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

McMaster Association of Part-time Students

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

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

2. Meetings and Quorum
   a. The Board shall meet at least once every fiscal quarter.
   b. Meetings shall be held:
      i. At the call of the President, or in her absence, by the First Vice-President;
      ii. At the written request of a third of the Board to the Corporate Secretary; or
      iii. Upon petition of 1% of the Membership to the Corporate Secretary.
   c. The Board of Directors, in order to be constituted, must have at least six members elected and in office. Should the Board have fewer than six members at any time, a Special General Meeting must be held within 2 months to fill all open positions on the Board.
   d. Quorum for the Board of Directors is at least 50% of the current Board members, and at least one of the Directors present must not be an officer of the Corporation.
   e. The Corporation shall make available alternate means for Directors to attend meetings that allow for adequate communication with each other, including attending:
      i. in person;
      ii. through teleconferencing services; or
      iii. through internet-based web meeting technology
   f. Board members may not vote by proxy.
   g. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. Unless exceptional circumstances require otherwise, notices of Board meetings will be posted at least 5 days in advance of the meeting on the Association’s website.
h. Notice of meetings shall be given to each Director not less than 5 days if given by electronic means, and not less than 10 days if given via Canada Post, of the meeting being called.

i. Notice of a Board meeting shall be waived, and noted in the minutes, if the Directors present at the meeting voice no objection and those absent have consented to waiving notice.

i. Any error or omission in giving notice of a Board meeting does not necessarily invalidate the business transacted at that meeting unless the error or omission is reasonably material, it was not waived, and an objection was noted in a timely manner.

j. The Board may set in advance the date and time of their meetings, or appoint a regular day and time for Board meetings for any annual period. When the date and time are set in either manner, no further notice of meeting is required, unless the dates or times of meetings are changed. Meeting materials shall still be circulated to Directors in accordance with notice provisions.

k. A Board of Directors meeting may also be called without notice immediately following a scheduled General Meeting of the Corporation.

l. The Directors may consider or transact any general or special business at any meeting of the Board. The Board may excuse some or all of its ex officio members, including the Corporate Secretary and Executive Director, at its discretion.

3. Board of Directors’ Powers

a. The Directors of the Corporation, collectively, may administer the activities and affairs of the Corporation in all things and enter into agreements in the name of the Corporation. The Board may exercise whatever powers are necessary and do or have done things that the Corporation is lawfully allowed to do.

b. The Board of Directors may from time to time, purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, and other property, movable or immovable, real or personal, or any right or interest that the Corporation may have in such things. The Board may do so on terms and conditions the Board feels are advisable and that align with the Corporation’s objectives and policies.

c. Subject to the limitations set out in the by-laws, in the Letters Patent, and in applicable law, the Board may:

   i. borrow money on the credit of the Corporation;

   ii. issue, sell or pledge securities of the Corporation; or

   iii. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

d. From time to time, the Board may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
4. **Director’s Duties**
   a. Each Director shall individually:
      i. represent the interests of part-time students at McMaster University;
      ii. be responsible for the effective governance of the Corporation, including fiduciary responsibilities to the Membership and ensuring that the Corporation’s strategic ends align with the results of any Membership engagement;
      iii. become familiar with the Corporation’s structure, goals, objectives, activities, publications and programs;
      iv. act honestly and in good faith with a view to the best interests of the Corporation;
      v. exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;
      vi. prepare for and regularly attend Board meetings and meetings of the committees of which they are members;
      vii. serve on at least one committee of the Board of Directors;
      viii. follow all Corporation policies with respect to conduct, conflict of interest, and other policies as may be applicable.

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

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

f. **Conflicts of Interest**: Directors will declare any actual or perceived conflicts of interests prior to the consideration of any matter that gives rise to the declaration.
   
   i. If a Director is unclear as to whether she may have a perceived or actual conflict of interest, the presiding officer or Board shall make a reasonable determination.
   
   ii. Once a perceived or actual conflict of interest has been declared or found for a matter, the Director may not participate in debate on the matter, nor may she vote.
   
   iii. If the conflict involves a material contract or transaction, the Board shall excuse the Director for that portion of the meeting, or make other arrangements for the Board to deal with the materials without the Director present.

7. **Vacancies / Removal of Director**

   a. A Director’s position is vacated if the Director:
      
      i. is removed pursuant to the by-laws or applicable law;
      
      ii. dies or becomes disqualified pursuant to the by-laws or applicable law; or
      
      iii. resigns.

   b. Resignations shall be given to the Board in writing through the Corporate Secretary and are effective upon receipt.

   c. A Director can be removed from office by a majority vote at a Special General Meeting or referendum called for that purpose. The quorum for such a referendum is 10% of the Membership.

   d. A Director can be removed by a two-thirds majority vote of the Board if the Director:
      
      i. Fails to attend three meetings of the Board without reasonable cause;
      
      ii. Contravenes the Corporation’s codes or policies;
      
      iii. Contravenes policies enacted by McMaster University pertaining to sexual harassment, anti-discrimination, or codes of conduct; or
      
      iv. Has breached his duties to the Corporation in a substantial manner.

