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DEFINITIONS

Academic Year	The period of time in which Portage College operates as outlined by the Portage College Calendar.
Accountant	A person/firm hired by SAPC to perform the yearly audit of SAPC finances.
Ad Hoc Committee	A special committee formed by the Executive Committee for a specific task, and dissolved after the completion of the task.
Annual General Meeting (AGM)	A meeting of SAPC General Members, held once every financial year, at which the annual report is presented.
Annual Report	A report chronicling the SAPC's activities throughout the preceding year. It also includes information about the previous year's financial performance.
Audited Financial Statements	An annual review of the financial statements of the SAPC performed by a third-party accounting firm and made publically available to the SAPC membership.
Board	Board of Directors
Board of Governors (BOG) Representative	An SAPC student appointed by the SAPC Board to represent students on the Portage College Board of Governors.
Board of Directors	The Board of Directors for the Students' Association of Portage College, which is comprised of the campus representatives and the Executives.
Bookkeeper	The person/firm hired by the SAPC whose main responsibilities are maintaining the SAPC's accounting system.
Bylaws	The bylaws which govern the affairs of the Association.
Clubs	A group of students with similar interests staying connected with one another. The purpose of these groups is to encourage a sense of community on campus. Clubs can be academic and non-academic in nature.
Code of Conduct and Ethics Statement	A binding set of guidelines that determine the standards of acceptable behavior for all SAPC representatives to follow while conducting SAPC affairs both on and off campus.

College	Portage College
Conflict of Interest	Any situation where there is a potential divergence between an SAPC member's/staff's/liaison's personal interest and his/her obligations to the organization, such that an independent observer would reasonably question whether the member's/staff's/liaison's behavior or decisions are in any way motivated by considerations of personal interest (financial or otherwise). A conflict of interest may be real, perceived or potential.
Director	Individuals elected to the Board of Directors.
Ex-Officio	A non-voting member of the Board or SAPC Committees.
Executive	An individual elected to a position on the Executive Committee, excluding the General Manager.
Executive Committee	The Executive Committee acts as the administrative body of the SAPC. It reports to Board and is accountable for the day-to-day operations of the organization. The purpose of the Committee is to ensure that the Board's governance system and processes are effective, enabling efficient and effective Board work.
Finance Committee	The SAPC committee which provides financial oversight for the organization.
Full-time Student	A student taking no less than a 60% course load at Portage College.
General Manager	The person hired by the SAPC whose main responsibilities are to organize and coordinate the effective delivery of SAPC events and to oversee the day to day operations of SAPC offices.
General Member	A student registered at Portage College who has paid their SAPC fees in full, as described in the "Tuition and Fees" section of the Portage College Academic Calendar.

Honorary Member	Individuals who have not been charged SAPC fees for the current term, but who are determined by the Board to be deserving. Honorary Members are not entitled to full SAPC benefits.
In Camera	A meeting or a portion of a meeting where one or more of the people in attendance are excused. These sessions can also be held to have closed or private deliberation where there is a need for confidentiality.
Liaison	A person appointed by Portage College to provide leadership and guidance to the Board and General Manager. This person establishes and maintains communication between Portage College and the SAPC for mutual understanding and cooperation.
Member in Good Standing	A student of Portage College who is current in the payment of their SAPC fees and is not in violation of the SAPC bylaws.
Minutes	A summarized record of the proceedings at a meeting. It also lists motions made and vote results at each meeting.
Officer	An elected or appointed voting member of the Executive Committee.
Operational Plan	A detailed administrative framework demonstrating how each SAPC campus/department will achieve the goals outlined in the Strategic Plan. The plan is written, monitored and evaluated by the General Manager.
Part-Time Student	A student taking less than a 60% course load at Portage College.
Personnel Committee	The SAPC committee which creates job descriptions, performance standards and evaluation forms for the SAPC employees. It also conducts the hiring/discipline/evaluation and dismissal of the General Manager.
Post-Secondary Learning Act (PSLA)	The primary legislation that governs Alberta's publically funded post-secondary institutions.
Quorum	The minimum number of members required at a meeting of the Board or its committees to conduct or ratify any substantive business.

Reading Week	The period of time defined by the Portage College Academic Calendar where no classes are scheduled, unless otherwise stated. It typically occurs in February.
Regional Coordinator	SAPC staff hired to coordinate SAPC offices and activities on the various Portage College campuses.
Resolution	A decision to do something or not to do something, usually brought forward in the form of a motion that is considered and voted upon by persons eligible to vote on the matter at a duly constituted meeting called in accordance with these Bylaws.
SAPC	The Students' Association of Portage College
SAPC Board Members	A collective term for the Board, Executive Committee and Board of Governors Representative.
Societies Act	The laws which govern Societies in the province of Alberta.
Standing Committee	A permanent committee that has a continuous function within the Board, typically responsible for a specific topic or area.
Special Meeting	A meeting of the Board outside of the regularly scheduled meetings, often to address urgent issues or concerns.
Special Resolution	A formal expression of opinion or intention agreed on by a formal meeting and requiring 1) no less than 21 days' notice to the members of the intention to propose the resolution, and 2) not less than 75% of the votes of the members present for approval.
Strategic Plan	A document that outlines the organization's goals and the actions needed to achieve those goals.
Students' Association (SA)	The Students' Association of Portage College

1.0 NAME

In accordance with Section 93 of the Post-secondary Learning Act of Alberta, the name of the Student's Association is The Students' Association of Portage College, also known or referred to as SAPC.

2.0 MEMBERSHIP

2.1 Membership Eligibility

2.1.1 All students who are registered at Portage College in the current academic semester are members of the Students' Association subject to the exceptions within these bylaws.

