

# Bylaws of the University of Manitoba Students' Union

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## Section I: Definitions

1. Unless otherwise specified, the following definitions apply to these Bylaws:
  - a. "UMSU" and "Union" refers to The University of Manitoba Students' Union, a non-share capital corporation duly constituted by act of the Manitoba Legislative Assembly;
  - b. "Act" refers to The University of Manitoba Students' Union Act R.S.M. 1990, c. 203, and any amendments thereto;
  - c. "Member" means any person designated as a member of UMSU as set out in the Act;
  - d. "University" refers to the University of Manitoba;
  - e. "Robert's Rules of Order" or "RRO" refers to the latest edition of Robert's Rules of Order;
  - f. "Student Association" means a student group representing a University faculty or a University residence and recognized by UMSU by being listed in the Governance and Operations Manual;
  - g. "Recognized Organization" means a student group deemed to represent a unique set of Members and recognized by UMSU by being listed in the Governance and Operations Manual;
  - h. "Community" a self-identified group of Members recognized by UMSU by being listed in the Governance and Operations Manual;
  - i. "Executive" means the President or a Vice President as outlined in these bylaws;
  - j. "UMSU General Election" means the annual election of Executive and Community Representatives, as outlined in the Governance and Operations Manual;
  - k. "External Entities" means any entity that is not wholly governed and operated by UMSU.
  - l. "Appointee" means a single individual appointed to occupy either a single position of title, or a single seat within a single governing body.
  - m. "Regular Session" means the months of September, October, November, December, January, February, March and April;
  - n. "Summer Session" means the months of May, June, July and August.
  - o. "Publicly Available" means accessible to a Member without having to request the document or obtain any authorization for the documents access aside from demonstrating being a Member.
  - p. "University Community" means grouping of students and employees of the University, the entities that carry out a majority of their operations and activities at the University and in service to the University's students and employees, and the individuals that carry out the operations and activities of those entities.

## Section II: Objectives

1. The objectives of UMSU are
  - a. to promote and enhance collegial relations amongst Members;
  - b. to offer opportunities for open discussions of issues of concern to Members,
  - c. to provide representation and advocacy for Members,
  - d. to promote the democratically determined interests of Members, and
  - e. to provide services to Members that enhance their experience at the University.

## Section III: Governing Documents

### Documents and Their Precedence

1. The documents governing UMSU are:
  - a. Act.
  - b. Bylaws.
  - c. Governance and Operations Manual.
  - d. Election and Referendum Manual.
  - e. Standing Orders of the UMSU Board of Directors.
  - f. Positions Statements Book.
  - g. Supplementary Rules of Order.
  - h. Robert's Rules of Order.
  - i. Campaigns Guide.
2. In the case of conflict between the contents of UMSU's governing documents the document listed higher shall prevail.
3. To safeguard UMSU and UMSU's members' right to self-determination and to safeguard against interference in the foregoing by third-parties, UMSU shall take any and all measures necessary to ensure the primacy of its governing documents in governing its relationship with any and all external entities.

### Purview and Content Overview of Documents Under UMSU Control

4. The governing documents under UMSU's control include:
  - a. Bylaws.
  - b. Governance and Operations Manual.
  - c. Election and Referendum Manual.
  - d. Standing Orders of the UMSU Board of Directors.
  - e. Positions Statements Book.
  - f. Supplementary Rules of Order.
  - g. Campaigns Guide.
5. The purview of each of the documents under UMSU's control shall be as follows:
  - a. Bylaws - sets out in the most general terms the fundamental structure and function of UMSU, as well as the fundamental rights, responsibilities and duties of the UMSU, Members, governing bodies, appointed positions, and Appointees to those positions.
  - b. Governance and Operations Manual - sets out the details of UMSU's day-to-day operations and functions, and the mechanics thereof.
  - c. Election and Referendum Manual - sets out the details of election and referenda protocols and procedures.
  - d. Standing Orders of the UMSU Board of Directors - sets out any motions issued by the UMSU Board of Directors for a given year to expire at the end of April 30th of the same academic year.
  - e. Positions Statements Book - sets out UMSU's opinion and stance on relevant political matters. These statements are not intended to serve as rules or regulations, but rather to guide UMSU's relations with other actors as well as UMSU's initiatives related to those matters covered by the statements.
  - f. Supplementary Rules of Order - for a governing body, sets out additional rules of order not already addressed by any other governing document or setting out selections amongst applicable rules set out in another governing document, for application to a given governing body.
  - g. Campaigns Guide - describes the rationale and implementation details of the campaigns that UMSU intends to engage in for the purpose of implementing its political agenda as set out in the Position Statements Book.
6. In addition to the purview of governing documents, the following shall further define the contents of those documents.
  - a. Position statements shall include:

- i. a title clearly indicating the subject matter of the statement;
- ii. a brief, factual explanation of issues related to the subject that motivate the statement;
- iii. a listing of statements that UMSU supports;
- iv. a listing of statements that UMSU opposes; and
- v. reference to research supporting UMSU's positions as set out in the position statement. This research shall be Publicly Available.

## Amendment Procedures

7. Amendments to governing documents under UMSU Control shall proceed as follows:
  - a. The Bylaws may be amended by resolution of the UMSU Board of Directors approved with a two-thirds ( $\frac{2}{3}$ ) majority. The resolution must be moved by the Governance Committee (as defined in the Governance and Operations Manual).
  - b. The Governance and Operations Manual may be amended by resolution of the UMSU Board of Directors approved with a two-thirds ( $\frac{2}{3}$ ) majority vote. The resolution must be moved by the Governance Committee.
  - c. The Election and Referendum Manual may be amended by resolution of the UMSU Board of Directors approved with a two-thirds ( $\frac{2}{3}$ ) majority vote. The resolution must be moved by the Governance Committee (as defined in the Governance and Operations Manual).
  - d. The Position Statements Book may be amended by resolution of the UMSU Board of Directors approved with a majority vote. The resolution must be moved by the Governance Committee (as defined in the Governance and Operations Manual).
    - i. UMSU shall maintain a position statement template which shall be Publicly Available and which shall be employed for all position statements contained in the Position Statements Book.
8. All amendments to UMSU's governing documents require two weeks notice prior to being voted on in the UMSU Board of Directors.
9. All amendments to UMSU's governing documents may only be adopted by the UMSU Board of Directors during Regular Session.



## Section IV: Positions of Title

### Positions

1. UMSU shall have positions with specific titles each of which may be occupied by a single person at any given time.
  - a. There shall be five (5) positions with the title of Executive. Each Executive position shall have one of the following alternate titles:
    - i. President.
    - ii. Vice President Advocacy.
    - iii. Vice President Community Engagement
    - iv. Vice President Finance and Operations
    - v. Vice President Student Life
  - b. There shall be positions with the title of Director. Director positions shall have one of the following alternate titles and the number of Directors with the given alternate title shall be determined as follows:
    - i. One (1) Student Association Director per thousand (1000) Members represented by a Student Association to a maximum of four (4).
    - ii. One (1) Recognized Organization Director per Recognized Organization.
    - iii. One (1) Community Director per Community.
    - iv. Committee Chairs, the UMGSA, and Board of Governors members are considered 'ex-officio' Directors
  - c. There shall be a position with the title of the UMSU Board of Directors Chair ("Board Chair").
  - d. There shall be a position with the title of Chief Returning Officer.
  - e. There shall be a positions with the title of Deputy Returning Officer.
  - f. Upon the announcement of an election results for a position of title, an individual appointed to assume a given position of title as a result of that election shall automatically be an Appointee to that position of title with a title composed of the title of the position to which the individual has been elected concatenated with "- Elect" (e.g. Vice President Advocacy - Elect). Once the individual has assumed the position to which they have been elected, that individual shall cease to have this intermediary title and shall assume the title of the position to which the individual was elected.

### Duties of Positions

2. Each position shall be assigned duties to be carried out by the Appointee to that position. These duties shall be set out in the Governance and Operations Manual.
3. Appointees to a position of title shall be bound to all edicts of UMSU's governing documents until such time as they have vacated their position via procedures for the removal of an appointee or resignation of an appointee as set out in these Bylaws.

### Reporting and Responsibility

4. Unless explicitly exempted in these Bylaws, each position must report on its decisions and activities to, and may have its decisions or actions overturned by, a specific governing body and procedures as set out herein.
  - a. Executive positions shall report to the Executive Committee and to the UMSU Board of Directors. Decisions and actions taken by Appointees to Executive positions may be overturned by the Board.
  - b. Student Association Director positions must report to the Student Association responsible for appointments to those positions.
  - c. Recognized Organization Director positions must report to the Recognized Organization responsible for appointments to those positions.
  - d. Community Representative Directors must report to the UMSU Board of Directors.