   e. The Board will afford a Director subject to removal appropriate due process and in all ways will conduct itself fairly with respect to the matter. However, the Director in question will not be allowed to be present for the final discussion or vote on the matter.

   f. Notice of a meeting to remove a Director shall be provided in accordance with normal notice requirements, and specific notice of this business item must be made.
8. **Interim Appointment of Directors**
   a. Should a vacancy on the Board exist, the Board may appoint, or by other policy elect, a Member to fill the position for the balance of the vacated term (i.e. up to a maximum of about 2 years) so that the stagger of Board terms is maintained.
   b. A General Meeting may also fill any vacancies in a manner that preserves the stagger of when Board terms expire.

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

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

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

**Duties and Responsibilities of Officers of the Corporation**

12. **President**: The President shall
    a. Be the presiding officer at General Meetings, meetings of the Board, and the Executive Committee.
    b. On behalf of the Board, serve as the supervisor to the Executive Director, including communicating guidance regarding the Board’s expectations and concerns.
c. In collaboration with the Executive Director, develop and implement standards for Board decision-support packages that include formats for reporting to the Board and the level of detail to be provided. This is to ensure that management strategies and planning and performance information are appropriately presented to the Board.

d. In collaboration with the Executive Director and Corporate Secretary:
   i. Establish agendas aligned with annual Board goals and reporting requirements;
   ii. Ensure meetings are effective and efficient for the performance of governance work;
   iii. Ensure that a schedule of Board meetings is prepared annually; and
   iv. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

e. Lead the Board in monitoring and evaluating the performance of the Executive Director through at least an annual process as well as being responsible for managing human resource issues with respect to the Executive Director.

f. Provide leadership to the Board, ensure the integrity of the Board’s process, and represent the Board to outside parties.

g. Serve as the Board’s primary contact with the public.

h. Co-ordinate Board activities to fulfill its governance responsibilities and report regularly to the Board on issues relevant to its governance responsibilities.

i. Facilitate co-operative relationships among the Directors and between the Board and the Executive Director.

j. Ensure the Board discusses all matters relating to the Board’s mandate.

k. Set a high standard for Board conduct and enforce policies and by-laws concerning Directors’ conduct and other matters.

l. Serve as a mentor to other Directors by ensuring that all Directors contribute fully and, in conjunction with the Executive Director, address issues associated with underperformance of individual Directors.

m. Ensure succession planning occurs for both the Executive Director and Board.

n. Be an ex officio observer on all Board committees. This does not preclude the President from being appointed as a committee member.

o. Appoint, in consultation with the Board, one or more special advisors, who shall have skills and knowledge of advantage to the Board, as required and for a period of time at the discretion of the President.

p. Be responsible for other duties as assigned by the Board.

13. **First Vice-President:** The First Vice-President shall

   a. In the event of absence or incapacity of the President, the First Vice-President shall exercise the duties and responsibilities of President.

   b. Set a high standard for Board conduct.

   c. Serve as a mentor to other Directors.

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

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

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

l. Present to the Members at the Annual General Meeting as part of the Board’s annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor.

m. Be responsible for other duties as assigned by the Board.

16. **Corporate Secretary:** The Corporate Secretary shall:
n. Normally be a person with demonstrated knowledge and practice in the duties of the position.

b. Not concurrently be the President or Executive Director.

c. Work collaboratively with the President and the Executive Director to support the Board in fulfilling its fiduciary responsibilities.

d. Support the President in maintaining a high standard for Board conduct and uphold policies and the by-laws regarding Directors’ conduct, with particular emphasis on fiduciary responsibilities, and other matters.

e. Ensure that a roll of the names and addresses of Board members and General Members is kept or accessible through the University or by other appropriate means.

f. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation are being done, including Board and committee meetings.

g. Ensure the safekeeping of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law.

h. Ensure that all reports are prepared and filed as required by applicable law or requested by the Board.

i. Ensure that such notice as required by the by-laws or by applicable law of all meetings of the Corporation, the Board, and Board committees are given.

j. Attend all meetings of the Corporation and the Board of Directors as an *ex officio* observer if not already an applicable member.

k. Be responsible for other duties as assigned by the Board.

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

a. Act as the Corporation’s general manager and act as the senior person employed by the Corporation to manage its affairs. This includes acting as the fiscal agent responsible for administration of the Corporation’s programs, finances, and personnel within all by-laws, policies, and applicable laws as in force from time to time.

b. In response to the identification of strategic ends by the Board, develop a two-year operating plan to advance such ends, which shall include annual budgets in support of the plan. Each year, the Executive Director will report on two measures of performance that demonstrate the progression of aspects of the plan.

c. Not concurrently be a Director.

d. Be an *ex officio* non-voting member of the Board and all committees, and provide support to the Board at general meetings.

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

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

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

c. The Board shall periodically have its liability risk evaluated by a qualified third party agency, or an agent of the Corporation’s insurer.