2.1.2 Students registered in classes at Portage College in the current academic semester who have not paid their membership fees will not be members in good standing and will not be entitled to any of the rights and privileges of membership.

2.1.3 For the purposes of a) determining membership levels, b) levying membership fees, and c) ensuring eligibility for governance positions, the SAPC will apply the same definition and criteria that Portage College uses to define full- and part-time student status and credit, non-credit, zero-credit or credit-free student statuses.

2.1.4 Employees of the SAPC are ex-officio members of the SA and have the same rights as Honorary Members.

2.2 Membership Rights

2.2.1 The Members of the SAPC have the rights to:

- a) Vote in SAPC General Meetings and Special Meetings.
- b) Attend Board meetings as a non-voting guest.
- c) Participate in SAPC activities.
- d) Become members of the SAPC Board.
- e) Request services as outlined by the mandate of the SAPC.
- f) Establish and join clubs/organizations under the control of the SAPC.
- g) Appear before and speak to Board on any matter within the authority of the Board.

2.3 Membership Responsibilities

2.3.1 SAPC Members are responsible for paying SA fees, pursuant with Bylaw 4.0: Students' Association Fees.

2.3.2 SAPC Members are responsible for obeying the bylaws and policies of the SA. They are also responsible for following the academic and non-academic conduct procedures as set out by Portage College.

2.4 Active Members

2.4.1 Students are considered to be active members in good standing when they are both currently registered in credit classes and/or credit programs at Portage College and have paid SA fees for the current academic semester.

2.5 Honorary Members

2.5.1 Honorary members are individuals who have been granted membership by a special resolution of the Board. Such membership may also be revoked by a special resolution of the Board. Honorary members are not required to pay any fees to the Students' Association. They do not have the right to vote.

2.6 Ex Officio members

2.6.1 Employees of the Students' Association are Ex Officio members of the SA and have the same rights as honorary members. They do not have the right to vote.

2.7 College/SA Liaison

2.7.1 The SAPC's appointed liaison is the Registrar/Associate Vice President of Student Services. The Liaison is an advocate and representative for the SAPC regarding matters involving the college and the SAPC. He/she will act in an advisory capacity to the members of Board and to the General Manager. The Liaison will have signing authority on the SAPC bank account for the purposes of maintaining transparent accounting practices and smooth operations when student representatives are not available. The Liaison is an Ex Officio member for all SAPC meetings and does not have the right to vote.

2.8 Membership Termination

2.8.1 Anyone wishing to withdraw membership in the SAPC may notify the Executive Committee in writing to that effect. Upon receipt of this notice by the Executive Committee, the student will cease to be a member and the membership fee will be forfeited to the SAPC.

2.8.2 An individual's membership will cease if the requirements in these bylaws for membership are not fulfilled.

2.8.3 An individual's membership will be terminated if a resolution is passed to revoke the membership by a special resolution of the Board.

3.0 STUDENTS' ASSOCIATION FEES

3.1 Membership Fees

3.1.1 The Students' Association levies a membership fee for all active members.

3.2 Setting Membership Fees

3.2.1 Board must approve membership fees for the following academic year by October 31st of the current academic year in order for the change to take effect the following year.

3.2.2 SAPC membership fees may increase no more than 3% per year. The recommendation to increase membership fees will be made by the Finance Committee and must reflect the strategic planning of the SA.

3.2.3 SAPC membership fees are \$110 per semester for full-time students, and \$65 per semester for part-time students.

3.2.4 Changes to membership fees must be reflected in SAPC Bylaws and are considered a Bylaw Amendment.

3.2.5 Board may add other fees that it sees fit in order to respond to changing students' needs. These additional fees may only be levied after a decision has been made through referenda or annual general meetings.

3.3 Membership Fee Collection

3.3.1 SA fees will be collected according to the agreement set out with Portage College. The Admissions Office of Portage College will collect Students' Association fees from students during student registration.

3.3.2 If the agreement with Portage College is terminated by either the SA or the College, the SAPC fees may be collected by any means deemed appropriate by Board, subject to the terms of the Post-Secondary Learning Act.

3.4 Membership Fee Refunds

3.4.1 SA fees will not be refunded unless special circumstances exist. Each individual case will be reviewed by the Executive Committee, and their decision on a refund will be final.

3.4.2 Students who withdraw on or before the College's last withdrawal date may receive their SA fees. After this date, no refunds will be allowed.

3.5 Membership Fee Waiver

3.5.1 It will not be the practice of the SA to waive membership fees. However, the SA understands that special circumstances exist. Should a request to waive SAPC membership fees be received, the request will be forwarded to the Executive Committee for consideration.

3.5.2 The decision of the Executive Committee will be final.

4.0 GENERAL MEETINGS

4.1 General Meeting Scheduling

4.1.1 There will be at least two general meeting of the Students' Association each academic year.

4.1.2 General meetings will be held at the Lac La Biche Campus

4.1.3 Students from campuses other than Lac La Biche will be able to participate in AGM's via video-conference or teleconference.

4.2 Fall General Meeting

4.2.1 The Fall General meeting will be held on a date before November 1st as determined by an ordinary resolution of the Board before April 30th of each year.

