



THE KING'S UNIVERSITY
STUDENTS' ASSOCIATION
BYLAWS

OVERVIEW

The governing documents of The King's University Students' Association (TKUSA) in accordance with the Alberta *Societies Act*

Revised
February 22, 2021

Bylaws

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Bylaws

1. Definitions

- 1.1. **Bylaws:** The government rules and regulations developed for the operation of TKUSA in accordance with the laws of Alberta, the Societies Act and are not otherwise defined in these Bylaws shall have the meanings given to such terms in the Societies Act.
- 1.2. **Director:** A member of TKUSA General Council, with those rights and responsibilities outlined in the Bylaws and policies acting as a representative of a student group.
- 1.3. **Executive Board:** The elected board that manages the day-to-day affairs of TKUSA.
- 1.4. **Ex-Officio:** Any participant in attendance at meetings in a strictly advisory and non-voting capacity.
- 1.5. **General Council (or GC):** The governing body of TKUSA.
- 1.6. **Member:** A member of the Association in good standing.
- 1.7. **Officer:** Any officer of the Executive Board, including President, Vice-President Internal, Vice-President External and Vice-President Student Services.
- 1.8. **Quorum:** The minimum number of members required at a meeting in order to conduct business.
- 1.9. **Societies Act:** The current in force Alberta Societies Act, regulations made thereafter and adopted amendments.
- 1.10. **Special Resolution:** A decision approved by a minimum of seventy-five percent (75%) of voting members in which there is no less than 21 days' notice specifying the purpose of the resolution.
- 1.11. **Standing Committee:** A committee created by the General Council that does not dissolve each year and is under the governance of the General Council.
- 1.12. **TKUSA:** The King's University Students' Association.

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2. Name

- 2.1. As indicated on the Certificate of Incorporation, this entity shall be known as The King's University Students' Association, (henceforth referred to as "TKUSA").

3. Governance

- 3.1. TKUSA shall be incorporated under the Societies Act and shall remain an autonomous body with the rights and privileges given to it under the Alberta Societies Act.
- 3.2. TKUSA shall have an elected Officers that form the Executive Board and elected or appointed Directors that form the General Council.
- 3.3. These bylaws shall be the governing document of TKUSA and shall set forth the structure, governance and operations of TKUSA. These bylaws supersede policies and procedures set out by TKUSA.
- 3.4. In addition to these Bylaws, TKUSA shall develop and implement additional governing Policies and Procedures, which shall be approved by General Council.

4. Membership

- 4.1. Qualification
 - 4.1.1. All persons registered as undergraduate students at The King's University who pay full or part-time TKUSA fees shall be active members of TKUSA.
 - 4.1.2. Active Members shall include undergraduate students at The King's University who are under the age of 18; they shall be subject to the same fees and awarded all the rights as adult members, except the ability to participate and volunteer for events that have an age limit of 18 years of age or older.
 - 4.1.3. If any member is in arrears for fees or assessments for any year, the member shall be denied membership of the TKUSA for the remainder of that school year and shall furthermore be entitled to no membership privileges or powers in TKUSA until the payment is rendered.

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4.2. Membership Fees

4.2.1. Membership Fees in TKUSA shall be determined by the Executive Board and presented to the members at General Council.

4.2.2. Membership fees are paid in two (2) equal installments no later than October 1 and February 1 of each year.

4.3. Withdrawal or Termination of Membership

4.3.1. Any member wishing to withdraw from membership may do so upon a notice in writing or by electronic means to the Executive Board.

4.3.2. If any member is in arrears for fees or assessment of any year, such member shall be automatically suspended of such year and shall therefore be entitled to no membership privileges or powers in TKUSA until reinstated.

4.3.3. Any member upon a majority vote of the General Council may be expelled from membership for any cause, which TKUSA may deem reasonable.

