binding rules and procedures;

- b) Serving on any such bodies as required by virtue of the position; and,
 - c) Fulfilling any other duties as assigned by By-law, Policy or Resolution.
- 5.2.4 The VPA shall fulfill the duties of the Council Secretary where the Council Secretary is unable or unwilling to fulfill the duties of the position.
- 5.2.5 Council may terminate the Council Secretary by two-thirds (2/3) majority vote.

Part 6: Council Committees

6.1 General

- 6.1.1 Council committees shall be chaired by a Councillor.
- 6.1.2 Vice-Presidents may not be chairs of Council committees.

6.2 Standing Committees

6.2.1 Electoral Monitoring Committee (“EMC”)

6.2.1.2 The EMC shall be the body responsible for assisting the Chief Returning Officer (“CRO”) in the conduct of Elections and Referenda under the jurisdiction of the UWSA and receiving appeals related to those Elections and Referenda.

6.2.1.3 By Resolution or Policy, Council may charge the EMC with any other duties related to Elections and Referenda.

6.2.1.4 The EMC shall be composed of:

- a) The CRO, who shall be the chair and only vote in the event of a tie;
- b) Two (2) Councillors appointed by Council; and,
- c) Two (2) additional Members appointed by Council.

6.2.1.5 The Members on the EMC shall not be candidates, volunteers, paid assistants, or any other person affiliated with an Election or Referenda. Further, Members on the EMC shall not be affiliated with any campus media.

6.2.1.6 Where possible, both genders shall be represented on the EMC.

6.2.1.7 Quorum shall be the CRO and two (2) other Members on the EMC.

6.2.1.8 Decisions of the EMC may be appealed to Council.

6.2.2 Appointment Search Committee of Council (“ASC of Council”)

6.2.2.2 The ASC of Council shall be the body responsible for carrying out the appointment search process for individuals to be elected, appointed or hired by Council, except where Council chooses to assume this responsibility as a whole.

6.2.2.3 Council shall appoint Members to the ASC of Council subject to the following conditions:

- a) At least one of the President or a Vice-President shall serve on the ASC of Council;
- b) There shall be more voting Members on the ASC of Council who are not Officers than who are Officers; and,
- c) Where possible, both genders shall be represented on the ASC of Council.

6.2.2.4 The ASC of Council shall select a chair from those appointed to the ASC of Council.

6.2.2.5 The ASC of Council may invite any of the President (where not a voting Members on the ASC of Council), Vice-President (where not a voting Members on the ASC of Council), President-elect, Vice-President-elect or other Member to attend any of the proceedings of the ASC of Council in non-voting capacities.

6.2.2.6 The ASC of Council may invite the General Manager and any other Employee to attend any of the proceedings of the ASC of Council in non-voting capacities.

6.2.2.7 Neither Council nor the ASC of Council can elect, appoint or hire a Director unless provided for in the Constitution or By-laws.

6.2.2.8 Decisions of the ASC of Council may be appealed to Council.

6.3 Modification of Committees

6.3.1 Standing Committees

6.3.1.2 Standing committees may only be created, modified or eliminated through By-law amendment.

6.3.2 Ad-hoc Committees

6.3.2.2 An ad-hoc committee may not carry out a function reserved for a standing committee.

6.3.2.3 Ad-hoc committees may be formed, modified or eliminated by simple majority vote of Council.

6.3.2.4 Ad-hoc committees shall become defunct on April 30 unless special provision is made by Council to extend their mandate beyond that date.

By-law 20: Board

Part 1: Board Responsibilities

1.1 Board shall be responsible for the oversight of the services as set out in Constitution Article 5.2, including operations engaged in by the UWSA such as:

- a) UNIWIN;
- b) The Lance;
- c) Policy Management Board;
- d) Used Bookstore; and,
- e) Health & Dental Plan

Part 2: Board Structure

2.1 The President shall be an ex-officio Director, who shall serve as Board Chair and only vote in the event of a tie.

2.2 Six (6) Members shall be elected as voting Directors.

2.3 The Vice-Presidents shall be ex-officio, non-voting Directors.

2.4 Council secretary shall fulfill the duties of Board secretary.

2.5 Two (2) non-voting Council Representatives nominated by the Council to sit on Board.

Part 3: Board Meetings

3.1 Notice of Board meetings must be provided at least six (6) days in advance.

3.1.1 Board may waive notice of a meeting by a two-thirds (2/3) majority vote at either a prior meeting or at the meeting itself.

3.2 An official meeting agenda must be made available at least three (3) days in advance along with any reports or other materials pertinent to the items on the agenda.

3.2.1 Board may waive notice of additions to the agenda by a two-thirds (2/3) majority vote.

3.3 Valid proxies shall count towards quorum.

3.4 Board may go in camera by a two-thirds (2/3) majority vote.

3.5 Where the Constitution, By-laws and any Policies that govern the conduct of a Council meeting are silent, Roberts' Rules of Order (most recent revision) shall be the official procedures for the conduct of these meetings.

Authority: Initial, Date

President:

Council Chair:

General Manager:

3.6 Ordinarily, the President shall chair Board meetings. Where the President is unable or unwilling to do so, he or she shall appoint a Director as chair, subject to the approval of Board. Where the President is unable or unwilling to appoint a chair, in their absence the Directors shall appoint a chair from among themselves. No chair shall bring forward a motion, second a motion, express an opinion, or vote on a matter before Board.

Part 4: Directors

4.1 Directors shall at all times be in Good Standing with the University of Windsor and fulfill the criteria of a Member and an Elected Member.

4.1.1 Each semester, the VPA shall be authorized to consult with the necessary University and UWSA personnel to ensure each Director meets the conditions set out above.

4.1.2 Where a Director fails to meet these conditions, the Director shall be considered to have tendered his or her resignation.

4.2 Directors shall fulfill the following duties:

- a) Work in the best interests of all Members,
- b) Attend all regularly scheduled meetings,
- c) Serve on one (1) Governance Committee,
- d) Serve on committees and commissions as established from time to time by By-law, Polices or Resolutions,
- e) Act as spokesperson for their respective areas of representation and shall be obligated to present the views and problems in respect of same to the UWSA,
- f) Become familiar with the governing documents, Policies and procedures of the UWSA,
- g) Endeavour to explain the Constitution, By-laws, Polices and Resolutions of the UWSA to the Members they represent,
- h) Endeavour to explain and provide information in respect of the UWSA's events, functions and operations,
- i) Assist in the development of corporate Polices and engage in debate and implementation of same,
- j) Work to improve student life at the University of Windsor, and
- k) Abide by all rules and regulations set out in the Letters Patent, Constitution, By-laws and Policies of the UWSA.

