

Toronto Metropolitan Students' Union

Formerly Ryerson Students' Union

Revised:

September 1, 1992

May 1, 1997

November 4, 1998

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November 20, 2001

November 13, 2002

April 6, 2004

November 9, 2005

April 5, 2006

November 8, 2006

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By-law One (1): Interpretation

1.1. Definitions

1. The following definitions shall apply to the Corporation By-laws, Policies, and other governing documents of the Corporation.
 - a. 'Articles of Incorporation' means the Articles of Incorporation or continuance of the Corporation, as the same may be amended from time-to-time.
 - b. 'Board of Directors' or 'Board' shall refer to the Corporation's Board of Directors pursuant to By-law Four (4): Board of Directors.
 - c. 'By-laws' shall refer to these By-laws of the Corporation, as amended and supplemented.
 - d. 'Directors' or 'Board Members' shall refer to the voting or non-voting members of the Board of Directors pursuant to By-law Four (4): Board of Directors.
 - e. 'Campus Media' shall be defined as the EyeOpener, On the Record and CJRU Radio.
 - f. 'Chair' shall refer to the Chair of the Board of Directors, unless otherwise stated or appointed.
 - g. 'Committee' shall refer to the committees established pursuant to By-law Five (5): Committees.
 - h. 'Corporation' shall refer to the legal entity of the Toronto Metropolitan Students' Union.
 - i. 'Constituency' shall refer to the electorates in a designated faculty constituency or student status pursuant to By-law Four (4): Board of Directors.
 - j. 'Ex-Officio Directors' shall refer to the Directors appointed pursuant to By-law Four (4): Board of Directors.
 - k. 'Executive Committee' shall refer to the committee pursuant to By-law Six (6): Executive Committee.
 - l. 'Executive Officers' or 'Officers' shall refer to the individual Executive Officers elected or appointed pursuant to By-law Six (6): Executive Committee.
 - m. 'External Directors' shall refer to the Directors appointed pursuant to By-law Four (4): Board of Directors.
 - n. 'Faculty Directors' shall refer to the Directors elected or appointed by their respective faculty constituency pursuant to By-law Four (4): Board of Directors.

- o. 'Fiscal Year' shall refer to the fiscal year pursuant to By-law Seven (7): Finances.
- p. 'General Meetings' shall refer to meetings of the Corporation pursuant to By-law Three (3): General Meetings.
- q. 'Management Staff' shall refer to staff employed in a Management capacity, including but not limited to Executive Director, Financial Controller and Director of Programming.
- r. 'Members' shall refer to membership of the Corporation as pursuant to By-law Two (2): Membership.
- s. 'Policy' or 'Policies' shall refer to the policies of the Corporation created in accordance with the By-laws. Where a Policy is referenced in this By-law and such Policy has not yet been created by the Board of Directors, the reference to the Policy shall be read as a reference to the Policy as and when the same may be created by the Board of Directors.
- t. 'Secretary' shall refer to the Secretary of the Board of Directors, unless otherwise stated or appointed.
- u. 'Semester' or 'Term' shall refer to the academic dates set and defined by the Toronto Metropolitan University Registrar's Office.
- v. 'University' shall refer to the Toronto Metropolitan University as governed by the Toronto Metropolitan University Board of Governors.

1.2. Head Office

1. The Head Office of the Corporation shall be located in the City of Toronto in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

1.3. Rules of Order

1. The rules of procedure at meetings of the Corporation will be those described in the most recent edition of Robert's Rules of Order, supplemented or modified by rules of procedure of the Corporation which may from time to time be established by standing resolutions by the Board of Directors or General Meetings.

By-law Two (2): Membership

2.1. Membership Criteria

1. Members of the Corporation shall be deemed to be:
 - a. All individuals who are currently enrolled as students at Toronto Metropolitan University and have paid the Corporation student activity fee for the current term of study, which are undergraduate full-time degree students and students enrolled in the Faculty of Law; or
 - b. Those persons elected as the Executive of the Corporation as defined in By-law Six (6): Executive Committee.

2.2. Membership Rights

1. Members of the Corporation shall have the following rights:
 - a. To act as the sole authority of the Corporation to make decisions through referenda and General Meetings on all questions of membership in the Corporation, subject to the other provisions of the Corporation's Article of Incorporation and By-laws;
 - b. To have their interests represented collectively in the Corporation through their elected representatives, but will not themselves have voting rights at meetings of the Board of Directors;
 - c. To attend meetings of the Board of Directors, with the exception of in-camera sessions and where confidentiality is required;
 - d. To speak and vote at Committees of the Whole and General Meetings;
 - e. To run for the Board of Director;
 - f. Nominate, elect, and impeach Executives and Directors and to vote in Corporation elections and By-Elections;
 - g. To vote in the Corporation referenda related to membership status or fees;
 - h. To access minutes of the meetings of the Board of Directors, and Committees, excluding in-camera minutes and those subject to restrictions in these By-laws; and
 - i. To access the services, research, information, campaigns, materials, and other resources of the Corporation, subject to any restrictions related to confidentiality.

2.3. Membership Responsibilities

1. Members of the Corporation shall have the following responsibilities:

- a. Payment of all Corporation student activity fees for the current term;
- b. To respect the goals and objectives as they are specified in the Articles of Incorporation, the rules of the present By-laws and Policies, as well as any legal agreements adopted by the Corporation in their name; and
- c. To act in a manner that is respectful, inclusive and seeks to foster community and is not harassing, abusive or discriminatory to other Members or staff of the Corporation.

2.4. Limitation of Rights

1. A member may be prohibited from the Corporation spaces if they are found to be in violation of By-law 2.3 and ratified by two-thirds (2/3) vote at a meeting of the Board of Directors.

2.5. Cessation of Membership

1. Individuals shall cease to be Members of the Corporation when they cease to meet the requirements of By-law 2.1 Membership.

By-law Three (3): General Meetings

3.1. Role of the General Meeting

1. The Corporation shall hold General Meetings as required by the By-laws where all Members are entitled to speaking and voting rights.

3.2. Types of Meetings

1. The Corporation shall host a Semi-Annual General Meeting that shall be held in the Fall Semester and where annual business is conducted and ratified.
2. The Corporation shall host an Annual General Meeting in the Winter Semester following the General Elections and where annual business is conducted and ratified.
3. The Corporation may call Special General Meetings at any time by:
 - a. A majority vote at a meeting of the Board of Directors; or
 - b. A written request to the Board, stating the purpose of the meeting, signed by no less than five per cent (5%) of the members.

3.3. Notice

1. Notice for General Meetings shall be provided at least forty-five (45) days prior to the meeting date.
2. Notice shall include the date, time and general location of the meeting as well as a website link which includes at least:
 - a. RSVP and pre-registration links;
 - b. Accommodations procedures;
 - c. Corporation By-laws;
 - d. Information and timeline to submit motions; and
 - e. Timeline for additional meeting documentation.
3. Notice shall be sent out to all Members via the Corporation membership email listserv and/or the Office of the Vice-Provost Students.
4. Notice shall be provided to campus media.
5. Reasonable outreach should be provided to advertise notice including but not limited to social media, print media, university platforms and campus media advertisements.

3.4. Quorum

1. Quorum for General Meetings shall be set at one hundred (100) Members.

3.5. Agenda

1. General Meeting agendas shall be ratified by the Board of Directors no less than fourteen (14) days prior to the date of the General Meeting, and shall include the location of the General Meeting.
2. The Semi-Annual General Meeting shall include:
 - a. Approval of agenda;
 - b. Ratification of past minutes;
 - c. Approval of the audited financial statements for the preceding fiscal year;
 - d. By-law amendments served with notice;
 - e. General motions served with notice; and
 - f. Interim Board of Directors report.
3. The Annual General Meeting shall include:
 - a. Approval of agenda;
 - b. Ratification of past minutes;
 - c. Approval of proposed auditors;
 - d. By-law amendments served with notice;
 - e. General motions served with notice;
 - f. Welcoming remarks from the incoming President; and
 - g. End of term Board of Directors report.
4. The agenda for Special General Meetings shall be set in accordance with By-law 3.2.3.
5. Amendments to the agenda require a two-thirds (2/3) majority.
6. No new business served without notice may be added to the agenda.
7. The agenda shall be posted on the Corporation website and provided to campus media.

3.6. Meeting Procedures

1. The Chair of the General Meeting shall be the Chair of the Board of Directors, unless otherwise recommended by the President and ratified by the Board of Directors. In lieu of an approved Chair, the President shall be the interim chair of the Board of Directors.
2. The Secretary of the General Meeting shall be the Secretary of the Board. In lieu of the Secretary of the Board, the Management Priorities Committee shall recommend a Secretary.
3. Unless otherwise decided by a two-thirds (2/3) majority of the Board of Directors, all General Meetings shall be conducted in person.
4. General Meetings shall be conducted on the Toronto Metropolitan University campus in downtown Toronto.