4.3.4. Membership will cease upon the withdrawal of the member from all credit courses at The King's University.

4.3.5. Membership will cease upon the death of the member.

4.4. Rights and Privileges of Members

Active Members of TKUSA shall have the following rights and privileges:

4.4.1. access to information regarding the operations of TKUSA;

4.4.2. to vote in all TKUSA elections or referendums;

4.4.3. to be entitled to one vote on each question or motion arising at the AGM or a Special General Meeting (SGM);

4.4.4. to serve on General Council and Executive Board if duly nominated and elected;

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- 4.4.5. to attend, but not vote, in open General Council meetings as a visitor with the prior approval of the General Council chair, and observing all General Council bylaws; limitation to this includes agreement to remove themselves and belongings for all *in camera* discussions;
 - 4.4.6. to participate in all TKUSA special events, excluding events that have been sanctioned by General Council;
 - 4.4.7. to partake in the services provided by TKUSA;
 - 4.4.8. to address General Council on any matter within the authority of the General Council;
 - 4.4.9. to organize and/or hold membership in an official TKUSA club or standing committee; and,
 - 4.4.10. to exercise any other rights inherent in the bylaws.
- 4.5. Responsibilities of members

Active members shall have the following responsibilities:

- 4.5.1. to pay fees levied by TKUSA in accordance with the objects and bylaws of TKUSA;
- 4.5.2. to conduct themselves in a manner which promotes the harmony, interests and reputation of TKUSA; and
- 4.5.3. to observe the objects, bylaws, policies and procedures of TKUSA.

5. Meetings of the Membership

5.1. Annual General Meeting (AGM)

- 5.1.1. The Annual General Meeting shall be held on or before October 31st in each year, by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required.
- 5.1.2. The Annual General Meeting notice shall include, but not be limited to:
 - A proposed agenda;
 - A summary of changes to the Objects, and/or Bylaws, if applicable

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- A copy of audited financial statements and TKUSA's annual budget
- 5.1.3. Quorum for the Annual General Meeting shall be nine (9) members in good standing, four (4) of which are members of the General Council.
- 5.2. Special General Meetings (SGM)
- 5.2.1. Special General Meetings of the membership may be called by the Executive Board or General Council as required with notice of 14 days by email, newsletter, email, text and/or social media. If a Special Resolution is will be proposed, no less than 21 days' notice will be required, specifying the intention of the Special Resolution.
- 5.2.2. Only matters set out in the notice for the SGM may be considered at the SGM.
- 5.2.3. Quorum at a Special General Meeting of the Membership shall be nine (9) members in good standing, four (4) of whom must be members of General Council.
- 5.3. General Council Meetings
- 5.3.1. Meetings shall be determined by the General Council with no less than one meeting per month.
- 5.3.2. General Council meetings will be open to TKUSA active members.
- 5.3.3. Special Meetings may be called by the Executive Board or the General Council with a minimum of five (5) days' notice to each representative by email or other electronic means.
- 5.3.4. All motions at General Council meetings shall pass by a simple majority.
- 5.3.5. Quorum at General Council Meetings shall be 2/3 of the total voting members present. If quorum is not achieved, the meeting will be for information only.
- 5.4. Executive Board Meetings
- 5.4.1. Meeting shall be held as often as may be required, but at least twice a month, and shall be called by the President.
- 5.4.2. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meeting and state the business to be brought before the meeting.

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- 5.4.3. Meetings of the Executive Board shall be called by 1 (one) day notice to each member in a method in which the Executive Board may deem reasonable.
- 5.4.4. Quorum shall be met by any 3 (three) members of the Executive Board.
- 5.4.5. All members of the Executive Board shall have the right to vote at all meetings of the General Council and may vote by proxy if the member has given written permission to both their proxy and the chair of the meeting.

5.5. Chair

- 5.5.1. The President shall chair all meetings of the TKUSA membership unless otherwise delegated by the President.

5.6. Meeting Minutes

- 5.6.1. The Secretary of TKUSA shall be an active member or the General Manager.
- 5.6.2. The Secretary shall record and keep minutes of all meeting of TKUSA including the Annual General Meeting, Special General Meetings, General Council and Executive Board.
- 5.6.3. A comprehensive record of official minutes of all meetings of the membership shall be maintained in the TKUSA office and made available to the membership by written request with 10 days' notice.