4.3 Directors shall be granted the following privileges:

- a) Attend and participate in Board meetings,
- b) Attend Board committee meetings,
- c) Attend meetings of the Executive Committee when it is operating on behalf of Board,
- d) Upon successful approval of nomination by the Board, attend Council meetings as one of two (2) non-voting members, and report back (if necessary) the actions of Council to the Board (excluding in camera affairs).
- e) Meet with any Officer,
- f) Speak freely about the issues of concern to the Members they represent, and
- g) Vote freely in accordance with the interests of the Members they represent.
- h) Sit on any additional committee or body to which they are nominated by the Board, and hold voting rights if allowed to do so under the governing documents of said committee or body.

4.4 Attendance

Authority: Initial, Date
President:
Council Chair:
General Manager:

- 4.4.1 For the purposes of this By-law a Director is absent from a meeting, if notice of a meeting was delivered, and the Director or the holder of the Director's proxy was not present within fifteen (15) minutes of the time in which the meeting was have to have been held.
- 4.4.2 When a Director is absent from two (2) consecutive Board or Governance Committee meetings or three (3) Board or Governance Committee meetings in total, a letter of warning will be sent by the VPA to that Director.
- 4.4.3 When a Director is absent from three (3) consecutive Board or Governance Committee meetings or four (4) Board or Governance Committee meetings in total, the Director in question shall be removed from her or his Board position.
- 4.4.4 The removed Director may provide in writing to Board an explanation for the absence and Board shall then determine whether the Director is to be re-instated or whether a new Director is to be appointed or elected.
- 4.4.5 This procedure is effective from the first meeting following instalment of a Director to the end of her or his term.

4.5 Impeachment

- 4.5.1 A Director may be impeached by a Resolution passed by three-quarters (3/4) of the Directors present at a Board meeting.
- 4.5.2 Advance notice shall be no less than ten (10) calendar days.
- 4.5.3 Proxy votes shall not be valid for the purpose of a vote to impeach.
- 4.5.4 In the event such a Resolution is passed, the impeached Director shall be deemed to have tendered her or his resignation effective as of the date of the meeting.
- 4.5.5 The Members may directly impeach a Director in accordance with Constitution Article 4.3.

4.6 Vacancies

- 4.6.1 When any Director vacates or is removed from her or his position, Council shall select a new Director from among the Membership.
- 4.6.2 Where Council by Resolution determines there is insufficient time to select a new Director, the position shall remain vacant until a new Board is selected.

Part 5: Board Committees

5.1 General

- 5.1.1 Board committees shall be chaired by a voting Director.
- 5.1.2 Vice-Presidents may only be non-voting Members on Board committees.

5.2 Standing Committees

- 5.2.1 Appointment Search Committee of Board ("ASC of Board")
 - 5.2.1.1 The ASC of Board shall be the body responsible for carrying out the appointment search process for individuals to be elected, appointed or hired by Board, except where Board chooses to assume this responsibility as a whole.
 - 5.2.1.2 The ASC of Board shall be composed of:
 - a) The President or a Vice President, who holds voting rights
 - b) Two (2) voting Directors appointed by Board; and,
 - c) Where possible, both genders shall be represented on the ASC of Board.
 - 5.2.1.3 The ASC of Board shall select a chair from those appointed to the ASC of Board.

- 5.2.1.4 ASC of Board may invite any Vice-President, President-elect, Vice-President-elect or other Member to attend any of the proceedings of the ASC of Board in non-voting capacities.
- 5.2.1.5 The ASC of Board may invite the General Manager and any other Employee to attend any of the proceedings of the ASC of Board in non-voting capacities.
- 5.2.1.6 Neither Board nor the ASC of Board can elect, appoint or hire a Director, unless provided for in the Constitution or By-laws.
- 5.2.1.7 Decisions of the ASC of Board may be appealed to Board.

5.3 Modification of Committees

5.3.1 Standing Committees

- 5.3.1.1 Standing Committees may only be created, modified or eliminated through By-law amendment.

5.3.2 Ad-hoc Committees

- 5.3.2.1 An ad-hoc committee may not carry out a function reserved for a standing committee.
- 5.3.2.2 Ad-hoc committees may be formed, modified and/or eliminated by simple majority vote of Board.
- 5.3.2.3 Ad-hoc committees shall become defunct on April 30 unless special provision is made by Board to extend their mandate beyond that date.

By-law 30: Elected Members

Part 1: President and Vice-Presidents

1.1 Each of the President and Vice-Presidents shall:

- a) Be an Elected Member;
- b) Serve no more than one (1) year without being re-elected;
- c) Continue to be a Member by virtue of his or her position as President or Vice-President;
- d) Act on the approval of Council and Board on matters of their respective jurisdictions and on the approval of the Executive Committee where urgent action cannot await a meeting of the appropriate body;
- e) Be held to account by Council on behalf of the Members;
- f) File at least one (1) report to Council each semester;
- g) Serve on Council, Board and all other UWSA bodies to which his or her position is required to serve;
- h) Serve on all university and other external bodies to which his or her position is entitled to serve and on those bodies represent and advocate the position of the UWSA as expressed in the Constitution, By-laws, Policies and Resolutions;
- i) Oversee all individuals and bodies assigned to his or her position by the Constitution, By-laws, Policies or Resolutions; and,
- j) Be familiar with the Constitution, By-laws, Policies, and Resolutions of the UWSA.

1.2 The Member elected President of the UWSA (“President”) shall:

- 1.2.1 In addition to the conditions in 1.1, be the chief executive officer and accordingly be responsible for the overall functioning of the UWSA. In fulfillment of the foregoing and without limiting the generality thereof, the President shall:

- a) Be the de-facto representative and spokesperson for the UWSA at official functions and public events;
- b) Meet regularly with the Vice-Presidents to provide leadership, guidance, oversight, and co-ordination;
- c) Ensure all individuals and bodies are operating in accordance with the Constitution, By-laws, Policies and Resolutions;
- d) Oversee and direct the General Manager and other staff;
- e) Have access to all personnel records;
- f) Hold signing authority in all instances where one (1) or more Officer signatures is required;
- g) Serve as Board Chair and Chair of the Executive Committee;
- h) Serve as an ex-officio to the University Board of Governors and Senate;
- i) Serve as Chair of the Board for UNIWIN Inc.;
- j) Serve on the Student Centre Policy Management Board;
- k) Serve on the University Policy Committee of the UWSA
- l) Serve as a non-voting, ex-officio Member on all UWSA bodies except where specifically and explicitly stated otherwise in the Constitution or By-laws; and,
- m) Be vested with all other duties and privileges of a Councillor, Director and Officer, to the extent that they do not conflict with the foregoing provisions.