3.7. Voting Procedures

1. Each Member of the Corporation shall be entitled to one (1) vote.
2. Unless otherwise stated in the By-laws, every question shall be decided by a simple majority of votes of the Members present.
3. The Chair shall be responsible to count and rule on all votes.

3.8. Reports

1. The Board of Directors shall provide an interim and end of term report for the Semi-Annual General Meeting and Annual General Meeting.
2. The reports shall be made available at least forty-eight (48) hours in advance of the General Meeting date.

3.9. Omission

1. Any minor error or omission in giving notice for a meeting of the General Meeting, or any adjourned meeting, shall not invalidate such meeting or make void any proceedings taken. Any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken.

3.10. Policy

1. The Board of Directors shall establish Operational Policy to enhance best practices in the administration of the General Meeting.

By-law Four (4): Board of Directors

4.1. Role of the Board of Directors

1. The property and business of the Corporation shall be managed by the Board of Directors which shall be elected and function in accordance with By-law Four (4): Board of Directors.

4.2. Composition of the Board of Directors

1. The Board of Directors shall be composed of:
 - a. Executive Officers;
 - b. Faculty Directors;
 - c. International Student Director;
 - d. Ex-Officio Directors;
 - e. External Directors (non-voting); and
 - f. Non-Voting Members.

4.3. Terms of Office

1. The terms of all duly elected Executive Officers and Directors shall commence on May 1 and expire the following April 30, or be terminated in accordance with By-law 4.14.
2. The terms of Ex-Officio, appointed and vacancy-elected Directors shall commence upon ratification by the Board of Directors and expire the following April 30.

4.4. Eligibility

1. To be deemed eligible as a candidate for the Board of Directors a Director must:
 - a. Be a Member of the Corporation as set forth in By-law Two (2): Membership;
 - b. Be elected by and from the Members of the Corporation as outlined in By-law Eight (8): Elections or appointed to their position in accordance with By-law Four (4): Board of Directors or By-law Six (6): Executive Committee; and
 - c. Be over the age of eighteen (18).
2. A Director or an Officer shall be deemed ineligible for the Board of Directors if they have:

- a. Ceased to be a member of the Corporation in accordance with By-law Two (2);
- b. Abandoned, been impeached or dismissed as a Director;
- c. Be found to have financial discrepancies in their activity as a Board member by the Audit Committee;
- d. Previously resigned their position as a Director with less than thirty (30) days notice; or
- e. Be found at any time to become of unsound mind or is found by any court of competent jurisdiction to be mentally incompetent.

4.5. Faculty Directors

1. Each of the University faculties shall be entitled to elect two (2) Directors to the Board of Directors:
 - a. The Creative School;
 - b. The Faculty of Arts;
 - c. The Faculty of Community Services;
 - d. The Faculty of Engineering and Architectural Science;
 - e. The Faculty of Ted Rogers School of Management;
 - f. The Faculty of Science; and
 - g. The Lincoln Alexander School of Law.

4.6. International Student Director

1. The International Student Director shall be elected from amongst International Members.

4.7. Ex-Officio Directors

1. Ex-Officio Directors shall include:
 - a. Student Groups Director; and
 - b. Course Unions Director.
2. The election procedures of Ex-Officio Directors shall be laid out in the Operational Policy of the Corporation.

4.8. External Directors

1. External Directors shall be the five (5) individuals elected as External Directors in accordance with 5.16.
2. External Directors shall be non-voting members at the Board of Directors but shall be voting members t on any Committees in which they are appointed.

3. Each External Director shall hold office from May 1 of the year they are appointed until April 30 of the year their term expires, or until their successor takes office.
4. External Directors shall be elected in accordance with the following procedures:
 - a. External Directors shall be elected by the Board of Directors from among the individuals who have been nominated to stand for election as an External Director by the Nominating Committee.
 - b. External Directors will be elected for three (3) year terms, except for the first year of implementation of By-law 4.8 where the External Directors will be elected with the following terms:
 - i. One (1) External Director for a one (1) year term; and
 - ii. Two (2) External Directors for a two (2) year term; and
 - iii. Two (2) External Directors for a three (3) year term.
 - c. The term of an External Director may terminate earlier in accordance with By-law 4.14: Termination.
 - d. Vacancies for External Directors will be filled through the same election procedures as set out above. The elected External Director shall have the same term expiry for the vacancy they have filled.
 - e. An External Director whose term expires may, if nominated by the Nominating Committee, stand for re-election to a new term as External Director.
 - f. In determining the suitability of an External Director to be nominated for election, the Nominating Committee shall take into consideration, among other factors, the candidate's:
 - i. Commitment to the purposes of the Corporation;
 - ii. Experience as a director with organizations of similar or greater size;
 - iii. Expertise in an area important for mentorship of the Executive Committee, including corporate strategy, management, accounting and legal matters; and
 - iv. Professional qualifications in an area important for the effective supervision of the Corporation, including accounting and legal qualifications.
 - g.
 - h.

4.9. Non-Voting Members

1. The Executive Director, Director of Programming, Financial Controller and any other member of staff in a Management position shall be a non-voting member with participation rights. These members shall have full-speaking rights at all meetings of the Corporation unless censured by the Board of Directors with a two-thirds (2/3) vote.
2. The Chair of the Board of Directors shall be recommended by the Management Priorities Committee and subject to confirmation by the Board of Directors. In lieu of an appointed Chair, the President shall chair the Board of Directors.
3. The Secretary of the Board of Directors shall be a member of Management Staff of the Corporation. In lieu of a member of Management Staff, the Management Priorities Committee shall recommend a Secretary.
4. The duties and responsibilities of the Chair and Secretary shall be laid out in Operational Policy.

4.10. Rights and Responsibilities

1. Directors have the following rights:
 - a. The Board of Directors, can, with exceptions of human resources and specific procedures laid out in these policies, vary, add to, reassign or limit the powers and duties of the executives or individual members of the Executive Committee by a two-thirds (2/3) majority vote of members present at the meeting of the Board, subject to provisions in these By-laws.
2. Directors have the following general duties:
 - a. Attend meetings of the Board of Directors and send regrets when unable to attend;
 - b. Sit on at least one (1) committee;
 - c. Maintain regular office hours and/or actively join in the Corporation activities;
 - d. Participate in outreach and communication to members of the Corporation;
 - e. Recruit Members to participate in the Corporation projects, events, services and campaigns; and
 - f. Other duties and commitments as determined by the Board of Directors from time-to-time.
3. Every Director and every Officer of the Corporation, in exercising their powers and discharging their duties to the Corporation shall:

- a. Act honestly and in good faith with a view to the best interests of the Corporation; and
 - b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
4. Every Director and Officer shall comply with:
- a. Not-For Profit Corporations Act, 2010, S.O. 2019, c.15;
 - b. Freedom of Information and Protection of Privacy Act, R.S.O. 1990, c. F.31;
 - c. Ontario Human Rights Code, R.S.O. 1990, c. H.19;
 - d. Accessibility for Ontarians With Disabilities Act, S.O. 2005, c.11;
 - e. Ontario Occupational Health and Safety Act, R.S.O. 1990, c. O.1;
 - f. The Collective Agreement signed between the Corporation and the Canadian Union of Public Employees Local 1281; and
 - g. The Corporation's Articles of Incorporation and By-laws.

4.11. Indemnity

1. The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity; provided, however, the Corporation shall indemnify an individual under this By-law 4.11 as long as:
 - a. The individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

4.12. Conflict of Interest

1. Subject to the Non-Profit Corporations Act, a Director who:
 - a. Is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - b. Is a Director or an Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose to the

- Corporation or request to have entered in the minutes of meetings of the directors the nature and extent of their interest.
2. The disclosure required by By-law 4.12.1 must be made:
 - a. At the meeting at which a proposed contract or transaction is first considered;
 - b. If the Director was not then interested in a proposed contract or transaction, at the first meeting after the Director becomes so interested;
 - c. If the Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after the Director becomes so interested; or
 - d. If a person who is interested in a contract or transaction later becomes a Director, at the first meeting after the Director becomes a Director.
 3. A Director referred to in By-law 4.12.1 shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is:
 - a. One relating primarily to their remuneration as a director of the Corporation or an affiliate;
 - b. One for indemnity or insurance under By-law 4.11; or
 - c. One with an affiliate of the Corporation.
 4. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reason of By-law 4.12.3, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

4.13. Entitlement

1. Provided the fulfillment of their duties, the Board of Directors shall be entitled to an honorarium each semester. The honorarium shall be determined by the Executive Committee and an associated Financial Policy.