6. Executive Board

- 6.1. The Executive Board shall, subject to the bylaws or directions given by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.
- 6.2. The Executive Board will be composed of the following elected Officers:
 - 6.2.1. President who will serve as Chair;
 - 6.2.2. Vice-President Internal;
 - 6.2.3. Vice President External;

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6.2.4. Vice President Student Services;

6.3. The Executive Board will also include the following ex-officio, non-voting member:

6.3.1. General Manager

6.4. Term of Office

6.4.1. The term of office for officers of the Executive Board begins at 00:00 hrs on May 1 of the year of election and shall conclude no later than 23:59 on the following April 30.

6.4.2. Officers may be on the Executive Board for a maximum of four academic years. They may not hold the same position for more than two academic years.

6.5. Responsibilities of the Executive Board

The Executive Board shall:

6.5.1. manage or supervise the management of the business and affairs of TKUSA and may exercise all such powers required to perform its duties in accordance with the *Societies Act*;

6.5.2. attend all Executive Board, General Council and other mandated meetings;

6.5.3. actively support the initiatives and actions of TKUSA;

6.5.4. review the Bylaws and recommend General Council approved Bylaw changes to the membership;

6.5.5. strike Ad-Hoc Committees or Standing Committees as needed or required as long as the Terms of Reference have been approved in advance by the Executive Board;

6.5.6. participate in the development of TKUSA Strategic plan and annual review;

6.5.7. review the annual budget for TKUSA and submit to the General Council for approval;

6.5.8. selecting an auditor annually for the membership to approve;

6.5.9. administer and maintain TKUSA Policies and Procedure Manual;

6.5.10. act honestly and in good faith with a view to the best interests of TKUSA;

6.5.11. employ a General Manager to assist with the day-to-day operations of TKUSA.

6.6. Responsibilities of the Officers

In addition to the responsibilities of the Executive Board and the responsibilities as outlined in the TKUSA Policies and Procedures Manual, the Officers shall have the following additional responsibilities:

6.6.1. The President of TKUSA shall:

- act as the primary spokesperson for TKUSA;
- chair all meetings of General Council and Executive Board, unless otherwise delegated;
- act as an ex-officio member of all committees of TKUSA;
- oversee the Executive Officers of TKUSA and Directors of General Council in the execution of their duties;
- be the primary liaison for the General Manager;
- serve as one of the advisory, non-voting members of the Board of Governors, General Faculty Council and Senior Leadership Team;
- serves as a voting member on the University Senate; and,
- fulfill all duties and responsibilities as outlined in the TKUSA Policy and Procedure Manual under the President's job description.

6.6.2. The Vice-President Internal of TKUSA shall:

- assist the President with the duties of said office;
- assume the responsibilities of the President when they are absent;
- develop and maintain the TKUSA Policy and Procedure Manual;
- act as the student liaison and assist students in matters related to their academic lives and ongoing relationship with The King's University;
- serve as an advisory, non-voting member on General Faculty Council, Board of Governors and The King's University Foundation;
- serve as a voting member of the University Senate; and,
- fulfill all duties and responsibilities as outlined in the TKUSA Policy and Procedure Manual under the Vice-President Internal job description.

6.6.3. The Vice President External of TKUSA shall:

- represent TKUSA on external boards, committees and associations;
- oversee external advocacy at all levels of government;
- maintain an ongoing relationship with alumni affairs; and,
- fulfill all duties and responsibilities as outlined in the TKUSA Policy and Procedure Manual under the Vice-President External job description

6.6.4. The Vice President Student Services of TKUSA shall:

- oversee the contract, management and administration of TKUSA's student health and dental plan;
- coordinate student clubs, special events and ongoing activities of TKUSA;
- act as the liaison with Student Life regarding special events; and,
- manage the online presence of TKUSA;
- fulfill all duties and responsibilities as outlined in the TKUSA Policy and Procedure Manual under the Vice-President Student Services job description.