1.3 The Member elected Vice-President University Affairs of the UWSA (“VPUA”) shall:

1.3.1 In addition to the conditions in 1.1, be the senior vice-president and furthermore be responsible for the advocacy and external representation functions of the UWSA. The VPUA shall also be responsible for the academic and non-representative external functions engaged in by the UWSA. In fulfillment of the foregoing and without limiting the generality thereof, the VPUA shall:

- a) Meet regularly with the President to discuss matters arising under this portfolio;
- b) Assume the duties of the President where the President is unable or unwilling;
- c) Be responsible for UWSA functions involving academic matters, including grade appeals and the exam bank;
- d) Along with Student Senators, address the issues of the day that limit the abilities of students to pursue a degree at the University, such as post-secondary funding, tuition, OSAP and other loans, scholarships, bursaries, and student housing;
- e) Along with Student Senators, work with University personnel and bodies engaging in academic matters, including the Provost, Vice-Provost Students, Registrar, Deans, Senate, Senate committees, Faculty and Department councils, and Co-op Education Office;
- f) Work with University personnel and bodies engaging in initiatives designed to improve students’ ability to pursue a degree at the University, including the Human Rights Commissioner, Student Awards & Financial Aid, Educational Development Centre, and Special Needs Office;
- g) Liaise with federal, provincial and municipal politicians, bureaucrats and bodies;
- h) Engage in community outreach;
- i) Work with any other post-secondary student group and any advocacy organization to which the UWSA belongs; and,
- j) Serve on the External Policy Committee of the UWSA
- k) Be vested with all other duties and privileges of a Councillor and Officer, to the extent that they do not conflict with the foregoing provisions.

Authority: Initial, Date
 President:
 Council Chair:
 General Manager:

1.4 The Member elected Vice-President Administration of the UWSA (“VPA”) shall:

1.4.1 In addition to the conditions in 1.1, be the corporate secretary and accordingly be responsible for the legal and administrative functioning of the UWSA. The VPA shall also be responsible for the non-academic, non-financial, “student life” functions engaged in by the UWSA. In fulfillment of the foregoing and without limiting the generality thereof, the VPA shall:

- a) Meet regularly with the President to discuss matters arising under this portfolio;
- b) Be responsible for the maintenance of all official documents of a corporate nature that are not principally financial, including the Letter Patent, corporate seal, Constitution, By-laws, Policies, Resolutions, Council minutes, Board minutes, Executive Committee minutes, proxies, and petitions;
- c) Ensure proper notice and agendas are provided to Councillors for Council meetings, Directors for Board meetings and President and Vice-Presidents for Executive Committee meetings;
- d) Involve legal counsel as required from time to time and make such counsel known and available to all Councillors and Directors;
- e) Work with the other Officers and staff to ensure all external and internal communications, publicity, advertising, and promotions are appropriate;
- f) Be responsible for student life events and programming designed to encourage and facilitate personal and social growth of students;
- g) Work with University personnel and bodies to further student life, including the Windsor Welcome Week Committee, Athletics, Residence Life, and Food Services; and,
- h) Oversee and work with societies, clubs, student media and other local student groups not recognized by the University as official student representative bodies to develop student life and a better campus community;
- i) Hold signing authority in conjunction with the President for documents not of a primarily financial nature where more than one (1) signature is required; and,
- j) Serve on the Internal Policy Committee of the UWSA
- k) Serve on the Marketing and Communications Committee of the UWSA
- l) Serve on the Programming Committee of the UWSA
- m) Be vested with all other duties and privileges of a Councillor and Officer, to the extent that they do not conflict with the foregoing provisions.

1.5 The Member elected Vice-President Finance & Operations of the UWSA (“VPF&O”) shall:

1.5.1 In addition to the conditions in 1.1, be the corporate treasurer and accordingly be responsible for the financial functioning of the UWSA. The VPF&O shall also be responsible for the service and business enterprise functions engaged in by the UWSA. In fulfillment of the foregoing and without limiting the generality thereof, the VPF&O shall:

- a) Meet regularly with the President to discuss matters arising under this portfolio;
- b) Report on the financial status of the UWSA to Board at least one (1) time per semester;
- c) Be responsible for the creation of an annual budget to be approved by Board and Council;
- d) Ensure that deviances from the budget are brought to the attention of Board at the earliest opportunity;
- e) Be responsible for ensuring the annual financial audit is undertaken and that the report of the auditors is brought to Board for approval;

- f) Oversee all finances of the UWSA and bodies under the care and control of the UWSA and implement accounting and other financial controls to further this duty;
- g) Be responsible for the services and business enterprises, including the Health Plan, Dental Plan, Used Bookstore, UNIWIN, and Student Centre;
- h) Work with the other Officers and staff to promote the services and business enterprises;
- i) Hold signing authority in conjunction with the President for documents of a primarily financial nature where more than one (1) signature is required;
- j) Serve on the Board of UNIWIN Inc.;
- k) Serve on the Student Centre Policy Management Board; and,
- l) Serve on the Financial Policy and Services Committee of the UWSA
- m) Be vested with all other duties and privileges of a Councillor and Officer, to the extent that they do not conflict with the foregoing provisions.

Part 2: Elected Directors

2.1 The Members elected to the Board of Directors (“Directors”) shall:

- a) Be elected in accordance with any and all conditions set forth from time to time by Council;
- b) While serving as a Director, not be an Officer, Co-ordinator or Employee of the UWSA or any subsidiary of the UWSA;
- c) Serve on Board by virtue of being a Director;
- d) Serve on one (1) Governance Committee.
- e) Represent and advocate on behalf of the student interest;
- f) Be familiar with the Constitution, By-laws, Policies and Resolutions; and,
- g) Be vested with all other duties and privileges of a Director.

Part 3: University Governance Representatives

3.1 The Member elected to the University Board of Governors (“Board of Governors Member”) shall:

- a) Be elected in accordance with any and all conditions set forth from time to time by the Board of Governors;
- b) Serve on Council by virtue of having been elected to the Board of Governors;
- c) Serve on the University Policy Committee of the UWSA
- d) Relinquish any other voting position on Council upon acceptance to the Board of Governors by the Board of Governors;
- e) Be responsible first to the Board of Governors and secondly to Council and decide any conflicts between the two on that basis;
- f) Represent and advocate on behalf of the student interest;
- g) Be familiar with the Constitution, By-laws, Policies, Resolutions, and the governing documents of the University; and,
- h) Be vested with all other duties and privileges of a Councillor, to the extent that they do not conflict with the foregoing provisions.

3.2 The Members elected to the University Senate (“Student Senators”) shall:

- a) Be elected in accordance with any and all conditions set forth from time to time by the Senate;
- b) Serve on Council by virtue of having been elected to the Senate;
- c) Serve on one (1) Governance Committee.

- d) Relinquish any other voting position on Council as applicable upon acceptance to the Senate by the Senate;
- e) Be responsible first to the Senate and secondly to Council and decide any conflicts between the two on that basis;
- f) Represent and advocate on behalf of the student interest;
- g) Be familiar with the Constitution, By-laws, Policies and Resolutions and the governing documents of the University; and,
- h) Be vested with all other duties and privileges of a Councillor, to the extent that they do not conflict with the foregoing provisions.