4.14. Termination

1. Membership of the Board of Directors is terminated upon the end of their term, resignation, abandonment, impeachment or dismissal for any reason.

4.15. Abandonment

1. Directors, as determined by a two-thirds (2/3) majority vote of the Board, shall be deemed to have delivered their resignation if the Director, subsequent to September 1 of any year:
 - a. Fails to attend three (3) consecutive meetings or any four (4) meetings of the Board, including the General Meetings;
 - b. Fails to attend any four (4) meetings of the committee which such Director has been appointed; or
 - c. Fails to satisfy the Board of Directors duties for three (3) consecutive weeks without proper notice.

4.16. Impeachment

1. Membership Initiated: A Director may be removed from office if:
 - a. A petition signed by no less than fifteen per cent (15%) of the membership in the constituency that elected the Director calling for a referendum on the question of the Director's removal; and
 - b. Not less than fifty per cent (50%) of the votes cast by Members of the constituency in a referendum held for determining the question are cast in favour of removing the Director from office.
2. Board Initiated: The Board
 - a. May on its own initiative by a two-thirds (2/3) vote of the Board; or
 - b. Shall, upon recommendation of the Appellate Committee, serve a Notice to Impeach a Director to a meeting of the Board of Directors. A second meeting must be held no sooner than twenty-four (24) hours to conduct a Motion to Impeach and requiring a two-thirds (2/3) majority vote to ratify. Abstentions will be counted as neither an affirmative nor negative response, provided that not less than a majority of the voting Directors must cast a vote in respect of the motion in order for the motion to be ratified.
3. The provisions for removing an Executive Officer are in By-law Six (6): Executive Committee.

4.17. Vacancy

1. Provided that a vacancy occurs during the months of May, June or July, a By-Election shall be held in the Fall Term and initiated in the month of September. Until the vacancy is filled, the Executive Committee may designate an interim Director to fill the vacant office subject to Board approval.

2. If the vacancy occurs on or after August 1, the Executive Committee shall post the vacant position for no less than fourteen (14) days, conduct an interview process and select no less than two (2) candidates to send to the Board of Directors for election.
3. The provisions for filing an Executive Officer vacancy are in By-law Six (6): Executive Committee.

4.18. Meetings of the Board of Directors - Notice

1. Meetings of the Board of Directors shall be called by the President, or any Vice-President, or upon the direction in writing of two (2) Directors.
2. Notice of meetings of the Board of Directors shall be communicated via email not less than five (5) business days before the meeting is to take place.
3. Meetings of the Board of Directors may be held, without notice, immediately following a General Meeting.
4. Notice of meetings of the Board of Directors shall be provided to campus media.

4.19. Meetings of the Board of Directors - Agenda

1. The agenda for a meeting of the Board of Directors must be sent out no less than seventy-two (72) hours in advance of the date of the meeting. Such agenda must include motions and documents for approval.
2. Amendments to the agenda require a two-thirds (2/3) majority.
3. Any new business introduced without notice requires a two-thirds (2/3) majority of all Board of Directors members.
4. All committees of the Corporation shall submit committee minutes for Board of Directors ratification to the Secretary of the Board five (5) business days before the meeting of the Board of Directors.

4.20. Meetings of the Board of Directors - Records

1. The Secretary of the Board shall assign a Recording Secretary that shall be responsible to take minutes of the business transacted during the meeting of the Board of Directors. Such minutes shall be submitted to the next meeting of the Board of Directors for ratification.
2. Any electronic motion by the Board of Directors must be reported in the next meeting of the Board of Directors.

4.21. Meetings of the Board of Directors - Procedures

1. A majority of the voting Directors shall form a quorum for the transaction of business.
2. Each voting member will be entitled to one (1) vote.
3. Unless otherwise stated in the By-laws, every question shall be decided by a simple majority of votes of the members present.
4. Unless otherwise decided by a two-thirds (2/3) majority of the Board of Directors, all Board of Director Meetings shall be conducted in person.
5. Board of Director Meetings shall be conducted on the Toronto Metropolitan University campus in downtown Toronto.
6. Any Member of the Corporation may attend any regular or special meeting of the Board of Directors. Speaking privileges shall be obtained from the Chair.

4.22. Meetings of the Board of Directors - Omission

1. Any error or omission in giving notice for a meeting of the Board of Directors shall invalidate such a meeting unless two-thirds (2/3) of all directors waive notice of any such meeting, in which instance the directors may ratify, approve and confirm any or all proceedings taken.

4.23. Board of Directors - Policy

1. The Board of Directors shall establish Operational Policy to enhance best practices in the administration of the Board of Directors and Board of Directors Meetings.

By-law Five (5): Committees

5.1. Role of Committees

1. The Board of Directors shall be assisted by committees, which are to be appointed and function as stipulated in By-law (5): Committees.

5.2. Committee Composition and Appointment

1. The Corporation shall establish Committees of the Whole where Members are entitled to full participation and voting rights.
2. The Corporation shall establish Committees of the Board where full participation and voting rights are limited to those appointed as members by the Board of Directors.
3. The Operational Policies shall delegate such powers to the Committees as required by the By-laws and as determined to be necessary or desirable by the Board of Directors.

5.3. Standing Committees

1. The Corporation shall operate the following standing committees each year:
 - a. Committees of the Whole
 1. Events Committee;
 2. Social Justice Committee; and
 3. Student Action Committee.
 - b. Committees of the Board
 1. Appellate Committee;
 2. Audit Committee;
 3. By-laws and Policies Committee;
 4. Course Unions Committee;
 5. Elections and Referenda Committee;
 6. Executive Committee;
 7. Finance Committee;
 8. Management Priorities Committee;
 9. Nominating Committee;
 10. Board Conduct Committee;
 11. Student Grants Committee; and
 12. Student Groups Committee.

5.4. Ad-Hoc Committees

1. The Board may establish additional committees from time-to-time provided that the committee establish the following:
 - a. An Ad Hoc Committee must have a specific mandate;
 - b. The mandate of an Ad Hoc Committee must not conflict with the mandate of any other Committee; and
 - c. The mandate of an Ad Hoc Committee must expire no later than the end of the fiscal year.

5.5. Committee Policies and Terms of Reference

1. Each standing committee shall establish an Operational Policy that, subject to these By-laws, dictates the following:
 - a. Mandate and scope;
 - b. Membership and composition, including the election of members to the committee;
 - c. Chair and recording secretarial duties; and
 - d. Meeting procedures, including but not limited to notice, quorum, agendas, minutes and voting procedures.
2. Standing committees may also establish Terms of Reference to inform best practices and ease of participation in committee meetings.

5.6. Appellate Committee

1. The Appellate Committee shall conduct itself in accordance with By-law 9: Grievance Procedure.
2. The Appellate Committee shall be comprised of the following members:
 - a. Three (3) Class A Members – The Class A Members shall be Members enrolled at the Lincoln Alexander Faculty of Law. They may not have previously sought or held elected office in the Corporation;
 - b. Three (3) Class B Members – The Class B Members shall be Members enrolled in non-Lincoln Alexander Faculty of Law programs. They shall have completed at least two (2) years of study in the faculty. Class B Members shall not have previously sought or held elected office in the Corporation;
 - c. One (1) External Director.
3. The Appellate Committee shall be appointed with the following procedures:

- a. The Class A Members shall, following an application process, be nominated as a slate by the Nominating Committee. The slate shall be confirmed by a simple majority of the Board of Directors.
 - b. The Class B Members shall, following an application process, be nominated as a slate by a Nominating Committee. The slate shall be confirmed by a simple majority of the Board of Directors.
 - c. Each member shall hold office from 1 May until the subsequent 1 May, or until their successor takes office.
 - d. Vacancies shall be filled in accordance with the Terms of Reference.
4. Quorum at meetings of the Appellate Committee shall be five (5) Members.

5.7. Audit Committee

1. The mandate of the Audit Committee shall, subject to the Operational Policy of the Committee:
 - a. Review the Corporation for compliance with any funding agreements and contracts;
 - b. Ask for Financial Controller for "samples" on a monthly basis to be reviewed and approved by the external Chartered Professional Accountant;
 - c. Investigate breaches of contract with the Corporation;
 - d. Monitor the use of all Corporation membership fees;
 - e. Annually recommend the Corporation's auditor for ratification at the Board of Directors and General Meeting;
 - f. Oversee the Corporation's external audit and include it with the Committee's report to the Board of Directors;
 - g. Review the Corporation's audited financial statements in advance of their presentation to the Board of Directors and General Meeting;
 - h. Review all alterations to the Corporation's budget for the purposes of verifying compliance with legislation and operating agreements;
 - i. Review for transactions of the Corporation for appropriateness and compliance with the Corporation's budget;
 - j. Review all expenditures made on the Corporation's credit cards;
 - k. Investigate any inappropriate transactions or significant variances against the Corporation's budget;
 - l. Have the authority to require to appear before it, in a reasonable period of time, any Corporation employee or member of the Board; and
 - m. Make recommendations to the Financial Policy of the Corporation for adoption by the By-laws & Policy Committee and the Board of Directors.