4.2.2 The agenda for the Fall General Meeting will be set by the President and will deal only with matters specified in the meeting notice. No additions or amendments to motions will be allowed at the meeting. The agenda will deal with the following:

- Approving the agenda
- Approving the minutes of the last General Meeting
- Introduction of Board members
- Review of the audited financial statements from the previous fiscal year
- Reports from the Executive Committee
- Bylaw review (if necessary)
- SAPC Student Fees update
- Matters specified in the meeting notice
- Special resolutions identified on the meeting notice

4.3 Spring General Meeting

4.3.1 The Spring General Meeting will be held no later than the last day of **March** each year.

4.3.2 The agenda for the Spring General Meeting will be set by the President and will deal only with matters specified in the meeting notice. No additions or amendments to motions will be allowed at the meeting. The agenda will deal with the following:

- Approving the agenda
- Approving the minutes of the last General Meeting
- Opening nominations for vacancy positions on the Board.
- Reports from Executive Committee
- Approval of Budget for next fiscal year
- Opening nominations for any vacancy on College Standing committees

- Opening nominations for vacancy of the Student BOG position
- Matters specified in the meeting notice
- Special resolutions identified on the meeting notice

4.4 Calling Special General Meetings

4.4.1 The Board may convene special general meetings of the SAPC with 75% approval from members of the Board.

4.4.2 Special general meetings will be convened by the Board if a written request of 3% of the active members of the SAPC is received and at least 14 days' notice is given.

4.4.3 Quorum for Special General Meetings is 5% of the active members of the Students' Association.

4.4.4 Motions at special general meetings require a 75% of majority of votes to pass.

4.5 General Meeting Notice

4.5.1 Notice of the time and place of all general and special general meetings and an agenda for the meetings will be posted at all campus locations, all Students' Association offices, and on all SAPC social media.

4.5.2 Notice will be provided at least twenty-one (21) days before the meeting.

4.6 General Meeting Quorum

4.6.1 Quorum is 2% of the active members of the Students' Association.

4.6.2 The President will cancel the General Meeting if quorum is not met within one half (1/2) hour from the beginning of the set meeting time. If the meeting is canceled, the meeting will be reschedule for one (1) week later. No new notices is required. If quorum is not met within one half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.7 General Meeting Voting Procedure

4.7.1 Each active member present at general and special general meetings of the SAPC is entitled to one vote.

4.7.2 No proxy votes are permitted at general and special general meetings.

4.7.3 Simple resolutions may pass with a simple majority (50% plus one) of the votes of the active members

4.7.4 Special resolutions require a 75% majority of votes to pass.

4.7.5 The Chair does not have a casting vote in the event of a tie.

4.7.6 Tie votes will be deemed to have been defeated.

4.7.7 Voting will be conducted by a show of hands unless any active member present requests a poll. In response to this request, the Chair may conduct a poll if the Chair determines that the vote result is ambiguous based on a show of hands. The Chair is not obligated to conduct a poll if the request is considered frivolous.

4.7.8 The Chair of all general meetings or special general meetings is the President of the Board. In the event the President is unavailable, the Vice President Academic will act as Chair.

5.0 BOARD OF DIRECTORS

The Board is established within the Post-Secondary Learning Act of Alberta and within these bylaws as the established as the body that governs the business and affairs of the SAPC. The Board is a policy making body of the SA and has the legislative authority of the SA. The Board is a corporate body, working together as a whole for the betterment of the students of Portage College.

5.1 The Board's Principles of Governance

5.1.1 In its governance role, the Board will:

- a) Articulate and communicate the vision of the SAPC.
- b) Focus on strategic planning and direction.
- c) Be responsible for all of the necessary legislative, administrative and executive power for the proper management of the affairs of the SAPC.
- d) Develop, review and maintain the policies and procedures of the SAPC. The policies and procedures must reflect the current goals and objectives of the organization.
- e) Develop the SAPC's budget for approval by the active members at the Spring General Meeting, with the assistance of the GM. The budget will be made available twenty-one (21) days prior to the AGM.
- f) Be familiar with, and comply with, the bylaws of the SAPC.
- g) Direct the Students' Association in pursuit of both its mission and vision.

5.2 Board Membership

5.2.1 The following representatives make up the Board:

- a) Twelve elected student representatives.
- b) The student representative on the Portage College Board of Governors, who is recommended to the Ministry of Advanced Education by Board each April to serve during the upcoming year.
- c) The General Manager of the SAPC. The GM is an ex-officio member with no voting rights and acts as an advisor to the Board.

5.3 The Chair of Board

5.3.1 The Chair of Board is the President of the Students' Association.

5.4 Distribution of Elected Representatives

5.4.1 Distribution of elected representative positions is based on campus populations.

- a) Lac La Biche campus is to elect or appoint four (4) representatives.
- b) Cold Lake campus is to elect or appoint three (3) representatives.
- c) St. Paul campus is to elect or appoint two (2) representatives.
- d) Saddle Lake campus is to elect or appoint one (1) representative.
- e) Frog Lake campus is to elect or appoint one (1) representative.
- f) Boyle campus is to elect or appoint one (1) representative.

5.5 Qualifications for Board Membership

5.5.1 All candidates for the Board must be active members of the SAPC and enrolled in at least one course. All candidates for the Board must have a minimum GPA of 2.0.

5.5.2 The following reasons will prohibit a student from being eligible for nominations in an SAPC election for the period of one (1) year from when such disciplinary action was ratified:

- a) Termination from an SAPC operated business or service.
- b) Discipline by the SAPC for endangering students, vandalising or stealing SAPC property.
- c) Sanction by the SAPC for neglecting fiduciary responsibility to the SA.

5.5.3 Active members experiencing lower than a GPA of 2.0 will not be eligible for nomination.

5.6 Requirements for Board Membership

5.6.1 In order to serve on the Board, all members must:

- a) Commit to the work and mission of the SAPC.
- b) Attend monthly Board meetings.
- c) Attend meetings of assigned committees and subcommittees.
- d) Attend annual and special general meetings.
- e) Support and participate in SAPC fundraising events.
- f) Assist in volunteer activities with the SAPC whenever possible.
- g) Maintain a GPA of 2.0 or better.