Part 4: Faculty Representatives

4.1 The Members elected to represent constituents within a University Faculty (“Faculty Representatives”) shall:

- a) Be elected in accordance with any and all conditions set forth from time to time by Council;
- b) Serve on Council by virtue of being a Faculty Representative;
- c) Serve on one (1) Governance Committee.
- d) Not be enrolled in any Faculty other than the faculty he or she represents;
- e) Represent the interests of the constituent faculty first and secondarily represent the interests of all Members;
- f) Represent and advocate on behalf of the student interest;
- g) Be familiar with the Constitution, By-laws, Policies and Resolutions; and,
- h) Be vested with all other duties and privileges of a Councillor.

4.2 The following Faculties shall be represented on the UWSA Council with at least one voting member:

- a) Faculty of Arts & Social Sciences
- b) Faculty of Education
- c) Faculty of Engineering
- d) Faculty of Human Kinetics
- e) Faculty of Law
- f) Faculty of Nursing
- g) Faculty of Science
- h) Odette School of Business
- i) Inter-Faculty
- j) Schulich School of Medicine and Dentistry

4.3 Additional Faculty Representatives shall be allotted in the following manner:

4.3.1 Before the General Election The Chief Returning Officer (“CRO”) shall:

- a) Determine from the Registrar of the University of Windsor the total full-time undergraduate population of each faculty.
- b) Any faculty with a total population less than or equal to 750 and greater than 250 students will receive one (1) additional seat in addition to the seat allocated to the faculty in 4.2.
- c) A faculty with a population greater than 750 students will receive two (2) additional seats when their population reaches or exceeds 751 students, three (3) additional seats when their population reaches or exceeds 1501 students, continuing in a progressive manner allotting an additional seat for every 750 additional students in the faculty population.

Part 5: Special Constituency Representatives

5.1 The Members elected to represent special constituencies in existence at the University of Windsor shall:

- a) Be elected in accordance with any and all conditions set forth from time to time by Council;
- b) Serve on Council by virtue of being a Constituency Representative;
- c) Serve on one (1) Governance Committee.
- d) Represent the interests of their constituency first and secondarily represent the interests of all Members;
- e) Represent and advocate on behalf of the student interest;
- f) Be familiar with the Constitution, By-laws, Policies and Resolutions; and,
- g) Be vested with all other duties and privileges of a Councillor.

5.2 Residence Representative

5.2.1 The Member elected to exclusively represent constituents within University residences shall be known as the “Residence Representative”.

5.2.2 The Residence Representative shall be a Member in residence in a University of Windsor Residence Building.

5.3 First Year Representative

5.3.1 The Member elected to exclusively represent constituents in first year studies (excluding the Faculties of Education and Law) shall be known as the “First Year Representative”.

5.3.2 The First Year Representative shall be a Member in the first year of a first-entry program.

5.4 International Students’ Representative

5.4.1 The Member elected to exclusively represent constituents who are international students shall be known as the “International Students’ Representative”.

5.4.2 The International Students’ Representative shall be a Member who is an International Student.

By-law 40: Officers

Part 1: President and Vice-Presidents

1.1 The duties and privileges of these Officers shall be as set out in By-law 30.

Part 2: Council Chair and Secretary

2.1 The duties and privileges of these Officers shall be as set out in By-law 10.

Part 3: Chief Returning Officer

3.1 The duties and privileges of the CRO shall be as set out in By-laws 80 and 85 in addition to those set out below.

3.2 The ASC of Council shall hire the CRO.

3.3 The CRO shall be an Officer directly responsible to Council.

3.4 Duties of the CRO shall include:

- a) Overseeing all Elections;
- b) Overseeing all Referenda;
- c) Chairing the EMC;

Authority: Initial, Date

President:

Council Chair:

General Manager:

- d) Making all rulings that cannot await a meeting of the EMC;
 - e) Serving on any such bodies as required by virtue of the position; and,
 - f) Fulfilling any other duties as assigned by By-law, Policy or Resolution.
- 3.5 The VPA shall fulfill the duties of the CRO where the CRO is unable or unwilling to fulfill the duties of the position.
- 3.6 Council may terminate the CRO by two-thirds (2/3) majority vote.

By-law 45: UWSA Governance Committees

Part 1: Committee Structure

1.1 Committee members shall include:

- a) 1 UWSA Executive
- b) 1 UWSA Student Senator
- c) 1 UWSA Board of Directors member
- d) 3-4 UWSA Faculty Representatives or Special Constituency Representatives

1.2 Any UWSA staff member shall sit as ex-officio, non-voting members if their portfolio relates specifically to the committee mandate.

1.3 Committee membership

- 1.3.1 All Elected Councillors, Senators and Board of Directors Members shall sit on one (1) committee, unless otherwise approved by Council.
- 1.3.2 Committee membership shall be approved by Council during the second meeting of the Fall semester.

1.4 Committee positions

1.4.1 Speaker

- 1.4.1.1 The committee reserves the right to appoint and/or re-appoint both the Speaker and Administrator through a vote.
- 1.4.1.2 The position of Speaker for each committee shall be filled by the Student Senator on the committee.
- 1.4.1.3 In the case that there is no Student Senator on any given committee, the committee members shall elect one of that committee's members as Speaker.
- 1.4.1.4 The position of Chair shall not be held by the UWSA Executive.
- 1.4.1.5 The responsibilities of the Chair are outlined in Section 3.2.

1.4.2 Administrator

- 1.4.2.1 The position of Administrator shall be filled by one committee member.
- 1.4.2.2 The position of Administrator shall be elected by members of that committee.
- 1.4.2.3 The position of Administrator shall not be held by a UWSA Executive.
- 1.4.2.4 The responsibilities of Administrator are outlined in Section 3.3.

Part 2: Committee Meetings

2.1 Committee meetings shall be held at least one (1) time per month during the Fall and Winter Semesters.

2.2 All committee meetings shall be open to UWSA members to observe.

- 2.2.1 All observers can obtain the right to speak, at the discretion of the Speaker.

2.3 Quorum for committee meetings shall be 50% of voting committee members.

2.4 Notice of committee meetings must be provided at least six (6) days in advance.

Authority: Initial, Date
 President:
 Council Chair:
 General Manager:

- 2.4.1 The committee may waive notice of a meetings by a two-thirds (2/3) majority vote at either a prior meeting or at the meeting itself.
- 2.5 An official meeting agenda must be made available at least three (3) days in advance along with any reports or other materials pertinent to the items on the agenda.
 - 2.5.1 The committee may waive notice of additions to the agenda by a two-thirds (2/3) majority vote.
- 2.6 There shall be no proxy for committee meetings
- 2.7 Committees may go in-camera by a two-thirds (2/3) majority vote.
- 2.8 Ordinarily, the Speaker shall preside over committee meetings. Where the Speaker is unable or unwilling to do so, he or she shall appoint a committee member as Speaker, subject to the approval of the committee. Where the Speaker is unable or unwilling to appoint a Speaker, in their absence the Executive member of the committee shall appoint a Speaker, subject to the approval of the committee.