2. The Audit Committee shall be comprised of the following members:
 - a. One (1) External Director, who is an external Chartered Professional Accountant in good standing and who has experience relevant to the mandate of the Audit Committee; and
 - b. Two (2) members of the Board of Directors.
3. The chair will be the External Director, who shall be a Chartered Professional Accountant.
4. The Directors, Executive and Management Staff shall have the right to report any financial concerns or irregularities to the Audit Committee.
5. The Corporation shall maintain additional Operational Policy to determine best practices and terms of reference for the Audit Committee.

5.8. By-laws and Policies Committee

1. The mandate of the By-laws and Policies Committee shall, subject to the Operational Policy of the Committee:
 - a. Make recommendations to adopt, amend or rescind By-laws and Policies pursuant to By-law Eleven (11): Policies of the Union and By-law Twelve (12): By-laws of the Union.
2. The composition of the By-laws and Policies Committee shall include:
 - a. President (Chair);
 - b. Vice-President Operations;
 - c. Three (3) members of the Board of Directors; and
 - d. Management Staff (non-voting).

5.9. Board Conduct Committee

1. The mandate of the Board Conduct Committee shall, subject to the Operational Policy of the Committee:
 - a. Be responsible for the oversight of Executive and Board of Director codes of conduct.
2. The composition of the Board Conduct Committee shall include:
 - a. A designate from the Executive Committee;
 - b. Four (4) members of the Board of Directors; and
 - c. Executive Director (non-voting).
3. The Board Conduct Committee shall have an investigation, report and recommendation procedure laid out in Operational Policy.

5.10. Course Unions Committee

1. The mandate of the Course Unions Committee shall, subject to the Operational Policy of the Committee:
 - a. Review any matters relating to the financial planning and implementation of course union advocacy, events and programming. The Course Unions Committee shall have the responsibility to consider and recommend to the Board of Directors all matters relating to the expenditure of Course Union funds.
2. The Course Unions Committee shall be comprised of the Vice-President Student Life and other members determined in accordance with the Committee's Policy.

5.11. Election and Referenda Committee

1. The mandate of the Election and Referenda Committee shall, subject to the Operational Policy of the Committee:
 - a. Oversee the By-Elections, general elections and referenda of the Corporation, review the rules governing elections and recommend any changes to the Board, recommend election dates and hire election officials as laid out in By-law Eight (8): Elections.
2. The Elections and Referenda Committee shall be comprised of the following members:
 - a. A designate from the Executive Committee;
 - b. Two (2) members of the Board of Directors;
 - c. One (1) External Director;
 - d. The Chief Returning Officer; and
 - e. Executive Director (non-voting).
3. The Elections and Referenda Committee shall select a chair from amongst its membership.
4. The Elections Committee members shall be impartial to the outcomes and candidates of the current election. Members found to be in conflict shall be removed and replaced by the Board of Directors as soon as possible.

5.12. Executive Committee

1. The Executive Committee shall oversee the events, campaigns, services and general operations of the Corporation.
2. The role and composition of the Executive Committee shall be determined in By-law Six (6).

5.13. Events Committee

1. The mandate of the Events Committee shall, subject to the Operational Policy of the Committee:
 - a. Review any matters relating to the planning and implementation of Orientation, Weeks of Welcome, Reading Week Trips, Culture Jam and other regular and special events.
2. The Course Unions Committee shall be comprised of the Vice-President Student Life and other members determined in accordance with the Committee's Policy.

5.14. Finance Committee

1. The mandate of the Finance Committee shall, subject to the Operational Policy of the Committee:
 - a. Review and propose the annual operating budget for the Board of Directors;
 - b. Review and make recommendations to amend the budget as required for the Board of Directors;
 - c. Request, receive, review and interpret all departmental budget proposals; and
 - d. Review all quarterly reports.
2. The composition of the Finance Committee shall include:
 - a. Vice-President Operations (Chair);
 - b. President;
 - c. Two (2) members of the Board of Directors;
 - d. One (1) External Director, who has experience with budgeting for organizations of a similar size; and
 - e. Management Staff (non-voting).
3. The Finance Committee shall be responsible to request proposals, facilitate consultation and recommend an annual operating budget to the Board of Directors no later than August 31 each fiscal year.

5.15. Management Priorities Committee

1. The mandate of the Management Priorities Committee shall, subject to the Operational Policy of the Committee:
 - a. Responsible for recommending short and long-term strategic plans, and the general governance of the Corporation.
2. The composition of the Management Priorities Committee shall include:
 - a. President (chair);

- b. Vice-President Operations;
 - c. Two (2) members of the Board of Directors;
 - d. One (1) External Director, who has experience with strategic planning for organizations of a similar size; and
 - e. Management Staff (non-voting).
3. Each member of the Management Priorities Committee shall, prior to their first committee meeting, complete Management Training as set out in the Committee's Policy.

5.16. Nominating Committee

1. The mandate of the Nominating Committee shall, subject to the Operational Policy of the Committee:
 - a. Select one or more nominees to stand for election for each External Director seat whose term is expiring on April 30 of a given year in accordance with By-law 4.8 External Directors; and
 - b. Nominate slates of candidates to act as Class A and Class B members of the Appellate Committee in accordance with By-law 5.6 Appellate Committee.
2. The composition of the Nominating Committee shall include:
 - a. President (chair);
 - b. Executive Director;
 - c. One (1) External Director; and
 - d. Two (2) Directors.

5.17. Social Justice Committee

1. The mandate of the Social Justice Committee shall, subject to the Operational Policy of the Committee:
 - a. Review any matters relating to the Corporation's advocacy, events and programming on social and environmental justice issues.
2. The Social Justice Committee shall be comprised of the Vice-President Equity and other members determined in accordance with the Committee's Policy.

5.18. Student Action Committee

1. The mandate of the Student Action Committee shall, subject to the Operational Policy of the Committee:

- a. Review any matters relating to the Corporation's advocacy, events and programming regarding university or governmental academic and legislative issues.
2. The Student Action Committee shall be comprised of the Vice-President Equity and other members determined in accordance with the Committee's Policy.

5.19. Student Grants Committee

1. The mandate of the Student Grants Committee shall, subject to the Operational Policy of the Committee:
 - a. Solicit and review applications for the distribution of Corporation bursaries, grants and limited services.
2. The Student Grants Committee shall be comprised of the Vice-President Operations and other members determined in accordance with the Committee's Policy.

5.20. Student Groups Committee

1. The mandate of the Student Groups Committee shall, subject to the Operational Policy of the Committee:
 - a. Review any matters relating to the financial planning and implementation of student groups advocacy, events and programming. The Student Groups Committee shall have the responsibility to consider and recommend to the Board of Directors all matters relating to the Student Group status, expenditures and applications.
2. The Student Groups Committee shall be comprised of the Vice-President Student Life and other members determined in accordance with the Committee's Policy.

By-law Six (6): Executive Committee

6.1. Role of the Executive Committee

1. The day to day operations of the Corporation shall be managed by the Executive Committee which shall be elected and function in accordance with By-law Six (6): Executive Committee.

6.2. Composition

1. The Corporation shall have five (5) executive officers who form the voting members of the Executive Committee:
 - a. President;
 - b. Vice-President Operations;
 - c. Vice-President Education;
 - d. Vice-President Equity; and
 - e. Vice-President Student Life.
2. The Executive Committee shall include the Executive Director, Director of Programming and Financial Controller as non-voting members.
3. The Executive Committee shall be established on the first day of the fiscal year.

6.3. General Duties of the Executive Committee

1. Authorize the reimbursement of the reasonable expenses incurred by Directors and Officers of the Corporation in carrying out their duties.
2. The Executive Committee shall have the responsibility to evaluate, continually re-assess and recommend direction to the Board of Directors.
3. The Executive Committee may make reports and provide information to the Board of Directors.
4. Expend funds of the Corporation in accordance with the budget as approved by the Board.
5. The Executive Committee shall have the authority to approve unbudgeted expenditures of up to \$1,500. Authority to exceed this limit shall be granted by the Board of Directors as it may deem appropriate.
6. In conjunction with Management Staff, employ unionized and contractual staff, as it deems necessary for the best interest of the Corporation, and in keeping with the Collective Agreement between the Corporation and the Canadian Union of Public Employees Local 1281.
7. The Executive Committee shall prepare agendas for meetings of the Board and schedule meetings of the Board pending Board approval.