5.7 Board Meeting Scheduling

5.7.1 The Board shall have a minimum eight (8) meetings per academic year.

5.7.2 Meetings will take place once a month and will be prescheduled. In case of a large number of scheduling conflicts, the President will consult with GM in order to find a more suitable date.

5.7.3 Special meetings of the Board may be called at the discretion of any member of the Executive Committee by submitting a request in writing to the President of the SAPC. Notice of Special meetings will be sent via e-mail at least five (5) working days prior to the meeting.

5.8 Board Meeting Notice

5.8.1 At least five days' notice must be given of meetings to each member of Board. Notice will be given via e-mail.

5.9 Board Meeting Quorum

5.9.1 No business will be conducted at a meeting of the Board unless a quorum of 50% plus one of Board members are present.

5.10 Board Meeting Voting Procedure

5.10.1 Each member present at a meeting of the Board is entitled to one vote.

5.10.2 No proxy votes are permitted under any circumstances.

5.10.3 All ordinary resolutions of Board require a simple majority (50% plus one) of members present to pass.

5.10.4 Special resolutions require a 75% majority of members present at the meeting to pass.

5.10.5 The Chair does not have a vote but does cast vote in the event of a tie.

5.10.6 All voting members of Board have the same authority in meetings of Board.

5.11 Electronic Meetings/Meetings via e-mail

5.11.1 SAPC meetings will not take place via electronic message boards.

5.11.2 Under special circumstances determined by the SAPC President and GM, voting can take place via e-mail. These circumstances must be clearly stated prior to the vote taking place. Circumstances will only include:

- a) Emergency situations whereby Board members cannot meet in person/via video or teleconference in a timely manner.
- b) Situations in which a decision is time sensitive and Board members cannot meet in person/via video or teleconference in a timely manner.

5.11.3 All e-mail votes must be stored with regular meeting minutes. A copy of the motion, votes and results of the votes must be included.

5.12 Board Minutes

5.12.1 The Secretary of Board will ensure minutes are prepared for each formal meeting.

5.12.2 Once approved, the minutes from Board meetings shall be made available to the SAPC membership. Active members can review the minutes, by request, during normal business hours. Meeting packages will include any minutes or reports submitted to Board by its committees or subcommittees.

5.12.3 The Board, at its sole discretion, may make part or all of its meeting packages and briefing materials available to the SAPC membership for their review.

5.13 Board Duties

5.13.1 The duties of the Board are to govern the affairs of SAPC. These duties include, but are not limited to:

- a) being the organization's highest level of decision making and legal authority;
- b) being accountable for the organization's resources and activities;

- c) defining, through policy, the parameters of the organization that govern the activities and affairs of the SAPC.

5.13.2 Notwithstanding the generality of the foregoing, Board must:

- a) approve policy and/or other recommendations received from standing committees and staff;
- b) monitor all Students' Association policies;
- c) review the bylaws and policy manual;
- d) recommend bylaw changes to the membership;
- e) review the SA's structure, approve changes, and prepare necessary bylaw amendments;
- f) participate in the development of SA's annual business plan;
- g) approve the SA's annual budget;
- h) assist in developing and maintaining positive relations among Board, its committees, SAPC staff members, and the college community to enhance the SA's mission;
- i) review and approve all Terms of Reference for SAPC committees and subcommittees;
- j) promote the general welfare of students consistent with the purposes of Portage College;
- k) approve all unbudgeted financial commitments and expenditures in excess of \$200;
- l) appoint task forces to investigate any matter or concern that may arise concerning the student body of Portage College;
- m) approve all decisions made by the Executive Committee regarding SAPC personnel matters including the hiring and dismissal of the SAPC General Manager;
- n) approve personnel policies and the staff wage/salary scale governing the employment of the SAPC personnel;

- o) appoint student members to sit on College run committees based on recommendations provided by the Executive Committee;
- p) be the official interpreter of these bylaws if there is any uncertainty as to their meaning. All such interpretations shall be final and binding.

5.14 Term of Office

5.14.1 Representatives shall serve a one-year term of office from the Students' Council following election, until the Students' Council meeting after elections the following year.

5.14.2 In the event of a by-election or appointment, the newly elected Board member shall serve for the remainder of the current Board member's term, commencing from the date of election or appointment.

5.14.3 Board Members may serve a maximum of five terms in office.

5.15 Resignation from Board

5.15.1 Board members must resign from their position, in writing, within seven (7) working days if they no longer meet the eligibility requirements for Board as set out in Bylaw 5.5.

6.0 CHAIR OF BOARD

6.1 The Chair of Board

6.1.1 The Chair of the Board is the President. If the President is unable to chair any meeting, he/she will designate this authority to another member of the Executive Committee for the purposes of that meeting.

6.2 Duties of the Chair of Board

6.2.1 The Chair of the Board will:

- a) preside over all meetings of Board;
- b) preside over all Executive Committee meetings and over all general and special meetings of the SAPC, as directed by the bylaws;
- c) ensure that meeting agendas and packages are prepared and passed on to the Secretary for assembly and distribution at least five (5) days before each meeting;
- d) ensure that subcommittee Chairs are appointed.
- e) monitor the Board to make sure the Board follows its bylaws, policies and procedures.

6.3 Voting Eligibility of the Chair of Board

6.3.1 The Chair does not have full voting rights during SAPC meetings but does have the deciding vote in the case of a tie.

7.0 EXECUTIVE COMMITTEE

7.1 Executive Committee Definition

7.1.1 The Executive Committee shall be the executive authority of the SAPC and shall be responsible for the day-to-day affairs of the organization, and the administration of the operating and capital budgets. The affairs, business and finances of the SAPC shall be controlled and conducted by the Executive Committee, to the extent that they are not otherwise provided for in the Bylaws.