Part 3: Committee Member Responsibilities

3.1 Committee

- 3.1.1 The entire membership of the committee shall fulfill the following duties for that committee:
 - a) Select issues within the committee's mandate to be addressed by the committee.
 - b) Produce resolutions or research as content of committee reports or policy to be presented to Council or Board for approval.
 - c) Approve the finalized report or policy to be presented to Council or Board for approval.
 - d) Appoint the presenters for committee reports or policy.
 - e) In the case that no presenter is selected, the Executive shall present the committee report or policy.

3.2 Speaker

- 3.2.1 The Speaker of any given committee shall fulfill the following duties for that committee:
 - a) Chair committee meetings in a structured and efficient manner, whether through formal or informal use of Robert's Rules of Order.
 - b) Ensure that the committee, as a whole, determines the issues to be addressed within that committee.
 - c) Ensure that the tasks undertaken by the committee are delegated and distributed to include all committee members.

3.3 Administrator

- 3.3.1 The Administrator of any given committee shall fulfill the following duties for that committee:
 - a) Collect and retain all contact information for committee members
 - b) Document resolutions of committee and fulfill other administrative duties at committee meetings, including regularly update members on committee proceedings, meeting dates, times, agendas, and relevant documentation.
 - c) Retain all documentation or presentations produced by the committee.
 - d) Make all meeting proceedings available to UWSA members.
 - e) Communicate regularly with the committee's Executive member on committee proceedings.

3.4 Executive

- 3.4.1 The UWSA Executive member that sits on each respective committee shall fulfill the following duties for that committee:
- a) Provide information and resources to the committee that relates to the mandate of that committee.
 - b) Provide assistance to the Speaker in the assignment of research and responsibilities.
 - c) Formalize content of research or resolutions as provided by the committee into reports or policy for presentation to Council.

Part 4: Committee Reports

4.1 Each committee shall present reports or policy to Council based upon the research and resolutions reached by the committee.

- 4.1.1 Committee reports must clearly outline to Council the process and outcome of the committee's proceedings.
- 4.1.2 Committee reports shall be submitted at least one (1) time per semester.
- 4.1.3 Committee reports shall be accepted by Council by a simple majority vote.
- 4.1.4 All committee reports shall be kept on file and retained for reference by the VPA.
- 4.1.5 The official reports must be entered into the Official Record by the VPA promptly after their approval.

Part 5: Governance Committees

5.1 Titles

- 5.1.1 The following shall be the standing governance committees of the UWSA:
- a) University Policy Committee
 - b) Marketing and Communications Committee
 - c) Financial Policy and Services Committee
 - d) External Policy Committee
 - e) Internal Policy Committee
 - f) Programming Committee

5.2 University Policy Committee

- 5.2.1 The UWSA President shall sit on the University Policy Committee as the executive member.
- 5.2.2 The mandate of the University Policy Committee shall be as follows:
- a) Establish policy based on research and student opinion for presentation to the University of Windsor's senior administration.
 - b) Outline, in this policy, the UWSA's principles, concerns and recommendations in regards to student issues.

5.3 Marketing and Communications Committee

- 5.3.1 The VPA shall sit on the Marketing and Communications Committee as the executive member.
- 5.3.2 The mandate of the Marketing and Communications Committee shall be as follows:
- a) Create a marketing plan for the year to promote the UWSA and its initiatives to the student population.
 - b) Oversee the content of UWSA media during the academic year.

- c) Conduct market research of the student population on issues such as student life, representation and post-secondary education.

5.4 Financial Policy & Services Committee

- 5.4.1 The VPF&O shall sit on the Financial Policy and Services Committee as the executive member.
- 5.4.2 The Operations Manager shall sit on the Financial Policy and Services Committee as an ex-officio, non-voting member.
- 5.4.3 The Financial Manager shall sit on the Financial Policy and Services Committee as an ex-officio, non-voting member.
- 5.4.4 The mandate of the Financial Policy and Services Committee shall be as follows:
 - a) Establish and review policy on financial matters to be approved by the Board of Directors.
 - b) Generate and evaluate ideas and alternatives for capital investment.
 - c) Establish and review policy pertaining to the UWSA services.

5.5 External Policy Committee

- 5.5.1 The VPUA shall sit on the External Policy Committee as the executive member.
- 5.5.2 The mandate of the External Policy Committee shall be as follows:
 - a) Review policy of external provincial and federal lobby groups.
 - b) Assist the VPUA in creating policy for external provincial and federal lobby groups.
 - c) Assist the VPUA in creating policy for all external lobby efforts
 - d) Provide feedback of this proposed policy for semi-annual or annual meetings of external provincial and federal lobby groups.
 - e) Execute campaigns of external provincial and federal lobby groups.

5.6 Internal Policy Committee

- 5.6.1 The VPA shall sit on the Internal Policy Committee as the executive member.
- 5.6.2 The mandate of the Internal Policy Committee shall be as follows:
 - a) Actively review the Official Constitution, By-laws and Policies of the UWSA.
 - b) Identify updates or changes to the Official Constitution, By-laws and Policies of the UWSA.
 - c) Generate and evaluate new developments for the Official Constitution, By-laws and Policies of the UWSA.

5.7 Programming Committee

- 5.7.1 The VPA shall sit on the Programming Committee as the executive member.
- 5.7.2 The Director of Student Life shall sit on the Programming Committee as an ex-officio, non-voting member.
- 5.7.3 The mandate of the Programming Committee shall be as follows:
 - a) Establish policy on programming done by the UWSA.
 - b) Make recommendations on programming ideas to the VPA and the Director of Student Life.
 - c) Advise the VPA and Director of Student Life on the promotion of events on campus.
 - d) Assist in the maintenance of a Calendar of Events.

By-law 50: General Manager

Part 1: Contract

- 1.1 The General Manager (“GM”) shall be an Employee.
- 1.2 The GM shall be employed by a written contract.
- 1.3 The GM employment contract shall conform to the duties provided for in this By-law.