- e. The Board Chair position must report to the UMSU Board of Directors. Decisions and actions of the Appointee to the position of the UMSU Board of Directors Chair may be overturned by the Board.
- f. The Chief Returning Officer position must report to the UMSU Board of Directors. Decisions and actions of the Appointee to the position of Chief Returning Officer may be overturned by resolution of the Board approved with a two-thirds ( $\frac{2}{3}$ ) majority vote.
- g. The Deputy Returning Officer positions must report to Chief Returning Officer. The Decisions and actions of the Appointees to the positions of Deputy Returning Officer may be overturned by the Chief Returning Officer.

### Appointment to a Position

5. Each position of title shall have procedures for determining its Appointees.
  - a. Executives shall be appointed by General Election.
  - b. Student Association Directors shall be appointed by election of the students their association represents.
    - i. Student Association Directors may not be appointed by vote of their association.
  - c. Recognized Organization Directors shall be appointed by election of the students their organization represents.
    - i. Recognized Organization Directors may not be appointed by vote of their organization.
  - d. Community Directors shall be appointed by General Election.
  - e. The Board Chair shall be recommended by the Selections Committee and appointed by the UMSU Board of Directors.
  - f. The Chief Returning Officer shall be recommended by the Chief Returning Officer Selections Committee as set out in the Governance and Operations Manual.
  - g. The Deputy Returning Officers shall be appointed by the Chief Returning Officer.

### Appointment Restrictions

6. At any given time, a position of title may only be occupied by a single Appointee and a single Appointee may only occupy a single position of title.
7. With exception of the Business Management and Governance Committees, an Appointee to a position of title may not be an employee of UMSU during the position's term.
8. In any given term, a position of title may not be occupied by an Appointee that has vacated that same position for whatever reason in the given term.

### Removal of Appointee

9. Each position of title shall have procedures for removing its Appointee. Upon satisfaction of these procedures, the removal shall have immediate effect.
  - a. An Appointee to an Executive position may be removed by referendum. The referendum shall be initiated upon receipt by the Board Chair of a petition signed by no less than ten (10) percent of the Members. The wording of the referendum question shall be, "Should (insert name of Appointee to Executive position) continue to serve as (insert title of Executive position) of the University of Manitoba Students' Union?" and responses to the question may only take the form of "yes", "no", or "abstain".
  - b. Following a submission from an ad-hoc governing body regarding the investigation of misconduct of an Appointee to an Executive position, the Appointee may be removed by two-thirds ( $\frac{2}{3}$ ) majority vote of the Board during a meeting with two-thirds ( $\frac{2}{3}$ ) quorum.
  - c. Following a submission from an ad-hoc governing body regarding the investigation of misconduct of a Student Association Director, the Appointee may be removed by two-thirds ( $\frac{2}{3}$ ) majority vote of the UMSU Board of Directors, or by written notice from the Student Association that appointed the Director submitted to the Board Chair.
  - d. Following a submission from an ad-hoc governing body regarding the investigation of misconduct of a Recognized Organization Director, the Appointee may be removed by

- two-thirds ( $\frac{2}{3}$ ) majority vote of the UMSU Board of Directors, or by written notice from the Recognized Organization that appointed the Director submitted to the Board Chair.
- e. Following a submission from an ad-hoc governing body regarding the investigation of misconduct a Community Director, the Appointee may be removed by a two-thirds ( $\frac{2}{3}$ ) majority vote of the UMSU Board of Directors.
  - f. Following a submission from an ad-hoc governing body regarding the investigation of misconduct of the Board Chair, the Appointee may be removed by a two-thirds ( $\frac{2}{3}$ ) majority vote of the UMSU Board of Directors.
  - g. Following a submission from an ad-hoc governing body regarding the investigation of misconduct of the Chief Returning Officer, the Appointee may be removed by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board on motion from the Executive Committee passed at two consecutive meetings.
  - h. An Appointee to a position of Deputy Returning Officer may be removed by decision of the Chief Returning Officer.
10. All ad-hoc governing bodies charged with the investigation into misconduct of an Appointee must be composed of 5 randomly selected directors.
- a. The accuser nor the accused may sit on this body.
  - b. The body shall be struck during the meeting where the charge against an Appointee is made and have until the next meeting of the board to investigate the charge.
  - c. The body shall make a recommendation to the board regarding the charge.
  - d. If the charge is against an Executive Appointee, the General Manager shall be an ex officio non-voting member of the ad-hoc governing body
11. The removal of any Appointee to a seat may take no less than 2 weeks from the time a charge is made.
12. Amendments to this bylaw shall not take effect until the following May 1<sup>st</sup> after being adopted by the UMSU Board of Directors.