7.2 Executive Committee Membership

7.2.1 The Executive Committee is made up of six (6) elected officers and one non-voting member (BOG representative). The General Manager of the SAPC is a non-voting ex officio member of the Executive Committee and will attend all meetings as an advisor, unless notified otherwise in writing by the Executive prior to the meeting.

7.2.2 Positions that possess the right to vote on decisions made by the Executive Committee include the following:

- a) President
- b) Vice President Academic
- c) Vice President Internal
- d) Vice President External
- e) Secretary
- f) Treasurer

7.2.3 The President is the Chair of the Executive Committee.

7.2.4 The President, Vice Presidents, Secretary and Treasurer are voted on by the Board.

7.2.5 Members of the Executive Committee must be selected by the Board no later than April 30th of each year.

7.3 Executive Committee Term of Office

7.3.1 Officers serve a one-year term of office, from the first Board meeting in April following election until the 31st day of March the following year.

7.3.2 In the event of a by-election or appointment, the newly elected Officers shall serve for the remainder of the current Executive Committee's term commencing from the date of election or appointment.

7.3.3 Newly elected or appointed Officers shall work with outgoing Executive Committee members from the date of election until the end of the outgoing Officers' current term. During this period, only members of the outgoing Executive Committee are entitled to vote. However, the incoming members of the Executive Committee will have speaking rights at Executive Committee meetings during this transition period.

7.4 Executive Committee Meeting Scheduling

7.4.1 Executive Committee meetings will take place as needed and will be prescheduled. In case of a large number of scheduling conflicts, the President will consult with GM in order to find a more suitable date.

7.4.2 Any Officer may call Executive Committee Meetings.

7.5 Executive Committee Meeting Quorum

7.5.1 Executive Committee quorum is 50% plus one of the committee members.

7.6 Executive Committee Meeting Voting Procedures

7.6.1 Motions and resolutions are passed at Executive Committee by a majority vote.

7.6.2 The President only votes in the event of a tie.

7.7 Executive Committee Minutes

7.7.1 The Secretary will ensure minutes are prepared for each of the Executive Committee's formal meetings.

7.7.2 The approved minutes from Executive Committee meetings shall be presented to the Board for their consideration and review.

7.8 Executive Committee Duties

7.8.1 Common Duties of the Executive Committee Officers

All Officers have the following conditions and duties:

- a) To be active members of the SAPC for the duration of their term in office.
- b) To govern the affairs of the SAPC in a manner consistent with the decisions of the Board and in the best interest of the students of Portage College.
- c) To be accountable to the Board for the affairs of the SAPC.
- d) To obtain and review information about the SAPC and its operations as part of their fiduciary responsibilities including: insurance coverage, regular financial reports, budgets, audited reports and contractual obligations. All findings of such reviews must be reported to the Board.
- e) To maintain full committee membership and participation, serving as representatives of Portage College students and of the SAPC.
- f) To act as signing authorities of the SAPC for cheques and other documents, such as contracts and grant applications.
- g) To accept additional responsibilities as delegated by the Board.
- h) To report once a month, in writing, on the status of his/her position duties, projects and official communications.
- i) To meet in the month of February, in consultation with the GM, to formulate the SA's budget. This budget must be ready for presentation to Board for approval at the regularly scheduled Board meeting in March.

7.8.2 Duties of the President

In addition to his/her other duties as an officer of the SAPC, the President:

- a) is the primary spokesperson for the SAPC;
- b) is responsible for, in consultation with the Executive Committee and the GM, the development of plans in the area of framework governance. The framework will be presented to Board for approval;
- c) directs, supervises and supports the work of the GM, in consultation with the Executive Committee;
- d) interprets these bylaws if there is any question as to their meaning, although the Board has the right to override any interpretation;
- e) Is an ex-officio member of all SAPC committees;

- f) acts as the official spokesperson for the Executive Committee to the Board, and on all matters affecting Board's fiduciary or trustee responsibilities;
- g) evaluates the effectiveness of the Board's decision-making process, together with the other members of the Executive Committee;
- h) Chairs meetings of the Executive Committee, including preparation of meeting agendas using input from other committee members and the GM;
- i) orients his/her successor in the role of President;
- j) participates in all student lobby organizations in which the SAPC holds membership; and
- k) communicates with Portage College personnel and departments, as deemed appropriate by the Executive Committee.

7.8.3 Duties of the Vice President Academic

In addition to his/her other duties as an officer of the SAPC, the Vice President Academic:

- a) develops and maintains awareness of significant academic issues that impact students;
- b) advocates on behalf of the SAPC on academic issues;
- c) represents the Board on the Portage College Academic Board;
- d) leads and coordinates the SA's efforts on academic advocacy;
- e) provides guidance and assistance to students dealing with College policies;
- f) orients his/her successor in the role of Vice President Academic; and
- g) communicates with Portage College personnel and departments, as deemed appropriate by the Executive Committee.

7.8.4 Duties of the Vice President Internal

In addition to his/her other duties as an officer of the SAPC, the Vice President Internal:

- a) develops and maintains awareness of significant non-academic issues internal to Portage College and students;
- b) advocates on behalf of the SAPC on non-academic issues internal to Portage College;
- c) Chairs meetings of the Personnel Committee, including preparation of meeting agendas using input from other committee members and the GM;
- d) leads and coordinates the SA's efforts on advocacy on non-academic issues internal to Portage College;
- e) acts as the Executive Committee liaison responsible for gathering student feedback and evaluative information on non-academic issues as deemed appropriate by the Executive Committee;
- f) orients his/her successor in the role of Vice-President Internal; and
- g) communicates with Portage College personnel and departments, as deemed appropriate by the Executive Committee.