Part 2: Duties

- 2.1 Board and the President shall hold the GM responsible for his or her duties.
- 2.2 Where the direction given to the GM by Board and the President conflict, the GM shall follow the direction of Board and personally report the conflict as soon as possible to Board and the President.
- 2.3 Board shall receive a report from the GM no less than two (2) times per year detailing his or her fulfillment of these duties.
- 2.4 The President shall oversee the GM on a day-to-day basis.
- 2.5 The GM shall fulfill the following duties pertaining to Council, Board and Officers:
 - a) Assist Council, Board, the Executive Committee and Officers in co-ordinating the activities of the UWSA;
 - b) Attend meetings of committees of Council and Board at the request of the appropriate chair or the President;
 - c) Assist and advise Council, Board, the President, and the Vice-Presidents in strategic planning exercises and in implementing the directives of Council and Board;
 - d) Serve as liaison between Council and Board and the Employees;
 - e) Facilitate the transitions provided for in By-law 80 and thereby provide a level of continuity over time.
- 2.6 The GM shall fulfill the following duties pertaining to the operations of the UWSA as a corporate entity:
 - a) Operate in accordance with the Constitution, By-laws, Policies and Resolutions;
 - b) Display and foster professionalism, integrity and accountability;
 - c) Be responsible for developing a budget in co-operation with the VPF&O, monitor the day-to-day financial operations of the UWSA and facilitate independent auditors in fulfilling their responsibilities;
 - d) Ensure proper managerial, financial, personnel and other procedures are followed and proper records are kept in accordance with the laws of Canada and the Province of Ontario and the by-laws of the City of Windsor;
 - e) Hire, train, supervise, review and discharge full-time employees or assist in fulfilling such functions as directed by Board;
 - f) Hire, train, supervise, review and discharge non-full-time employees or assist in fulfilling such functions in consultation with the President and VPF&O, subject to contrary appointment search provisions within the By-laws;
 - g) Participate in all negotiations as directed by Board or the President; and,
 - h) Carry out all other duties as required or specified in the employment contract.

By-law 60: Co-ordinators

Part 1: General

- 1.1 On an annual basis, or more often as required, the UWSA shall hire Co-ordinators to assist the Officers in fulfilling their duties.
- 1.2 Co-ordinators shall be hired from among the Members.

Authority: Initial, Date
President:
Council Chair:
General Manager:

- 1.3 The UWSA shall employ best efforts to recruit to all vacant Co-ordinator positions.
- 1.4 The ASC of Council shall hire Co-ordinators to facilitate Officers fulfilling duties that Council oversees.
- 1.5 The ASC of Board shall hire Co-ordinators to facilitate Officers fulfilling duties that Board oversees.
- 1.6 In addition to the enduring Co-ordinators positions which shall be filled on an annual basis, Council or Board may create ad-hoc Co-ordinators positions as provided below.

Part 2: Enduring Co-ordinator Positions

2.1 Co-ordinator positions that shall be filled annually, or more often as necessary, are:

2.1.1 Walksafe Co-ordinator

2.1.1.1 The Walksafe Co-ordinator shall:

- a) Assist the Operations Manager in the operation of the Walksafe program;
- b) Take primary responsibility for the recruitment and development of Walksafe volunteers;
- c) Serve on any committees assigned by the Operations Manager; and,
- d) Fulfill any other duties as assigned by the Operations Manager.

2.1.2 Womyn's Centre Co-ordinator

2.1.2.1 The Womyn's Centre Co-ordinator shall:

- a) Assist the Operations Manager in the operation of the Womyn's Centre;
- b) Take primary responsibility for the upkeep of the Womyn's Centre;
- c) Take primary responsibility for the recruitment of volunteers to the Womyn's Centre;
- d) Take primary responsibility for the planning of events related to the Womyn's Centre;
- e) Serve on any committees assigned by the Operations Manager; and,
- f) Fulfill any other duties as assigned by the Operations Manager.

2.1.3 Student Group Co-ordinator

2.1.3.1 The Student Group Co-ordinator shall:

- a) Assist the Operations Manager in serving UWSA student groups
- b) Take primary responsibility for ratifying student groups;
- c) Organize official student group meetings which are often known as Club Summit;
- d) Organize club days once per semester;
- e) Serve as the chair of the Club Funding Committee;
- f) Serve on any committees assigned by the Operations Manager or VPF & O
- g) Fulfill any other duties as assigned by the Operations Manager or VPF & O.

2.1.4 Communications Co-ordinator

2.1.4.1 The Communications Co-ordinator shall:

- a) Assist the VPA in the facilitation of UWSA marketing and communications with its members;
- b) Maintenance of CAW Student Centre projector contents;
- c) Facilitation of UWSA orientation week and year-long promotions team;
- d) Maintenance of newsfeed on the UWSA website;
- e) Serve as an ex-officio member of the Market Research Governance Committee;
- f) an accountability report shall be presented to council at least one (1) time per semester, detailing their progress and,

Authority: Initial, Date
President:
Council Chair:
General Manager:

g) Serve on any committees assigned by the VPA.

2.1.5 Afro-Fest Co-ordinator

2.1.5.1 The Afro-Fest Co-ordinator shall:

- a) Assist the VPA in hosting the African Diaspora Festival;
- b) Take primary responsibility for recruiting Afro-Fest volunteers;
- c) Take primary responsibility for Afro-Fest work study students;
- d) Take primary responsibility for raising funds required to host Afro-Fest;
- e) Take primary responsibility for hosting events during Afro-Fest;
- f) Serve on any committees as assigned by the VPA; and,
- g) Fulfil any other duties as assigned by the VPA.

2.1.6 Shinerama Co-ordinator

2.1.6.1 The Shinerama Co-ordinator shall:

- a) Assist the VPA in hosting Shine Day during Windsor Welcome Week;
- b) Take primary responsibility for recruiting Shinerama volunteers;
- c) Take primary responsibility for Shinerama work study students;
- d) Take primary responsibility for raising funds through secondary fundraisers;
- e) Take primary responsibility for hosting Shine Day;
- f) Take primary responsibility for regular interaction with the Canadian Cystic Fibrosis Foundation;
- g) Take primary responsibility for submission of funds raised to the Canadian Cystic Fibrosis Foundation;
- h) Serve as an ex-officio member of the Windsor Welcome Week Committee; and,
- i) Serve on any committees assigned by the VPA.

Part 3: Modification of Co-ordinator Positions

3.1 Enduring Co-ordinators

3.1.1 Enduring Co-ordinators may only be created, modified or eliminated through By-law amendment.

3.2 Ad-hoc Co-ordinators

3.2.1 Ad-hoc Co-ordinator positions may not carry out a function reserved for an enduring Co-ordinator position.

3.2.2 Ad-hoc Co-ordinator positions may be formed, modified and eliminated by simple majority vote of Council or Board.

3.2.3 Ad-hoc Co-ordinator positions shall become defunct on April 30 unless special provision is made by Council or Board to extend their mandate beyond that date.

By-law 70: Policies

Part 1: Council Policies

1.1 Council may create, amend and repeal Policies that govern:

- a) Council and committees thereof;
- b) Bodies over which it has jurisdiction and committees thereof;
- c) Paid and unpaid personnel in its service or the service of a body under its jurisdiction; and,
- d) Any other field of responsibility or authority allocated to Council in the Constitution or By-laws.