6.6.5. The General Manager shall:

- be responsible for the hiring, dismissal, and management of TKUSA staff members, in consultation with the Executive Board;
- oversee the day-to-day finances of TKUSA;
- oversee the development of the TKUSA annual budget;
- collect and receive the annual membership fees from The King's University and deposit into the Bank, Trust Company, Credit Union or Treasury Branch as required;
- keep accurate minutes and records of all meetings of TKUSA;
- maintain a register of members in accordance with the *Societies Act* and ensure a copy is kept at the registered office;
- properly account for the funds of TKUSA and keep such books as may be directed and present a statement of audited financial statements at the Annual General Meeting;
- fulfill all duties and responsibilities as outlined in the TKUSA Policy and Procedure Manual under the General Manager job description.

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6.7. Resignation or Vacancy

- 6.7.1. An Officer may resign his/her position by providing written notice to the General Council.
- 6.7.2. Any Officer may be removed from the Executive Board at any time with cause by majority vote of the Executive Board whenever, in its judgment, the best interest of TKUSA shall be served.
- 6.7.3. In the case of a vacant Executive Board position prior to February 1st, the duties of that position may be shared by two or more Officers of Executive Board until such a time as a by-election can be held.

7. General Council

- 7.1. Except where the Objects, Bylaws, policies or procedures of TKUSA specify otherwise, the General Council shall have the authority to:
 - 7.1.1. review TKUSA policies and procedures passed by the Executive Board; and,
 - 7.1.2. approve TKUSA's annual budget.
- 7.2. The General Council shall consist of the following members:
 - 7.2.1. President (the Chair of the meeting);
 - 7.2.2. Vice President Internal;
 - 7.2.3. Vice President External;
 - 7.2.4. Vice President Student Services;
 - 7.2.5. Six (6) Student Directors
 - 7.2.6. General Manager (ex-officio, non-voting)
 - 7.2.7. The Level Coffeehouse representative (ex-officio, non-voting)
 - 7.2.8. SA Publications representative (ex-officio, non-voting)

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7.2.9. TKUSA staff (ex-officio, non-voting)

7.2.10. Student Life student representative (ex-officio, non-voting)

7.3. The duties of Directors shall include:

7.3.1. attending all meetings of the General Council, appointed committees in which they have membership and any other mandated meetings;

7.3.2. ensure the Executive Board is fulfilling their duties to the membership of TKUSA;

7.3.3. represent the views of the membership as a whole regarding the business of General Council;

7.3.4. represent the views and business of the General Council to the membership of TKUSA; and,

7.3.5. ensure that TKUSA is fiscally responsible.

7.4. Voting Rights

7.4.1. Each Officer and Director shall have one (1) vote in all General Council meetings.

7.5. Vacating Office and Removal of General Council Directors

A Director shall be deemed to have vacated their position:

7.5.1. Upon delivery of a letter of resignation to the President.

7.5.2. Upon the termination of that member's TKUSA membership.

7.5.3. Upon the death of the Member.

7.5.4. In the case of a vacancy up to one month, The General Council may appoint a student director.

7.6. A Director may be removed from Council:

7.6.1. Upon failure to comply with TKUSA Bylaws or TKUSA Policies and Procedures.

7.6.2. Upon failure to perform the specified duties and responsibilities of their position.

7.6.3. Upon displaying behavior which is improper or likely to undermine the interests or reputation of TKUSA.

7.7. Removal from office shall proceed in accordance with the TKUSA Policy and Procedures.

8. Elections

8.1. General

8.1.1. The General Election shall be held no later than March 30 for Executive Board positions.

8.1.2. If necessary, a By-Election may be held no later than November 30 for vacant Executive Board positions.

8.1.3. The Executive Board shall prescribe the dates and times for all elections. They will consist of a nomination period, a campaign period and a voting period as outlined in the TKUSA Policy and Procedure Manual.

8.1.4. The six (6) General Council directors shall be elected or appointed by General Council at the start of the academic year.

8.1.5. The officers and directors so elected or appointed shall form a General Council and shall serve until their successors are elected and installed.

8.1.6. Candidates must be active members in good standing.

9. Standing and Ad Hoc Committees

9.1. General

9.1.1. Standing and Ad Hoc Committees established under the authority granted by these bylaws, shall be responsible to TKUSA for the fulfillment of the objectives and purposes for which they were established, and for the proper management of their finances.