8. The Executive Committee shall carry out all decisions of the Board and shall have the powers and duties as are prescribed in the By-laws or as delegated by the Board of Directors.
9. The Executive Committee shall also be charged with the responsibility for all legal items that may arise as a result of the actions of the Board of Directors and the Executive Officers.
10. The Executive Committee may retain any legal counsel, as it deems necessary, to carry out the business of the Corporation. The Executive Committee has the right to settle or litigate any item, subject to the approval of the Board of Directors.
11. Between meetings of the Board and its Committees, the governance and management of the Corporation are vested in Officers of the Executive Committee, subject to direction from, accountability to, review by, and approval of, the Board.

6.4. Remuneration and Entitlements

1. Executive Officers are entitled to:
 - a. Receipt of a salary as outlined in the Financial Policy. Executives are expected to work between twenty-five (25) and forty (40) hours per week and shall be monitored by the Corporation's Management Priorities Committee;
 - b. Two (2) weeks paid vacation, not including the Winter Holiday shut down, to be taken at times to be determined with the President's approval;
 - c. Ten (10) paid sick days;
 - d. One hundred per cent (100%) extended medical and dental coverage provided to the full-time staff of the Corporation;
 - e. One hundred per cent (100%) childcare reimbursement for evening, early morning, and weekend expenses, during work related activities.
2. Procedures of Executive Committee Remuneration and Entitlement Policy shall be laid out in Operational Policies.

6.5. Duties of the President:

1. Shall be a designated signing officer;
2. Shall be the Chief Executive Officer of the Corporation, and the official spokesperson to the Members, University and general public;
3. Shall be the legal custodian of the Seal and of all books, records; correspondence, contracts, and other instruments belonging to the Corporation;
4. Shall supervise the Executive Director;

5. Shall liaises between staff and the Board of Directors;
6. Shall be responsible for the general management and supervision of the affairs and operations of the Corporation;
7. Shall act on behalf of the Board of Directors and the Executive Committee between meetings, and where action is immediately necessary;
8. Shall ensure that Vice-Presidents carry out their assigned duties as directed by the Board and their respective job descriptions;
9. Shall act as the Corporation's representative to the Toronto Metropolitan University and attend all meetings of the Board of Governors;
10. Shall call meetings of the Board of Directors and General Meetings and work with the Secretary to prepare agendas and documents;
11. Shall fulfill any duties for the Board of Directors or General Meeting in which the Chair is unable to fulfill;
12. Shall be appointed as a Corporation's Representative on the Student Campus Centre/Palin Foundation Board of Directors;
13. Shall participate and provides direction as a voting member of the By-laws and Policies Committee, Executive Committee, Finance Committee, Management Priorities Committee, Nominating Committee and any other committees they are appointed to during their term;
14. Except for the Appellate Committee and Audit Committee, may participate as a voting or non-voting member on all Corporation committees;
15. Shall attend all meetings of the Board of Directors and the Executive Committee;
16. Shall create a transition document for the incoming President; and
17. Trains and advises the incoming President.

6.6. Duties of the Vice-President Operations:

1. Shall be a designated signing officer;
2. Shall be the Treasurer of the Corporation;
3. Shall chair and work with the Finance Committee throughout the course of carrying out their duties;
4. Shall develop and recommend the annual budget to the Board of Directors in consultation with the Executive and Corporation staff where appropriate;
5. Shall monitor the financial status of Corporation including budget variances and makes recommendations to the Board and Executive regarding major expenditures;
6. Shall be responsible for programs including Tax Clinic and the distribution of Corporation's bursaries;

7. Shall assist with the management of Corporation revenue generating services;
8. Shall be appointed as a member of the Student Campus Centre/Palin Foundation Board of Directors;
9. Shall participate and provides direction as a voting member of the By-laws and Policies Committee, Executive Committee, Finance Committee, Management Priorities Committee and any other committees they are appointed to during their term;
10. Shall be an ex-officio non-voting member of all the Corporation's committees except the Appellate Committee and Audit Committee;
11. Shall attend all meetings of the Board of Directors and Executive Committee;
12. Shall create a transition document for the incoming Vice-President Operations; and
13. Shall train and advise the incoming Vice-President Operations.

6.7. Duties of the Vice-President Education:

1. Shall liaise and lobby the university administration on academic issues, University policies;
2. Shall develop academic and governmental campaigns on issues that affect Members;
3. Shall be the Corporation's representative to community coalitions on academic and governmental issues;
4. Shall act as the liaison between the Corporation and external lobbying organizations, including students' movement organizations, academic lobbying and accrediting organizations;
5. Shall make recommendations to the Board of Directors about access and quality of education, academic appeals and integrity and university policy and procedure;
6. Shall be the Corporation's representative on the University's Senate and be the executive liaison on the Student Senate Caucus;
7. Shall participate and provides direction as a voting member of the Executive Committee, Student Action Committee and any other committees they are appointed to during their term;
8. Shall be an ex-officio non-voting member of all the Corporation's committees except the Appellate Committee and Audit Committee;
9. Shall attend all meetings of the Board of Directors and Executive Committee;
10. Shall create a transition document for the incoming Vice-President Education; and
11. Shall train and advise the incoming Vice-President Education.

6.8. Duties of the Vice-President Equity:

1. Shall liaise and lobby the university administration on equity and sustainability;
2. Shall develop internal and external equity campaigns on issues that affect Members;
3. Shall be the Corporation's representative to community coalitions on equity and social justice issues;
4. Shall make recommendations to the Board of Directors about equity issues and policies;
5. Shall organise trainings and workshops for Directors and Members of the Corporation on anti-oppression, social justice and sustainability issues;
6. Shall be the executive responsible for Corporation's Equity Service Centres;
7. Shall be appointed as a member of the Student Campus Centre/Palin Foundation Board of Directors;
8. Shall participate and provides direction as a voting member of the Executive Committee, Social Justice Committee and any other committees they are appointed to during their term;
9. Shall be an ex-officio non-voting member of all the Corporation's committees except the Appellate Committee and Audit Committee;
10. Shall attend all meetings of the Board of Directors and Executive Committee;
11. Shall create a transition document for the incoming Vice-President Equity; and
12. Shall train and advise the incoming Vice-President Equity.

6.9. Duties of the Vice-President Student Life:

1. Shall plan and coordinate Corporation events and student life initiatives;
2. Shall coordinate the programming of major entertainment events;
3. Shall work in consultation with appropriate staff and committees to coordinate events at the Student Campus Centre;
4. Shall assist with the coordination of external fundraising endeavours;
5. Shall be the executive liaison between the Corporation and the Course Unions and Student Groups;
6. Shall be appointed as a member of the Student Campus Centre/Palin Foundation Board of Directors;
7. Shall participate and provide direction as a voting member of the Executive Committee, Student Groups Committee, Course Unions Committee, Events Committee and any other committees they are appointed to during their term;
8. Shall be an ex-officio non-voting member of all the Corporation's committees except the Appellate Committee and Audit Committee;
9. Shall attend all meetings of the Board of Directors and Executive Committee;

10. Shall create a transition document for the incoming Vice-President Student Life;
and
11. Shall train and advise the incoming Vice-President Student Life.

6.10. Meetings of the Executive Committee

1. Notice for Executive Committee meetings shall be provided at least forty-eight (48) hours in advance or may be waived with a two-third (2/3) majority approval of the Executive Committee.
2. The agenda for the Executive Committee shall be provided at least forty-eight (48) hours in advance or may be waived with a two-thirds (2/3) majority approval of the Executive Committee.
3. Quorum for the Executive Committee shall constitute fifty per cent (50%) of the elected membership.
4. The President shall chair meetings of the Executive Committee.
5. The President shall appoint a member of the Executive Committee as the minute taker.
6. The President shall be responsible for the Executive Committee minutes to be presented to the Board of Directors for ratification at each meeting of the Board of Directors.
7. In lieu of the President, the Executive Committee shall appoint from its members an individual to fulfill the President's duties.

6.11. Termination

1. Membership of the Executive Committee is terminated upon the end of their term, resignation, abandonment, impeachment or dismissal for any reason.

6.12. Impeachment

1. Membership Initiated: An Executive may be removed from office if:
 - a. A petition signed by no less than fifteen per cent (15%) of the membership is calling for a referendum on the question of the Executive's removal; and
 - b. Not less than fifty per cent (50%) of the votes cast by Members in a referendum held for determining the question are cast in favour of removing the Executive Officer from office.
2. Board Initiated: The Board may:
 - a. May, on its own initiative, by a two-thirds (2/3) vote of the Board; or

- b. Shall upon recommendation of the Appellate Committee, serve a Notice to Impeach Executive to a meeting of the Board of Directors. A second meeting must be held no sooner than twenty-four (24) hours to conduct a Motion to Impeach and requiring a two-thirds (2/3) majority vote to ratify. Abstentions will be counted as neither an affirmative nor negative response, provided that not less than a majority of the voting Directors must cast a vote in respect of the motion in order for the motion to be ratified.