7.8.5 Duties of the Vice President External

In addition to his/her other duties as an officer of the SAPC, the Vice President External:

- a) communicates frequently with students at all Portage College campus locations to determine what types of events and activities would be of most interest to students;
- b) communicates ideas for events to SAPC staff;
- c) ensures a year-round schedule for activities and events is being maintained and followed by SAPC;
- d) ensures proper advertising for events and activities occurs at various campus locations;
- e) assists the staff of the SAPC in recruiting volunteers for events and activities;
- f) ensures events plans are being created and followed when appropriate;
- g) in consultation with the Treasurer and GM, ensures all events have a set budget and that the SAPC is keeping events and activities within acceptable spending range;

- h) provides post-event reports indicating student satisfaction and involvement levels; and
- i) Communicates with Portage College personnel and departments, as deemed appropriate by the Executive Committee.

7.8.6 Duties of the Secretary

In addition to his/her other duties as an officer of the SAPC, the Secretary:

- a) together with the President, ensures that meeting minutes and agendas are being prepared and sent out at least five (5) days prior to meetings;
- b) ensures meeting minutes are being created in a timely manner and approved minutes are being displayed at each campus. Should the Secretary be unable to attend a meeting, he/she can delegate the task of minute-taking to another Board member or staff member; and
- c) communicates with Portage College personnel and departments, as deemed appropriate by the Executive Committee.

7.8.7 Duties of the Treasurer

In addition to his/her other duties as an officer of the SAPC, the Treasurer:

- a) ensures monthly financial reports are completed as required;
- b) ensures that annual audited financial statement is created and then distributed to students in November each year at the AGM;
- c) monitors all gaming activities and ensures required reports are submitted to the Alberta Gaming and Liquor Commission;
- d) monitors expenditures of the SAPC and provides feedback to the Board, verifying spending follows both the Association's annual business plan and the will of the Board; and
- e) communicates with Portage College personnel and departments, as deemed appropriate by the Executive Committee.

8.0 CONFLICT OF INTEREST

8.1 Whenever an Officer has a financial or personal interest in any matter coming before the Board and/or its committees and sub-committees, the affected person shall:

- a) fully disclose the nature of the interest; and
- b) withdraw from discussion, lobbying, and voting on the matter.

8.2 Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Officers determine that it is in the best interest of the SAPC to do so.

8.3 The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

9.0 PORTAGE COLLEGE BOARD OF GOVERNORS STUDENT REPRESENTATIVE

9.1 Recruitment of BOG Student Representative

9.1.1 By April 30th of each year, the Executive Committee must recruit, from the Board, a representative to sit on the Portage College Board of Governors for the upcoming academic year.

9.1.2 Once a candidate is chosen, a vote will be held during the Board meeting in May to accept the nomination made by the Executive Committee. Should the nomination vote fail, the Executive Committee must find a different candidate and repeat the process until a candidate is successfully elected.

9.1.3 Once the student representative is selected, the Board must provide information on the candidate to the Portage College Board of Governors (BOG), so they can process the appointment.

9.1.4 The length of term for the BOG representative position is one calendar year in length, from August 1st until July 31st of the following year. In the case of a by-election appointment, the newly selected representative will fulfill the remainder of the term to which they were appointed.

9.1.5 Members of Board will provide feedback to the BOG representative to assist them in fulfilling their duty to promote student interests.

9.2 Duties of BOG Student Representative

9.2.1 Duties of the BOG student representative are as follows:

- a) The BOG representative is expected to attend all monthly meetings held by the Board, the Executive Committee, and all meetings and subcommittees applicable to them that are held by the Portage College Board of Governors.
- b) It is the role of the BOG representative to promote the interests of the students of Portage College, and to provide feedback from the students' perspective during Board of Governors meetings.
- c) During each monthly Board meetings, the BOG student representative will provide an update as to what is occurring during Board of Governors meetings as it relates to the student body and within the confines of confidentiality inherent to the position of his/her membership on the Board of Governors.

9.3 Removal BOG Student Representative

9.3.1 The BOG representative is subject to the same disciplinary rules as other members of the Board, as described in Section 12 of the SAPC Bylaws.

9.3.2 In the event that the BOG representative resigns or is removed from their position, the President shall request, in writing, that the BOG Chair ask the Minister to remove him/her from the BOG.

10.0 SPECIAL COMMITTEES

10.1 Special Committee Formation

10.1.1 The Board may appoint special board or governance committees - including subcommittees, standing committees, and ad hoc committees - as the need arises.

10.1.2 Terms of reference for all special board or governance committees must be submitted to Board for review and ratification in advance. In exceptional circumstances that are subject to time constraints and urgency, the Executive Committee as active agents of Board can create terms of reference for committees. These committees can begin meeting as long as such terms of reference are presented for approval at the next Board meeting.

10.1.3 The Chair of any committee convened by either Board or the Executive Committee shall be either an executive or non-executive member of Board, or any other active member of the SAPC as appointed by special resolution by the Board.

11.0 ELECTIONS

11.1 Annual Elections

11.1.1 There shall be an annual election for all members of Board.

11.2 The Chief Returning Officer

11.2.1 The Chief Returning Officer (CRO) of SAPC elections is the General Manager of the SAPC.

11.2.2 The CRO performs her/his duties in accordance with provisions of these bylaws and the Post-Secondary Learning Act.

11.2.3 The CRO is responsible for interpreting and applying the provisions of these bylaws and the Post-Secondary Learning Act.

11.3 Elections Timelines

11.3.1 The nomination period for all positions shall be the last week of February and the first two weeks of March.

11.3.2 The campaign period of the election shall be the third week of March.

11.3.3 The Annual Board election takes place on the first Monday after the end of the campaign period. If the first Monday is a holiday, then the election will take place on the first Tuesday after the end of the campaign period.