### Resignation of Appointee

13. A position of title shall be deemed vacated 30 days after delivery from the Appointee by written notice setting out the Appointee's resignation if no specific date is given for the resignation to take effect.
- a. The Appointee to an Executive position must deliver notice of resignation to the Board Chair and to the General Manager.
  - b. The Appointee to a Student Association Director position must deliver notice of resignation to the Board Chair and to the Student Association responsible for appointment to that position.
  - c. The Appointee to a Recognized Organization Director position must deliver notice of resignation to the Board Chair and to the Recognized Organization responsible for appointment to that position.
  - d. The Appointee to a Community Director position must deliver notice of resignation to the Board Chair and to the Chief Returning Officer.
  - e. The Appointee to the position of Chief Returning Officer must deliver notice of resignation to the Board Chair.
  - f. The Appointee to a position of Deputy Chief Returning Officer must deliver notice of resignation to the Chief Returning Officer.

### Term of Appointee

14. An Appointee to a position of title may only continue to occupy that position for a finite term delimited by a beginning and ending date. The term shall be inclusive of those dates. Regardless of the date of the Appointee's appointment, the Appointee shall cease to hold the appointed position at the ending date of the position's term.
- a. Executives positions shall have a term beginning May 1st and ending on April 30th that follows.
  - b. Director positions shall have a term beginning May 1st and ending on April 30th that follows.

- c. The Board Chair position shall have a term beginning May 1st and ending on April 30th that follows.
- d. The Selections Committee shall nominate and present a candidate for the Chief Returning Officer to the UMSU Board of Directors no later than August 30th. The position's term of office shall commence upon appointment by the UMSU Board of Directors and shall expire on April 30th of the following calendar year.
- e. Deputy Returning Officer positions shall have terms commensurate with the election or referendum process for which the Appointees to those position were determined.

### Remuneration of Appointee

15. Appointees to positions of title may receive remuneration for their service in a position of title.
- a. Appointees to Executive positions shall be paid a salary in an amount to be determined by the UMSU Board of Directors on a motion from the Finance Committee (as defined in the Governance and Operations Manual).
  - b. Appointees to Director positions shall receive no remuneration.
  - c. The Appointee to the position of the Board Chair shall be awarded an honorarium at the end of the position's term in an amount determined by resolution of the Finance Committee (as defined in the Governance and Operations Manual) and approved by resolution of the UMSU Board of Directors.
  - d. The Appointee to the position of Chief Returning Officer shall be awarded an honorarium in an amount determined by resolution of the Finance Committee (as defined in the Governance and Operations Manual) and approved by resolution of the Executive Committee.
  - e. Appointees to Deputy Returning Officer positions shall be paid salaries in amounts set out by the CRO subject to budgetary constraints.

## Section V: Governing Bodies

### Definition of Governing Bodies

1. UMSU's affairs shall be governed by a set of governing bodies.
  - a. There shall be a governing body entitled the "UMSU Board of Directors", referred to as the "Council" as set out in the Act in reference to a "Student Council".
  - b. There shall be a governing body entitled Executive Committee.
  - c. There shall be a governing body entitled Selections Committee.
  - d. There shall be a governing body entitled the Judicial Board.
  - e. There shall be a governing body entitled Business Management Committee.
  - f. There shall be any number of governing bodies referred to as Sub-Committees with titles set out in the Governance and Operations Manual.
  - g. There shall be a governing body entitled General Assembly as set out in the Act in reference to a "Meeting of Members".

### Duties of Bodies

2. Without limiting a governing body's purview and authority set out in these Bylaws, each governing body shall have specific duties set out in the Governance and Operations Manual.