6.13. Vacancy

1. Provided that a vacancy occurs during the months of May, June or July, a By-Election shall be held in the Fall Term and initiated in the month of September. Until the vacancy is filled, the Executive Committee may designate an interim Executive to fill the vacant office subject to approval by the Board of Directors at the next Board meeting.
2. If the vacancy occurs on or after August 1, the Executive Committee shall post the vacant position for no less than fourteen (14) days, conduct an interview process and select no less than two (2) candidates to send to the Board of Directors for election by a majority vote of the Board of Directors.

By-law Seven (7): Finances

7.1. Fiscal Year

1. The Fiscal Year of the Corporation is from May 1 to April 30 each year.

7.2. Signing Officers

1. The following Executive Members shall be signing officers of the Corporation and require ratification by simple majority of the Board of Directors:
 - a. President;
 - b. Vice-President Operations;
 - c. Executive Director; and
 - d. Financial Controller.
2. In the vacancy of a designated signing authority, the Audit Committee may recommend an additional signing officer until the vacancy is filled.

7.3. Budget

1. The budgeting and financial processes of the Corporation shall be determined by the policies of the Corporation.
2. The students' union will maintain an annual budgeting framework Operational Policy.
3. The Financial Controller shall be present and have speaking rights at all Finance Committee meetings.

7.4. Audit

1. The Corporation's financial statements shall be audited annually by a qualified accountant.
2. The Board of Directors shall approve each fiscal year's audited financial statements before the conclusion of the ensuing fiscal year.

7.5. Borrowing

1. The Board of Directors shall be empowered by simple majority vote to:
 - a. Borrow money on the credit of the Corporation;
 - b. Limit or increase the amount borrowed; and
 - c. Issue or seek debentures or other securities of the Corporation and set the sums and prices thereof.

7.6. Spending

1. Spending shall be determined by the Financial Policy.
2. Overspending of more than ten per cent (10%) in any given area may not be authorized without the approval of the Finance Committee or the Board of Directors.

7.7. Membership Fees

1. The Corporation's membership fees are set by the Members in a referendum provided that sufficient notice has been served as per these By-laws.
2. The Financial Controller and Vice-President Operations shall be jointly responsible for verifying the correct rates of the Corporation's membership fees in each academic year.

7.8. Capital Expenditures

1. The Capital Acquisitions Fund is the portion of fees collected from the Members which is budgeted specially for the purposes of capital expenditures. Monies from the Capital Acquisitions Fund shall only be allocated for the purposes of capital expenditures.
2. A motion to allocate capital expenditures exceeding \$1,500 shall be presented first to the Executive Committee requiring a simple majority vote approval and then to the Board of Directors requiring a two-thirds (2/3) majority vote for approval. Motions under \$1,500 shall be approved by the Executive Committee with a simple majority vote for approval.

7.9. Contracts

1. Subject to other provisions of the By-laws of the Corporation, contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by two signing authorities, with one being an Executive Officer signing authority and the other being a Management Staff signing officer.
2. No multi-term agreement shall be made without recommendation by the Executive Committee, approval by the Management Priorities Committee and ratified by the Board of Directors.

7.10. Banking

1. The banking of the Corporation shall be transacted at a bank or credit union designated by the Board of Directors.

2. All deeds, transfers, licenses, contracts, engagements, and financial instruments on behalf of the Corporation shall be co-signed by not less than two signing authorities, with one being an Executive Officer signing authority and the other being a Management Staff signing officer.

By-law Eight (8): Elections

8.1. Duties of the Elections and Referenda Committee

1. The Elections and Referenda Committee shall:
 - a. Recommend dates for elections to the Board of Directors;
 - b. Hire all election staff members including the Chief Returning Officer, Deputy Returning Officers and Poll Clerks;
 - c. Amend and implement the Elections Procedures Code;
 - d. Determine and verify the eligibility of all nominated candidates;
 - e. Issue demerit points, disqualify candidates or rule any election invalid for violations of By-laws and policies; and
 - f. Submit a report on the conduct and results of all elections to the Board of Directors for ratification.

8.2. Schedule of Elections

1. The Corporation shall hold a General Election in the Winter Term, between February 1 and March 31 of each year, for the positions of non-Ex-Officio Directors.
2. The Corporation shall hold a By-Election if a vacancy occurs on the Board of Directors between May 1 and July 31 of each year.
3. The schedule of elections shall include:
 - a. Notice of the date of the election, nomination period, required training and meetings, duties and responsibilities and the Elections Procedures Code at least fourteen (14) days prior to the start of nomination period. Notice shall be provided via university-wide email and posted on the Corporation's website; and
 - b. Elections shall include at least:
 - i. Five (5) business days for nominations;
 - ii. Five (5) business days of non-voting campaigning;
 - iii. Three (3) business days for voting; and
 - iv. The cumulative nomination, campaign and voting period may not exceed five (5) weeks

8.3. Nomination

1. To be eligible to stand as a candidate in an election, a Faculty Director candidate shall:

- a. Be a Member of the Corporation as set forth in By-law Two (2);
Membership;
 - b. Be a Member of the faculty which they are running for;
 - c. Be nominated by no less than twenty-five (25) Members of their faculty
 - d. Complete the requirements of By-law 8.5 Board and Election Training;
and
 - e. Submit nomination materials to the Election and Referenda Committee
prior to the end of nomination period.
2. To be eligible to stand as a candidate in an election, an International Student
Director candidate shall:
 - a. Be a Member of the Corporation as set forth in By-law Two (2):
Membership;
 - b. Be an international student;
 - c. Be nominated by no less than twenty-five (25) Members of their faculty;
 - d. Complete the requirements of By-law 8.4 Board and Election Training;
and
 - e. Submit nomination materials to the Election and Referenda Committee
prior to the end of nomination period.
3. To be eligible to stand as a candidate in an election, an Executive candidate
shall:
 - a. Be a Member of the Corporation as set forth in By-law Two (2):
Membership;
 - b. Be nominated by no less than fifty (50) Members;
 - c. Complete the requirements of By-law 8.4 Board and Election Training;
and
 - d. Submit nomination materials to the Election and Referenda Committee
prior to the end of nomination period.

8.4. Board and Election Training

1. All candidates who are interested in seeking candidacy must first complete a
mandatory Board Training in accordance with the Board Training Policy on the
duties and responsibilities of Board and Executive Officers. Board Training may
be offered prior to the start of nomination period and shall not be unreasonably
scheduled.
2. All candidates who have submitted nomination packages must participate in
Elections Training in accordance with the Election Procedure Code to ensure
comprehension of the Elections Procedures Code.

3. Candidates that do not attend, comply and complete the mandatory trainings will not be eligible to seek election.

8.5. Candidate Information and Forums

1. Candidates for Executive may choose to run independently or on a slate with only other Executive candidates.
2. Candidates for Faculty and Constituency Directors shall only run on a slate with other candidates in the same faculty.
3. The Elections and Referenda Committee shall host at least one (1) Candidates Forum with participation open to all executive candidates.
4. The Elections and Referenda Committee shall post all candidate statements on the Corporation's website and make available via the election platform.

8.6. Voting

1. Members of the Corporation may cast one (1) ballot for each position available in an election in their respective faculty and at-large positions.
2. Faculty Director and the International Student Director candidates who are uncontested shall be acclaimed in their position.
3. Executive candidates who are uncontested shall face a Yes or No vote. If fifty per cent (50%+1) or greater number of the votes are cast as "No", such executive candidate shall not be elected and the seat shall be vacant pending appointment or By-Election in accordance with these By-laws.
4. The candidate who receives the plurality of votes shall be the victorious candidate.
5. Voting shall be conducted online with physical polls across campus. The Elections and Referenda Committee shall maintain an in-person election procedure should electronic voting become unreasonable or compromised.
6. Each nominee may appoint a Scrutineer to oversee the counting of ballots when a paper ballot is used or to see the digital results provided by the electronic voting system.

8.7. Ratification

1. The Elections and Referenda Committee shall submit an Elections Report within two (2) weeks of the conclusion of the election to the Board of Directors for ratification.

8.8. Elections Procedure Code

1. In addition to this By-law, there shall be an Election Procedure Code governing the elections of the Board of Directors, which must be approved by the Board of Directors, based on recommendation by the Elections and Referenda Committee. The Election Procedure Code may not have sections externalized and the Board may only send the document back to the Committee for review and revisions.
2. The Election Procedure Code shall lay out recommended demerit point systems which may be modified, within reason, by the Chief Returning Officer or Elections and Referenda Committee given the severity of the issue.