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- 9.1.2. All Standing Committees of TKUSA shall develop Terms of Reference at the time of their creation and shall be included in TKUSA's Policy and Procedure Manual.
- 9.1.3. Standing Committees shall present a budget for approval at the AGM and present a report of their activities at General Council meetings as requested.

10. Renumeration

- 10.1. TKUSA Directors, Officers or members of the association may receive renumeration for their services if such renumeration has been duly passed by resolution at the Annual General Meeting set out herein.
- 10.2. The General Manager's renumeration shall be determined by the Executive Board.

11. Financial Management & Authority

- 11.1. The fiscal year for TKUSA shall be from May 1 through April 30.
- 11.2. The General Manager shall present the audited financial statements at the AGM each year.
 - 11.2.1. The books, accounts and records of TKUSA shall be reviewed at least once each year by a duly qualified individual or by two members of TKUSA in good standing, elected for that purpose at the AGM.
 - 11.2.2. The books and records of TKUSA may be inspected by any member of TKUSA at the AGM or at any time upon giving reasonable notice and arranging a time with the General Manager. Each member of the Executive Board shall at all times have access to such books and records.
- 11.3. The General Council shall control the disbursements of TKUSA's funds through approval of the Annual Budget.

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- 11.4. No student society, club or other organization shall have the authority to represent or financially bind TKUSA.
- 11.5. For the purposes of carrying out its objects, TKUSA may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of TKUSA, and in no case shall debentures be issued without the sanction of a special resolution of TKUSA.
- 11.6. Signatories
 - 11.6.1. All TKUSA cheques shall require the signature of one of the members of the Executive Board and the General Manager.
 - 11.6.2. The Executive Board members and the General Manager shall have signing authority on all accounts and contracts. The signatures of the General Manager and one (1) member of the Executive Board are required to execute any contracts, agreements, engagements, documents, instruments or any obligation entered into by TKUSA.
 - 11.6.3. Notwithstanding Section 11.6.1, the General Manager is hereby authorized to sign, as the sole signatory, various deeds, transfers, assignments, contracts, obligations and other instruments for TKUSA, which are operational in nature and within the limits and guidelines of the budget approved by General Council.

12. Association Seal

- 12.1. The General Manager shall have custody and use of the official seal of TKUSA on behalf of the Executive Board.

13. Insurance and Indemnity

- 13.1. For the purpose of carrying out its objectives, TKUSA shall annually review and carry liability insurance as deemed necessary by the Executive Board, or if required by the policies of TKUSA.
- 13.2. Provided appropriate insurance is in place, each Officer and Director shall hold office with protection from TKUSA.
 - 13.2.1. TKUSA indemnifies each Officer and Director against all costs or charges that result from any act done in her/his role for TKUSA.

- 13.2.2. TKUSA does not protect any Officer or Director for acts of fraud, dishonesty or bad faith.
- 13.2.3. No Officer or Director is liable for the acts of any other Officer, Director or Member.
- 13.2.4. No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with TKUSA.
- 13.2.5. No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for TKUSA, unless the act is fraud, dishonesty or bad faith.

14. Policies and Procedures

- 14.1. A TKUSA Policy and Procedure Manual may be created, maintained and reviewed annually by the Executive Board. Members in good standing may put forward policies to the Executive Board for consideration and/or implementation.

15. Amending the Objects and Bylaws

- 15.1. Amendments to the Objects or Bylaws of TKUSA must be passed by Special Resolution at general meeting of which no less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
- 15.2. Amendments to the Objects or Bylaws do not take effect until registered by Alberta Corporate Registry. The President will submit the amended Objects or Bylaws to Corporate Registry within fourteen (14) days of any amendment to the Objects or Bylaws.
- 15.3. Notice of amendments to the Objects or Bylaws must be made in accordance with the provisions of the *Societies Act* and at the expense of TKUSA. Copies of all notice of amendments to the Objects or Bylaws must also be forwarded to The King's University Dean of Students.