Authority: Initial, Date

President:

Council Chair:

General Manager:

- 1.2 Policies may be created, amended or repealed by Resolution of Council.
- 1.2.1 Normally, such a Resolution shall be by simple majority, but such a Resolution shall be by two-thirds (2/3) majority where the Policy pertains to:
- a) The functioning of Council or Council meetings;
 - b) Elections, appointments or hiring;
 - c) Matters related to the rights and powers of Members; and,
 - d) Matters related to the rights and powers of Councillors or Officers.
- 1.2.2 All Policies must be examined by the IPC prior to their approval at Council.
- 1.2.2.1 The IPC shall ensure conformity with the Constitution, By-laws and other Council Policies.
- 1.2.2.2 The IPC shall strive to use format and language that are consistent with Board Policies where similar Board Policies exist.
- 1.2.3 A Policy that conflicts with the Constitution, By-laws or another Policy shall not be valid.
- 1.3 Official Council Policies Manual
- 1.3.1 The VPA shall maintain an Official Council Policies Manual containing all Policies approved by Council and of effect.
- 1.3.2 When a Policy is changed or added, the President, Council Chair and General Manager shall initial and date the amended or added sheet.
- 1.3.3 This manual shall be kept at the Head Office and made accessible to all Members upon request.

Part 2: Board Policies

- 2.1 Board may create, amend and repeal Policies that govern:
- a) Board and committees thereof;
 - b) Bodies over which it has jurisdiction and committees thereof;
 - c) Paid and unpaid personnel in its service or the service of a body under its jurisdiction; and,
 - d) Any other field of responsibility or authority allocated to Board in the Constitution or By-laws.
- 2.2 Policies may be created, amended or repealed by Resolution of Board.
- 2.2.1 Normally, such a Resolution shall be by simple majority, but such a Resolution shall be by two-thirds (2/3) majority where the Policy pertains to:
- a) The functioning of Board or Board meetings;
 - b) Elections, appointments or hiring;
 - c) Matters related to the rights and powers of Members;
 - d) Matters related to the rights and powers of Directors or Officers.
- 2.2.2 All Policies must be examined by the IRC prior to their approval at Board.
- 2.2.2.1 The IPC shall ensure conformity with the Constitution, By-laws and other Board Policies.
- 2.2.2.2 The IPC shall strive to use format and language that are consistent with Council Policies where similar Council Policies exist.
- 2.2.3 A Policy that conflicts with the Constitution, By-laws or another Policy shall not be valid.
- 2.2.4 Where the IPC is functioning in accordance with 2.2.2, decision by that body cannot be appealed to Council and the IRC will, to the extent of its work related to 2.2.2, be considered a Board committee.

2.3 Official Board Policies Manual

- 2.3.1 The VPA shall maintain an Official Board Policies Manual containing all Policies approved by Board and of effect.
- 2.3.2 When a Policy is changed or added, the VPA, President (as Board Chair) and General Manager shall initial and date the amended or added sheet.
- 2.3.3 This manual shall be kept at the Head Office and made accessible to any Member upon request.

Part 3: The Executive Committee and Policies

- 3.1 The Executive Committee shall follow the Council and Board Policies.
- 3.2 Where the Council and Board Policies conflict, the Executive Committee shall follow the Council Policy.
- 3.3 The Executive Committee shall not create, amend or rescind Policies.

By-law 80: Elections

Part 1: Contests

1.1 The Election of Members shall be in accordance with Constitution Article 4.2.

1.2 Sequence

- 1.2.1 The General Election shall be held in Winter Semester and be the primary forum for constituting Council and Board.
- 1.2.2 Contestable positions in the General Election that remain vacant following the General Election shall be contested in a By-election in Fall Semester.
- 1.2.3 Contestable positions in a By-election that remain vacant following the By-election shall remain vacant.

1.3 Criteria for Members

- 1.3.1 Candidates must be in Good Standing with the University of Windsor and fulfill the criteria of a Member to contest an election. Nominators need only fulfill the criteria of a Member to provide a valid nomination.
- 1.3.2 A Member may only contest one (1) seat during an Election.
- 1.3.3 No Member shall hold a voting seat on the UWSA Board or Council who holds a voting seat on any board that has editorial or financial oversight over any campus media outlet.
- 1.3.4 A Member may only hold one (1) elected position at any given time.
- 1.3.5 Candidates must relinquish their entitlement to re-election by Council before the election has been called in order to be able to contest a seat in an election.
- 1.3.6 The CRO shall be authorized to consult with the necessary University and UWSA personnel to ensure each Member meets the criteria set out above.

Part 2: Positions

2.1 The following positions shall be contested during the General Election every year:

- a) President;
- b) VPUA;
- c) VPA;
- d) VPF&O;
- e) Director;

Authority: Initial, Date
President:
Council Chair:
General Manager:

- f) Faculty Representatives; and,
- g) Special Constituency Representatives.

2.2 When the Board of Governors Member position is vacant, it shall be contested during the General Election.

2.3 When a Student Senator position is vacated, the position shall be contested in the next contestable election, that shall be conducted by the Chief Returning Officer in the manner prescribed in the electoral rules of the UWSA.

2.3.1 Where council by resolution determines there is insufficient time to conduct a by-election, a counselor will be appointed by council, to fulfill the duties on senate,

2.4 In accordance with Constitution Article 4.2, incumbent Board of Governors Members and Student Senators may be re-elected at a Council meeting within one (1) year of having been elected under 2.2 or 2.3.

Part 3: Oversight

3.1 The CRO shall oversee all Elections in accordance with the Constitution and all applicable By-laws, Policies and Resolutions.

3.2 The EMC shall assist the CRO in the fulfillment of his or her duties and operate in accordance with all other provisions of By-law 10, section 6.1.2.

3.3 The CRO and EMC shall be responsible for proposing and administering Elections Policies.

3.4 Elections Policies shall be created and maintained by Council.

Part 4: Timeline

4.1.1 No less than five (5) weeks before the first day of voting, the CRO shall bring to Council notice of the:

- a) Dates of the nomination period, campaign period, and voting days;
- b) Positions to be contested; and,
- c) All regulations governing the Election.

4.1.2 The CRO shall open the nomination period no less than four (4) weeks before the first day of voting.

4.1.3 The CRO shall close the nomination period no less than two (2) weeks before the first day of voting.

4.1.4 The CRO shall open the campaign period no less than nine (9) days before the first day of voting.

4.1.5 The Campaign period shall be closed at the discretion of the CRO.

4.1.6 The CRO shall tabulate the ballots after the polls close on the last day of voting.

4.1.7 The CRO shall post the Election results of voting within twenty-four (24) hours after the polls close.

4.1.8 The CRO shall prepare an official report and submit that report to Council at the first Council meeting after the CRO fulfills 4.1.7.