By-law Nine (9): Referenda

Preamble

Because the Corporation may wish to determine the opinion of its membership with respect to specific issues from time to time, and recognizing that the Board of Governors of Toronto Metropolitan University has ultimate authority over student fees at the University and has previously entered into written agreements with the Corporation pursuant to which it collects certain fees on behalf of Corporation, this By-law is designed to govern the way in which the Corporation conducts referenda, whether concerning fees or otherwise, on the understanding that the University will recognize the validity of any Corporation referenda conducted in accordance herewith and in particular will implement the results of any such referenda that concern the Corporation fees.

9.1. Changes to the Membership

1. Changes to the membership of the Corporation, in its entirety or any portion thereof, must be determined through a membership-wide referendum, in which all Members must be provided an equal opportunity to vote.

9.2. Proclamation of Referendum

1. Whenever the Board of Directors wishes to determine the opinion of the Corporation's membership with respect to one or more issues relating to the Corporation, which issues may or may not include fees, it may issue a proclamation directing that a referendum be held for that purpose in accordance with this By-law on specified dates not less than thirty (30) nor more than sixty (60) calendar days thereafter.
2. Before issuing a proclamation, the Board of Directors shall approve the referendum question in accordance with paragraph 9.2.5.
3. Subject to paragraph 9.2.5, the proposed question for a referendum shall be submitted to the Board of Directors, which may approve the question in the form submitted, amend the question and approve it as amended, or reject the question.
4. A referendum question shall:
 - a. begin with one (1) to three (3) sentences, containing up to twenty (20) words in total, that objectively explain the historical context of the issue that is the subject of the referendum; and
 - b. be positively worded, so that a vote of "yes" signifies agreement with the initiative proposed, and a vote of "no" signifies disagreement with it.

5. One or more Members of the Corporation may require the Board of Directors to issue a proclamation of referendum, by submitting to the Board of Directors a completed petition in the form prescribed by the Corporation, containing the following: a referendum question that complies with paragraph 9.2.4; and, the signatures of, and other required information relating to, at least ten per cent (10%) of all current Members of the Corporation.
6. At the first meeting of the Board of Directors after the Corporation receives a petition pursuant to paragraph 9.2.5, the Board of Directors shall appoint a Petition Review Committee consisting of five (5) Directors who have had no previous involvement with the petition in question and no greater interest in the substantive issues to which it relates than does the Corporation's Membership in general. Within ten (10) working days after such Board of Directors Meeting, the Petition Review Committee shall file a report to the Board of Directors as to whether the petition complies with paragraph 9.2.5. and was compiled in a fair and reasonable manner.
7. Upon receiving a report from the Petition Review Committee approving a petition received by the Corporation pursuant to paragraph 9.2.5, the Board of Directors shall cause the referendum to be conducted as provided herein.

9.3. Participation by Corporation Employees

1. The Board of Directors may, by resolution passed by at least a two-thirds (2/3) majority, limit participation in a particular referendum during business hours by one (1) or more particular employees of the Corporation if the Board of Directors feels that such participation would create an undue imbalance in the resources available to promote one of the answers to the referendum question.

9.4. Officers

1. The Board or its designate shall appoint a Chief Returning Officer and a Elections and Referenda Committee, who shall exercise and perform the duties specified herein and in the Corporation's By-laws. The term of office of the Chief Returning Officer and Elections and Referenda Committee shall expire upon the completion of such duties.
2. As soon as possible after the issue of a proclamation, the Chief Returning Officer shall:
 - a. Inform the membership, by such means as the Chief Returning Officer;
 - b. Considers appropriate, of the referendum question and the general manner in which the referendum will be conducted; and

- c. Appoint one (1) Deputy Returning Officer and one (1) Poll Clerk for each poll declared in due course by the referendum of the Corporation's Committee in accordance with paragraph 9.6.2.
3. If a referendum officer dies, resigns in writing to, or is removed by, the Board of Directors or individual authorized to make appointments to that officer's position, the Board of Directors or individual, as the case may be, shall appoint another individual to that referendum officer's position.
4. The Chief Returning Officer shall chair the Elections and Referenda Committee, and together they shall:
 - a. Exercise general direction and supervision over the administrative conduct of the referendum and enforce on the part of all referendum officers fairness, impartiality and compliance with this By-law and the pertinent provisions of the Corporation's By-laws;
 - b. Issue to referendum officers such instructions as may be necessary to ensure effective execution of the provisions of this By-law and the pertinent provisions of the Corporation's By-laws; and
 - c. Exercise all other powers and perform all other duties assigned to their respective offices by this By-law and the Corporation's By-laws.
5. The Chief Returning Officer may authorize any member of the Elections and Referenda Committee or other referendum officer to exercise any of the powers and perform any of the duties assigned to the Chief Returning Officer by this policy or the Corporation's By-laws.

9.5. Advocating Committees

1. The Board of Directors may register one (1) committee authorized to promote the "yes" answer to a referendum question, and one (1) committee authorized to promote the "no" answer, provided that at least three-quarters (3/4) of the members of each committee shall be Members of the Corporation.
2. An advocating committee may apply for registration by filing with the Chief Returning Officer, at any time during the referendum period, an application signed by the chief agent of the advocating committee setting out:
 - a. The full name of the committee;
 - b. The name, address and telephone number of the chief agent of the committee; and
 - c. The name, address, telephone number and title of each officer of the committee.
3. The Board of Directors shall determine the resources to be made available to each advocating committee in a particular referendum, and the Elections and

Referenda Committee shall administer those resources in a fair and reasonable manner at the request of each such committee. No advocating committee shall invest resources in any aspect of a particular referendum other than those allocated to it by the Elections and Referenda Committee.

4. The Chief Returning Officer shall maintain a registry of registered advocating committees in which shall be recorded the information detailed in paragraph 9.5.2. with respect to each such committee.
5. Where the position of chief agent of a registered advocating committee or of an advocating committee that has applied for registration becomes vacant or the chief agent is unable to perform the duties of the position, the committee shall forthwith appoint a new chief agent and inform the Chief Returning Officer in writing of the name, address and telephone number of the new chief agent.
6. No one other than a registered advocating committee shall advertise in any medium or post or distribute any material, for the purpose of supporting or opposing a referendum question.
7. No registered advocating committee shall advertise in any medium or post or distribute any material, unless the advertisement or other material: identifies that committee and indicates that the advertisement is authorized by it; and, has the documented, prior authorization of the Elections and Referenda Committee.
8. No one, whether a member of a registered advocating committee or otherwise, shall:
 - a. Make any statement of fact either in support of or opposition to a referendum question, without evidence substantiating that statement of fact to the satisfaction of the Chief Returning Officer; or discuss any aspect of the referendum in a manner that the chief returning officer considers to constitute harassment.
9. During the referendum period, the Board of Directors may, at its discretion, arrange public forums for the advocating committees to make oral presentations to the membership.
10. No person shall, for the purpose of supporting or opposing a referendum question, violate any pertinent regulations contained in the Corporation's By-laws or this or any other Policy issued pursuant thereto.

9.6. Polling Procedure

1. The Chief Returning Officer shall establish and maintain a register of Members of the Corporation, to be known as the register of electors.
2. The Elections and Referenda committee shall declare the location and hours of each poll at least five (5) business days before that poll opens.

3. Each polling station shall contain either one (1) or two (2) voting compartments so arranged that each elector may be screened from observation and may mark a ballot without interference or interruption.
4. In each voting compartment, there shall be a table or desk, and a suitable black lead pencil, which shall be kept properly sharpened throughout the hours of polling.
5. At each polling station, no one shall remain in the room where votes are given for a period longer than it takes to vote, except the Chief Returning Officer, the Deputy Returning Officer and Poll Clerk assigned to that poll, and an agent of each registered advocating committee.
6. At the time set for opening a poll, one (1) agent for each registered advocating committee may inspect each ballot box to ensure that it is empty.
7. The Deputy Returning Officer shall ensure the admittance of each elector into the polling station, and shall ensure that no elector is impeded or molested at or about the polling station.
8. The Deputy Returning Officer at each poll shall initial the back of each ballot before it is given to an elector.
9. Each elector, on entering the room where the poll is held, shall produce the elector's student card or other conclusive identification, whereupon the Poll Clerk shall strike the elector's name off the register of electors and give the elector a ballot paper bearing the Deputy Returning Officer's initials on the back in accordance with paragraph 9.6.8.
10. After receiving a ballot, an elector shall proceed directly to the voting compartment, mark the ballot to clearly indicate the elector's choice opposite the word "yes" or "no", fold the ballot so that the initials on the back are visible without unfolding it, and place it in the ballot box.