11.4 Elections Appeals

11.4.1 Appeals on matters concerning elections shall be made to the outgoing Executive Committee.

11.5 Post-Election Vacancies

11.5.1 If the President of the SAPC vacates or resigns from office, the Vice President Academic is appointed to the position of President.

11.5.2 If any Vice President of the SAPC vacates or resigns from office, the SAPC will recruit a new Vice President from the remaining student representatives on the Board.

11.5. If any representative vacates or resigns from office, a student from the same campus as the vacated position will be recruited or appointed by the Board and SAPC staff.

12.0 REMOVAL FROM OFFICE

12.0.1 Any member of the Board can be subject to disciplinary proceedings pursuant to this bylaw.

12.1 Misconduct Warranting Disciplinary Proceedings

12.1.1 Any member of Board will be subject to disciplinary proceedings under this bylaw if she/he is found to have committed any of the following:

- a) persistent or serious breach of these bylaws;
- b) persistent failure to perform duties of his/her office;
- c) failure to attend more than two meetings without regrets;
- d) failure to attend more than three meetings with or without regrets;
- e) breach of his/her fiduciary obligations to the SAPC;
- f) persistent or serious actions that are inconsistent with these bylaws, and/or the established policies of the SAPC and its committees/sub-committees;
- g) dereliction of the duties and responsibilities as set forth by the SA's bylaws or by resolution of Board;
- h) persistent or serious disobedience of any Board or SAPC policies (including motions), bylaws and/or regulations; or
- i) persistent or serious violation of any terms of SA's Code of Ethics, confidentiality agreements, or intellectual property agreements.

12.2 Disciplinary Procedure

12.2.1 All disciplinary proceedings pursuant to this bylaw shall be commenced by an approved motion by the Board.

12.2.2 Any member of the Board who believes that another Board member has committed any of the prohibited acts listed in 12.1 may bring a motion to discipline the member in question. The motion must be submitted to the Board in writing and must set out in detail the wrongdoing alleged. The motion must be seconded by another Board member.

12.2.3 Any active member of the SAPC may submit a petition in writing to the Executive Committee requesting that a member of Board be subject to disciplinary proceedings. The petition must be signed by no less than 1% of the active

membership of the SAPC. An Officer of the SAPC shall bring a motion that the impugned member of Board be subject to disciplinary proceedings. That motion must be seconded by another member of the Board.

12.2.4 Upon receipt of a disciplinary motion, the Board shall refer the motion to the Grievance Committee. If a Grievance Committee does not exist, it shall be formed ad hoc for the purposes of the disciplinary motion in question. Any member of the Grievance Committee named in, or with personal investment in, the matters alleged in the disciplinary motion shall disqualify himself or herself and shall not participate.

12.2.5 The Grievance Committee shall review the disciplinary motion to ensure that the misconduct alleged is properly the subject of disciplinary proceedings in accordance with Article 12.2 of this bylaw, and shall investigate to determine whether the disciplinary motion is unfounded, baseless or motivated by malice.

12.2.6 If satisfied that the disciplinary motion is properly based on the criteria set out in 12.1, the Grievance Committee shall refer the disciplinary motion to the Board by vote of the Grievance Committee.

12.3 Disciplinary Hearing

12.3.1 Upon having the disciplinary motion referred to it by the Grievance Committee as described in 12.3.6 above, the Board shall convene a special meeting to take place not less than fourteen (14) days after receiving the motion.

12.3.2 Before the special Board meeting, the respondent to the disciplinary motion shall be entitled to know the case against him/her. The Board will provide the respondent with a concise statement of the allegations against him/her, along with a brief summary of the evidence of such action.

12.3.3 Evidence of the wrongdoing alleged against the respondent shall be presented to the Board by:

- a) the member of the Board who brought forward the disciplinary motion; or
- b) by a member of the Grievance Committee appointed by vote of the Grievance Committee, if the disciplinary proceeding is initiated by student petition.

12.3.4 The respondent to a disciplinary motion shall be permitted to ask questions of any witness or party during the disciplinary hearing, and shall be entitled to be represented by an advocate of their choosing, if he/she so chooses.

12.3.5 After the evidence of the alleged wrongdoing has been presented to the Board, the respondent shall be entitled to present any evidence to the contrary, though there is no obligation for him/her to do so.

12.3.6 After hearing all evidence, the Board shall vote by secret ballot as to whether the respondent has committed, on the balance of probabilities, the alleged wrongdoing.

12.3.7 If more than 75% of the Board votes that the respondent has committed the wrongdoing alleged against him or her, the respondent shall be removed from his or her office immediately and shall be ineligible to hold any position on Board for a period of time determined by Board. The ineligibility period shall be for a period not less than the remainder of their current term.

12.3.8 Any disciplinary proceeding brought against a member of the Board must be brought pursuant to these bylaws or the policies of the SAPC, but not both. As a result, and in addition to the foregoing, such disciplinary proceeding may only hear and adjudicate upon the same matter once and, subject to appeal or review as may be allowed, such determination (and any discipline associated with such review and adjudication) shall be final and binding on the parties. Members of the Board will be disciplined under the current bylaws or the policies of the SAPC relating to the matter at hand.

13.0 FINANCES

13.1 Signatories

13.1.1 All SAPC cheques require two signatures. The signatories chosen for a given cheque should be chosen based on what is most practical, and consideration should always be given to any possible conflict of interest and steps taken to avoid even the perception of a conflict of interest.

13.1.2 The signatures of two Board Officers are required to execute and to affix the corporate seal of the SAPC to any contracts, agreements, engagements, documents, instruments or any obligation entered into by the SAPC.