Part 5: Appeals

- 5.1.1 Where a Member believes a candidate or agent of the CRO has violated the regulations governing the Election, the Member must appeal the decision to the EMC no later than forty-eight (48) hours following the posting of the Election results by the CRO.
 - 5.1.1.1 All appeals to the EMC must be in writing and submitted through the CRO.
 - 5.1.1.2 All decisions by the EMC in response to the appellant must be in writing and a copy of that response must be included in the Election Report.
 - 5.1.1.3 The appellant may only appeal this decision of the EMC to Council where the decision of the EMC violates the regulations governing the Election and where a petition of at least fifty (50) Members supports the appeal to Council.
 - 5.1.1.4 The appeal of the decision of the EMC must be brought to the VPA prior to the first Council meeting following the decision of the EMC.
 - 5.1.1.5 Where the appeal of the decision of the EMC is in compliance with this Part, the VPA shall bring the appeal to Council.
 - 5.1.1.6 Council shall only uphold the appeal where the decision of the EMC violates the regulations governing the Election.
 - 5.1.1.7 In the case where EMC upholds an appeal in direct regard to the integrity of the election, a re-vote may be called at the discretion of the EMC to be approved by 2/3 majority at council. If no revote is called the positions will remain vacant

- 5.1.2 Where a Member believes the CRO or EMC has violated the regulations governing the Election the Member must appeal the decision to Council no later than forty-eight (48) hours following the posting of the Election results by the CRO.
 - 5.1.2.1 All appeals to Council must be in writing to the VPA and supported by petition of at least (50) Members.
 - 5.1.2.2 Where the appeal of the violation by the EMC is in compliance with this Part, the VPA shall bring the appeal to Council.
 - 5.1.2.3 Council shall only uphold the appeal where the CRO or EMC has violated the regulations governing the Election.

- 5.1.3 In no case is the discretion of the CRO or EMC, as provided for by the regulations governing the Election, sufficient grounds for appeal.

By-law 85: Referenda

Part 1: Referenda

- 1.1 Where the Members initiate a Referendum for a purpose provided for in the Constitution or By-law other than this By-law, the terms provided for in that same section of the Constitution or By-law override any conflicting terms provided in this By-law.

- 1.2 Where Council initiates a Referendum for a purpose provided for in the Constitution or By-laws other than this By-law, the terms provided for in that same section of the Constitution or By-laws override any conflicting terms provided in this By-law.

- 1.3 Where Board initiates a Referendum for a purpose provided for in the Constitution or By-laws other than this By-law, the terms provided for in that same section of the Constitution or By-laws override any conflicting terms provided in this By-law.

- 1.4 Referenda may also be held for purposes other than those provided for in 1.1, 1.2 and 1.3.
 - 1.4.1 Where the Members seek to take a decision for the UWSA that is not exclusively entrusted to Council, Board or any other position or body of the UWSA, they may initiate such a Referendum by petition of five hundred (500) Members and a simple majority of Council.
 - 1.4.2 Board may defer a decision to the Members by a two-thirds (2/3) majority vote and a two-thirds (2/3) majority vote by Council.
 - 1.4.3 Council may unilaterally defer a decision to the Members by a two-thirds (2/3) majority vote.

Part 2: Oversight

- 2.1 The CRO shall oversee Referenda in accordance with the Constitution and all applicable By-laws, Policies and Resolutions.
- 2.2 The EMC shall assist the CRO in the fulfillment of his or her duties and operate in accordance with all other provisions of By-law 10 Section 6.1.2.
- 2.3 The CRO and EMC shall be responsible for proposing and administering Referenda Policies.
- 2.4 Referenda Policies shall be created and maintained by Council.

Part 3: Timeline

- 3.1 Council shall direct the CRO to begin preparation for a Referendum following the decision to hold a Referendum in accordance with Part 1.
- 3.2 No less than three (3) weeks before the first day of voting, the CRO shall bring to Council notice of the:
 - a) Dates of the campaign period and voting days and
 - b) All regulations governing the Referendum.
- 3.3 Council shall ensure the Referendum question is set no less than three (3) weeks before the first day of voting.
- 3.4 The CRO shall open the campaign period no less than two (2) weeks before the first day of voting.
- 3.5 The CRO shall close the campaign period before the first day of voting.
- 3.6 The CRO shall tabulate the ballots after the polls close on the last day of voting.
- 3.7 The CRO shall post the Referendum results of voting within twenty-four (24) hours after the polls close.
- 3.8 The CRO shall prepare an official report and submit that report to Council at the first Council meeting after the CRO fulfills 3.7.

Part 4: Ballots and Voting

- 4.1 The Referendum question shall present a clear question capable of being answered yes or no and sufficiently narrow in scope so as to avoid ambiguity.
 - 4.1.1 Ensuring these conditions are met shall be the responsibility of Council.
- 4.2 All Members shall be eligible to vote.
- 4.3 Quorum for a Referendum under 1.4 shall be ten (10) percent of the Members.
- 4.4 A simple majority shall be sufficient for a Referendum under 1.4 to carry.

Part 5: Appeals

- 5.1 Where a Member believes a candidate or agent of the CRO has violated the regulations governing the Referendum, the Member must appeal the decision to the EMC no later than forty-eight (48) hours following the posting of the Referendum results by the CRO.

Authority: Initial, Date
President:
Council Chair:
General Manager:

- 5.1.1 All appeals to the EMC must be in writing and submitted through the CRO.
 - 5.1.2 All decisions by the EMC in response to the appellant must be in writing and a copy of that response must be included in the Referendum Report.
 - 5.1.3 The appellant may only appeal this decision of the EMC to Council where the decision of the EMC violates the regulations governing the Referendum and where a petition of at least fifty (50) Members supports the appeal to Council.
 - 5.1.4 The appeal of the decision of the EMC must be brought to the VPA prior to the first Council meeting following the decision of the EMC.
 - 5.1.5 Where the appeal of the decision of the EMC is in compliance with this Part, the VPA shall bring the appeal to Council.
 - 5.1.6 Council shall only uphold the appeal where the decision of the EMC violates the regulations governing the Referendum.
- 5.2 Where a Member believes the CRO or EMC has violated the regulations governing the Referendum the Member must appeal the decision to Council no later than forty-eight (48) hours following the posting of the Election results by the CRO.
- 5.2.1 All appeals to Council must be in writing to the VPA and supported by petition of at least (50) Members.
 - 5.2.2 Where the appeal of the violation by the EMC is in compliance with this Part, the VPA shall bring the appeal to Council.
 - 5.2.3 Council shall only uphold the appeal where the CRO or EMC has violated the regulations governing the Referendum.
- 5.3 In no case is the discretion of the CRO or EMC, as provided for by the regulations governing the Referendum, sufficient grounds for appeal.