9.7. Counting of Votes

1. Immediately after the close of a poll, in the presence and full view of the Poll Clerk and such of the agents of registered advocating committees or witnesses who are present, the Deputy Returning Officer shall cause all ballot boxes to be transported to the location prescribed by the Elections and Referenda Committee for the counting of ballots.
2. As soon as reasonably possible after all ballot boxes have been transported to the location prescribed for the counting of ballots, in the presence and full view of all Elections and Referenda Committee members, referendum officers and agents of registered advocating committees or witnesses who are present, the

Chief Returning Officer shall, with respect to each polling station and in the following order:

- a. Count the number of names stricken from the register of electors, and make an entry on the line immediately below the name of the last elector on the list that states, "The number of electors who voted at this referendum in this polling station is (stating the number)", and sign the list;
 - b. Count the unused ballot papers undetached from the books of ballot papers, place them with all the stubs of all used ballot papers in an envelope marked for that purpose and indicate thereon the number of unused ballot papers;
 - c. Check the number of ballot papers supplied by the deputy returning officer against the number of unused ballot papers and the number of electors from the list indicated as having voted, in order to ascertain the number of ballot papers, if any, not accounted for;
 - d. Open the ballot box and empty its contents on a table; and
 - e. Count the number of votes cast for the "yes" answer and those cast for the "no" answer to the referendum question, as well as the number of spoiled ballots, on one of the tally sheets supplied, giving full opportunity to those present to examine each ballot paper.
3. In counting the votes, the Chief Returning Officer shall declare spoiled all ballot papers:
- a. That have not been supplied by the respective deputy returning officer;
 - b. That have not been marked with any answer to the referendum question;
 - c. On which more than one answer to a referendum question has been marked;
 - d. That have not been marked after the word "yes" or "no" in the space provided; or
 - e. On which there is any writing or mark by which the elector could be identified.
4. Forthwith after the official addition of the votes, the Chief Returning Officer shall prepare a written statement showing the total number of votes cast for each of the "yes" answer and the "no" answer to each referendum question and the number of spoiled ballots. The Chief Returning Officer shall, at least two (2) business days but not more than ten (10) business days after all polls have closed, submit that statement to the Board of Directors.
5. Upon receiving the Chief Returning Officer's statement showing the votes cast in a referendum, the Board of Directors shall by resolution ratify or reject the result of the referendum, provided that it shall reject such result unless the total

number of Members who voted in the referendum was at least ten per cent (10%) of the total number of Members named on the register of electors.

6. Within one business day after the last polling day at a referendum, the chief agent of each registered advocating committee shall file with the Chief Returning Officer a true return, signed by the chief agent, showing all referendum expenses incurred by the committee.
7. The Chief Returning Officer shall retain all documents submitted in connection with a referendum for at least one (1) year after submitting the statement provided for in paragraph 9.7.4.

9.8. Grievance Procedure

1. Any member of the Corporation having a complaint concerning the operation of a referendum or anyone's behaviour with respect to it may file a written grievance with the Chief Returning Officer, at any time prior to the Chief Returning Officer's submission of the report provided for in paragraph 9.7.4.
2. The Chief Returning Officer and Elections and Referenda Committee shall consider all grievances submitted in accordance with paragraph 9.8.1, and shall dispose of each grievance in one of the following ways:
 - a. Dismiss the grievance;
 - b. Ban one (1) or more persons from further involvement in the referendum;
 - c. Require that a retraction or other remedial action be made, in such manner as the Chief Returning Officer determines; or
 - d. Declare that the result of the referendum is invalid, either before or after voting or before or after counting of ballots has taken place.

By-law Ten (10): Grievance Procedure

10.1. Preamble

1. The Corporation intends to make itself an open and accessible space to all Members. The Corporation shall have a grievance and appellate procedure that facilitates a structured mode to grieve.

10.2. Step One (1): Grievance Procedure

1. Any alleged violation of the administration or procedures of the Corporation By-laws by the Executives or Board of Directors may be dealt with by filing of a Grievance by any member of the Corporation (a "Grievor"). Any such Grievance shall be put in writing and addressed to the Grievance Officer, who shall be the Chair of the Board of Directors.
 - a. In order to be valid, a Grievance shall be submitted in writing to the Grievance Officer within thirty (30) days of the alleged violation taking place.
 - b. The Grievance Officer shall ask for a written response from the person or persons responsible for the matter in contention (a "Respondent"). This response must be received in writing within fourteen (14) days of the request.
 - c. The Grievance Officer shall meet with the parties concerned within fourteen (14) days of receiving the response referred to in 10.2.1.b above, and attempt to affect a mutually satisfactory resolution of the matter.
 - d. If the matter cannot be resolved in the above manner, then a meeting of the Board of Directors must be called within fourteen (14) days of the meeting referred to in 10.2.1.c above.
 - e. At this meeting of the Board of Directors, one authorized representative from each side shall present their case and answer questions from the floor. This process may, in the discretion of the Grievance Officer, be in-camera.
 - f. The resolution of the issue shall be decided by majority vote of the Directors present at the meeting.

10.3. Step Two (2): Appellate Committee

1. Should the Grievor or Respondent find the outcome of the process laid out in By-law 10.2 unsatisfactory, they may appeal the matter to the Corporation's Appellate Committee.
2. The Appellate Committee will make an impartial and arm's length recommendation on whether the Grievance Officer and Board of Directors made a reasonable decision and followed the proper process.
3. The Appellate Committee shall select a chair from amongst its members and determine if there is initial cause to investigate the matter further. Should the Appellate Committee find that there is cause to investigate the matter further, they shall conduct a hearing with relevant parties which may include the Grievance Officer, the Grievor, the Respondent and members of the Board of Directors. A recommendation from the Appellate Committee will be made within fourteen (14) days of receiving the appeal.
4. The recommendation of the Appellate Committee is binding on the Board of Directors unless overturned by a two-thirds (2/3) majority vote by the Board of Directors within seven (7) days of the Appellate Committee recommendation being rendered.

By-law Eleven (11): Policy of the Union

11.1. Union Policy

1. The Corporation shall maintain sets of policy that adhere to the By-laws of the organization and, where necessary or desirable, delegate authority to Committees and provide further clarification, guidance and rules to be implemented by the Corporation in accordance with this By-law Eleven (11): Policy of the Corporation.
2. Policy resolutions shall represent the considered or general view of the Corporation with respect to any issue and procedure.
3. The Corporation shall maintain the following sets of policies:
 - a. Elections Procedures Code (maintained by the Elections Committee);
 - b. Financial Policy;
 - c. Issues-based Policy;
 - d. Operational Policy; and
 - e. Such other policies as are necessary or desirable for the proper functioning of the Corporation.

11.2. Establishment

1. With the exception of the Elections Procedure Code, the Policy of the Corporation may be established from time-to-time by the Board in accordance with the following procedures:
 - a. Policy resolutions shall be submitted to the By-laws and Policies Committee for review and recommendation to the Board of Directors. Should the policy resolution fail to receive a recommendation to adopt, the resolution shall fail and be recorded in the committee minutes.
 - b. The policy mover shall be entitled to motivate their policy resolution at all stages of the procedure.
 - c. The By-laws and Policies Committee shall serve their recommendation to adopt to a meeting of the Board of Directors.
 - d. The Policy Resolution must be passed by a two-thirds (2/3) majority vote to be adopted.

11.3. Amendment and Rescindment

1. The procedure to establish a policy in 11.2 shall be used to amend or rescind policy.

11.4. Duration

1. All policies shall remain in effect until they are amended or rescinded.

11.5. Access to Policy Manual

1. All Policy shall be available on the Corporation's website and updated within four (4) weeks of any adoption, amendment and rescindment.

By-law Twelve (12): By-laws of the Union

12.1. Amendment Procedure

1. These By-laws may not be amended except by a two-thirds (2/3) majority vote of a General Meeting. To be considered at a General Meeting, a proposed by-law amendment must:
 - a. Be submitted to the By-laws and Policies Committee at least thirty (30) days prior to the date of the General Meeting;
 - b. Be submitted by the By-laws and Policies Committee to the Board of Directors twenty-one (21) days prior to the date of the General Meeting; and
 - c. Be submitted by the Board of Directors as a General Meeting resolution at least fourteen (14) days prior to the date of the General Meeting.
2. The By-laws and Policies Committee and Board of Directors are responsible for reviewing the legality and consequences of By-law amendments and practicing their fiduciary duty in recommending By-law amendments.
3. The By-law mover shall be entitled to motivate their motion at all stages of the amendment procedure.
4. Unless otherwise stated, By-law amendments come into effect twenty-four (24) hours after the approval by the Members.

12.2. Access to By-laws

1. All By-laws shall be available on the Corporation's website and updated within four (4) weeks of any adoption, amendment and rescindment.