13.1.3 Notwithstanding Section 13.1.2, the General Manager is hereby authorized to sign, as the sole signatory, various deeds, transfers, assignments, contracts, obligations and other instruments for and on behalf of the SAPC which are operational in nature and within the limits and guidelines of the departmental budgets approved by Board from time to time.

13.2 The Fiscal Year

14.2.1 The fiscal year for the Students' Association is from July 1 to June 30.

13.3 Audit

13.3.1 The financial records of the SAPC will be audited by a Chartered Accountant once a year in accordance with Generally Accepted Accounting Principles and Generally Accepted Audit Standards. This process will begin by August 15th of each year.

13.3.2 The GM will present the audited financial statements to the Board and to the membership at the Fall General Meeting.

13.3.3 A copy of the audited financial statement will be given annually to the Portage College Board of Governors.

13.4 Financial Authority

13.4.1 No student society, club or other organization has the authority to represent or financially bind the SAPC.

13.4.2 The Board shall control the disbursement of the SAPC funds through approval of the annual SA budget.

13.5 Compensation

13.5.1 Board members will be paid an honorarium in recognition of their service to the SAPC. Honorarium amounts will be established by the Board and incorporated into the SAPC budget. The amount paid will be reviewed yearly at the last Board meeting before the end of the fiscal year.

13.5.2 Members of the Executive Committee shall not receive any Students' Association benefits or money other than the honorarium established by the Board.

13.5.3 Members of the Board and other SAPC committees shall not receive any SA benefits or money other than the honorarium established by the Executive Committee and regular membership benefits available to all members of the SAPC.

13.5.4 The criteria for receiving Honorarium is:

- a) Regular meeting attendance;
- b) Fulfilment of duties as established in these bylaws;
- c) Completion of assigned duties to the satisfaction of the Board or Executive Committee.

13.6 Borrowing Powers

13.6.1 The SAPC may borrow money required for the performance of its duties or to further its objects only if it has approval of membership during a special general meeting.

13.6.2 A debenture or mortgaging of any SA's property must always receive prior approval through a special resolution at a general meeting.

13.6.3 Repayment of both the money borrowed and the interest on the amount can be secured through negotiable instruments including a mortgage on property and/or the assignment of current or future fees with the approval of the Board and any other approval deemed necessary by these bylaws.

14.0 RECORDS

14.1 Audited Financial Statements

14.1.1 Annual audited financial statements will be posted the week of the SAPC's annual general meeting, to be held before November 1st each year. Upon request, members of the SA's staff or Board can make available print copies of the audited financial statements.

14.2 Other Published Records

14.2.1 The published records of the Board and the SAPC will be open to any member for inspection during normal business hours in the SAPC office provided that reasonable notice is given.

14.3 Storage of Records

14.3.1 SAPC records include, but are not limited to:

- a) Board and Committee minutes and supporting materials
- b) Financial statements
- c) Audited financial statements
- d) Staff records
- e) Student records

14.3.2 All SAPC records will be stored according to SAPC policies. The policies will reflect the federal and provincial standards in accordance with the type of records being stored.

15.0 REFERENDUM

15.1 Calling a Referendum

15.1.1 The President of the SAPC may call a referendum if:

- a) A resolution is passed by the Board requesting the referendum; or
- b) A petition is delivered to the Board that is signed by at least 10% of the active members of the SAPC, requesting a referendum. The signatories must include their student identification numbers for verification of SAPC membership.

15.1.2 A referendum may only be called during the fall and winter semesters of Portage College due to the concentration of student numbers during those times.

15.2 Referendum Questions

15.2.1 The text of the referendum question should be clear and unambiguous, and must be capable of being answered “yes” or “no.” If a referendum brought forward by petition does not meet these requirements in the opinion of the Board, it will be referred back to the petitioners to be re-written. This will be done in consultation with the CRO and when deemed necessary by Board.

15.3 Referendum Results

15.3.1 The results of a referendum will be acted upon if the total number of votes cast is at least 5% of the total number of full-time active members of the SAPC at the time of referendum and at least a simple majority (50% plus one) of those voting either support or reject the referendum.

16.0 AMENDING THE BYLAWS

16.1 Bylaw Amendment Procedure

16.1.1 Written notice of the proposed bylaw amendment must be posted conspicuously at all SAPC offices at least twenty-one (21) days prior to the vote on the amendment, and must be posted on SAPC social media platforms.

16.1.2 Any amendment to the bylaws, with the exception of those changes noted in bylaw 16.1.2.1, must be approved by special resolution at a general meeting or via referendum conducted in accordance with these bylaws.

16.1.2.1 Housekeeping changes to these bylaws, such as grammatical or spelling changes or name changes, may be made and approved through special resolution by Board as long as such changes do not alter the meaning or substance of these bylaws. Notice of such changes will be prominently posted for membership review for a period of not less than 21 days. On petition made within 60 days of the approval of such bylaw changes, the membership may rescind such housekeeping changes and refer these changes instead to a general meeting or referendum for a membership vote.

16.1.3 Amendments to the bylaws, with the exception of the changes noted in bylaw 16.1.2.1, must be go through a minimum of two (2) readings prior to being approved. The two reading may take place in one meeting.

17.0 CORPORATE SEAL

The SAPC does not have a Corporate Seal.

18.0 DISSOLUTION

18.1 Criteria for Dissolution

The SAPC may be dissolved according to the provisions of the Post-Secondary Learning Act of Alberta. Should the SAPC dissolve, after paying debts and liabilities, any remaining assets (including gaming proceeds) will be distributed or disposed of to charities registered under the Income Tax Act (Canada) benefitting students and scholarships.