### Purview of Bodies

3. Each governing body shall have a purview.
  - a. The UMSU Board of Directors ("the Council" as per the UMSU Act) shall have a purview and authority as set out in the Act.
  - b. The Executive Committee shall have purview over: UMSU's day-to-day operations and management; UMSU's financial, contractual and legal affairs; and UMSU's representation to External Entities.
  - c. The Selections Committee shall have purview over the selection of Appointees except where a seat of a governing body is assigned to the Appointee of a position of title.
  - d. The Judicial Board shall have purview over the consideration and adjudication of disputes that arise during UMSU Elections and Referenda.
  - e. Each Sub-Committee shall have a purview as set out in the Governance and Operations Manual. This purview shall be strictly limited to submitting analyses, recommendations and motions to the UMSU Board of Directors exclusively regarding matters related to specific UMSU affairs.

### Reporting and responsibility of bodies

4. Unless explicitly exempted in these Bylaws, each governing body must report on its decisions and activities to, and may have its decisions or actions overturned by, a specific governing body and procedures as set out herein.
  - a. The UMSU Board of Directors must report to the General Assembly, but may not have its decisions or actions overturned by the general assembly.
    - i. Motions of the board may be overturned by the Judicial Board as stated in the Governance and Operations Manual.
  - b. The Executive Committee must report to, and may have its decisions or actions overturned by resolution of the UMSU Board of Directors adopted with a two-thirds ( $\frac{2}{3}$ ) majority vote.
  - c. The Selections Committee must report to the UMSU Board of Directors, and may have its decisions or actions overturned by resolution of the UMSU Board of Directors adopted with a two-thirds ( $\frac{2}{3}$ ) majority vote.
  - d. The Judicial Board must report to the UMSU Board of Directors, but its decisions and actions may not be overturned by any governing body.
  - e. The Business Management Committee shall report to the UMSU Board of Directors, and may have its decisions or actions overturned by resolution of the UMSU Board of Directors adopted with a two-thirds ( $\frac{2}{3}$ ) majority vote.

- f. Each Sub-Committee must report to, and may have its decisions or actions overturned by the UMSU Board of Directors.
- g. The General Assembly may, by two-thirds ( $\frac{2}{3}$ ) majority vote of Members who are present, rescind any motion of the UMSU Board of Directors then in office. Any motion passed by the General Assembly may be rescinded or amended by two-thirds ( $\frac{2}{3}$ ) majority vote of the UMSU Board of Directors.

### Seats comprising bodies

5. Each governing body shall be comprised of a number of voting seats and a number of non-voting seats.
  - a. The UMSU Board of Directors shall have a single voting seat for each Director and for each Executive, and a single non-voting seat for the chair of any Sub-Committee, the President of the University of Manitoba Graduate Students' Association (UMGSA), Student Members of the Board of Governors who are not Members of the Board and for the UMSU Board of Directors Chair.
  - b. The Executive Committee shall have a single voting seat for each Executive and no non-voting seats.
  - c. The Selections Committee shall have a single voting seat for each of the President, as chair; one (1) other Executive, as vice-chair; three (3) Directors, and no non-voting seats.
  - d. The Judicial Board shall have a single voting seat for one (1) Member at large to act as chairperson, three (3) Directors, an additional four (4) Members at large and no non-voting seats.
  - e. The Business Management Committee shall have voting seats for the General Manager, the President, Vice President Finance and Operations, one (1) Director, and all UMSU management employees responsible for the operation of an UMSU business, and one non-voting seat for UMSU's accountant.
  - f. Each Sub-Committee shall have a number of voting seats and a number of non-voting seats as set out in the Governance and Operations Manual.
  - g. The General Assembly shall have one voting seat for each Member and no non-voting seats.

### Appointment to seats

6. Each governing body shall have procedures for determining Appointees to its seats, but these procedures shall not apply to those seats of a governing body assigned to the Appointee to a position of title or to Members.
  - a. The Appointee to the seat on the Selections Committee assigned to one (1) Executive that is not the President shall be determined by resolution of the Executive Committee. The Appointees to seats on the Selections Committee assigned to Directors shall be determined by resolution of the UMSU Board of Directors following each Appointee's random selection from amongst Directors that have applied for that seat following procedures set out in the Governance and Operations Manual.
  - b. The Appointees to seats on the Judicial Board shall be determined by the Selections Committee.
  - c. The Appointees to seats on the Business Management Committee reserved for the one (1) Director shall be determined by the Selections Committee.
  - d. The Appointees to seats on Sub-Committees shall be determined by the Selections Committee.

### Restrictions to appointments to seats

7. At any given time, a seat of a governing body may only be occupied by a single Appointee and a single Appointee may only occupy a single seat of a governing body.

8. An Appointee to a seat on a governing body may not be an employee of UMSU during the seat's term.

### Removal of an Appointee from a seat

9. Each governing body shall have procedures for removing an Appointee from one of its seats, but these procedures shall not apply to those seats of a governing body assigned to the Appointee to a position of title or to Members.
  - a. An Appointee to a seat of the Selections Committee may be removed by a resolution of the UMSU Board of Directors approved by a two-thirds ( $\frac{2}{3}$ ) majority vote.
  - b. An Appointee to a seat of the Judicial Board may be removed by a resolution of the UMSU Board of Directors approved by a two-thirds ( $\frac{2}{3}$ ) majority vote.
  - c. An Appointee to a Director seat on the Business Management Committee may be removed by a resolution of the UMSU Board of Directors approved by a two-thirds ( $\frac{2}{3}$ ) majority vote.
  - d. An Appointee to a seat of a Sub-Committee may be removed by a resolution of the UMSU Board of Directors approved by a two-thirds ( $\frac{2}{3}$ ) majority vote.

### Resignation of Appointee from a seat

10. An Appointee's seat shall become vacant following either the receipt by the applicable governing body's chairperson of written notice setting out the Appointee's resignation issued by the Appointee or upon the Appointee having failed to be present on three (3) occasions of the recording of attendance occurring at separate, duly convened meetings of that governing body. If no specific date is given for the resignation to take effect, it shall take effect 30 days after the notice is given to the Chair. These procedures shall not apply to those seats of a governing body assigned to the Appointee to a position of title or to Members.

### Term of Appointee to a seat

11. Except for seats of a governing body assigned to the Appointee to a position of title or the seats of the General Assembly, seats of a governing body shall become vacant at the end of the financial year.
12. A seat of a governing body assigned to the Appointee to a position of title shall become vacant upon the Appointee to the position of title vacates that position.

### Remuneration of Appointee to a seat

13. Except for seats of a governing body assigned to the Appointee to a position of title or to an UMSU employee where explicitly allowed in these bylaws, Appointees to a governing body shall not be entitled to any remuneration.

### Voting rights of Appointee to a seat

14. An Appointee to a voting seat of a governing body shall have the right to cast votes assigned to that Appointee's seat.
  - a. Each voting seat of the UMSU Board of Directors shall be assigned one (1) vote.
  - b. Each voting seat of the Executive Committee shall be assigned one (1) vote.
  - c. Each voting seat of the Selections Committee shall be assigned one (1) vote.
  - d. Each voting seat of the Judicial Board shall be assigned one (1) vote.
  - e. Each voting seat of the Business Management Committee shall be assigned one (1) vote.
  - f. Each voting seat of each Sub-Committee shall be assigned one (1) vote.
  - g. Each voting seat of the General Assembly shall be assigned one (1) vote.

### Proxying and transferring of rights assigned to seats

15. From time-to-time, the Appointee to a seat on the UMSU Board of Directors assigned to a Director position may appoint a proxy member for any part of the Director's term of office. Proxies must be Members. A voting Director may not act as a proxy.

## Continuance of body's business

16. Unless stated otherwise exclusively in these Bylaws, any matters considered by a governing body that have not been enacted, and any matters received for consideration by a governing body not already considered, shall expire at the end of the financial year in which the matter was considered or received, and shall require re-submission to that governing body for consideration in the following financial year.

## Chairperson of bodies

17. Each governing body shall have a chairperson who manages the affairs of the governing body and who is responsible for all matters related to the preparation, convening, conducting, and administration of its meetings.
- a. The chairperson of the UMSU Board of Directors shall be the Board Chair. In the case of a vacancy in the chairperson position, or in the case that the chairperson cannot perform the requisite duties, the President may temporarily act as chairperson.
  - b. The chairperson of the Executive Committee shall be the President. In the case of a vacancy in the chairperson position, or in the case that the chairperson cannot perform the requisite duties, the Vice President Finance and Operations may temporarily act as chairperson. In the absence of the President and the Vice President Finance and Operations, the remaining voting members of the Executive Committee shall elect a temporary Chair for the meeting.
  - c. The chairperson of the Selections Committee shall be the President. In the case of a vacancy in the chairperson position, or in the case that the chairperson cannot perform the requisite duties, the Vice-President may temporarily act as chairperson.
  - d. The chairperson of the Judicial Board shall be the Appointee to the seat reserved for a chairperson. In the case of a vacancy in the chairperson position, or in the case that the chairperson cannot perform the requisite duties, the Vice-Chair, appointed by the Chair, may temporarily act as chairperson.
  - e. The chairperson of the Business Management Committee shall be the General Manager.
  - f. Unless otherwise set out in the Governance and Operations Manual, the chairperson of a Sub-Committee shall be selected from amongst, and by, Appointees to that Sub-Committee. In the case of a vacancy in the chairperson position, or in the case that the chairperson cannot perform the requisite duties, a member voted from amongst the committee to temporarily act as chairperson.
  - g. The chairperson of the General Assembly shall be the Board Chair. In the case of a vacancy in the chairperson position, or in the case that the chairperson cannot perform the requisite duties, the President may temporarily act as chairperson.

## Quorum for meetings of bodies

18. Each governing body shall have a defined quorum. Notwithstanding the Act, no action of a governing body shall have any force or effect in the absence of quorum.
- a. Quorum for the UMSU Board of Directors shall be majority of Appointees to its voting seats
  - b. Quorum for the Executive Committee shall be a majority of Appointees to its voting seats.
  - c. Quorum for the Selections Committee shall be four (4) Appointees to its voting seats.



- d. Quorum for the Judicial Board shall (6) Appointees to its voting seats.
- e. Quorum for the Business Management Committee shall be one-third (1/3) of Appointees to its voting seats.
- f. Quorum for each Sub-Committee shall be a majority of Appointees to its voting seats.
- g. Quorum for the General Assembly shall be 200 Members.

## Section VI: Meetings of Governing Bodies

### Meeting types

1. Governing Bodies shall be allowed to hold only three (3) different types of meetings: regular meetings, special meetings, and consultation meetings.
2. In a given term, a governing body's regular meetings shall be held at regular intervals with specific dates and times of meetings at each interval set out in a schedule. Unless otherwise specified in these Bylaws, the schedule of a governing body's regular meetings shall be approved by vote of the governing body at its first meeting of the term. The date and time of this first meeting shall be set by the chairperson of the governing body.
3. A special meeting of a governing body may be convened at any date and time. The purpose of a special meeting shall be for the governing body to vote on a single, specific resolution identified in the notice for the special meeting.
4. A consultation meeting of a governing body may be convened at any date and time. The purpose of a consultation meeting shall be to consider any number of matters set out in the notice for the consultation meeting. Any and all results of a consultation meeting shall be taken as recommendations and shall not be binding in any way.

### Regular meeting schedule

5. The UMSU Board of Directors shall hold regular meetings. In each financial year, prior to October 1st of that financial year, the Board shall adopt a schedule setting out the dates of these meetings for that financial year.
  - a. During the Summer Session, there shall be at least one Board Meeting per month, at dates, times and locations set by the President in consultation with the Chair of the Board unless varied by the Board.
  - b. The Executive Committee shall make a motion to the Board in consultation with the Chair of the Board to adopt a schedule of proposed Board Meetings in the Regular Session no later than the second Board Meeting in September. This schedule shall contain the dates, times and locations of each proposed Board Meeting.
  - c. Unless varied by the Board, during the Regular Session, there shall be at least two Board Meetings per month except in December where there shall be one.
6. The Executive Committee shall hold regular meetings at least once per month during Regular Session.
7. The Selections Committee shall hold regular meetings following a schedule determined by the chair.
  - a. The Selections Committee shall meet within four weeks of the first meeting of the new Board.
8. Board Sub-Committees shall hold regular meetings at least once per Academic Session following a schedule determined by the committee's chair.
9. The General Assembly shall be convened to a regular meeting on two (2) occasions per financial year: one (1) of these meetings shall be scheduled to occur at the Fort Garry campus, and one (1) shall be scheduled to occur at the Bannatyne Campus.
  - a. Additional General Meetings may be scheduled by the Board on a motion by the Executive Committee.

### Calling of special meetings

10. A special meeting of a governing body may only be called by resolution of the governing body or by the chairperson of the governing body.
11. A Special Board Meeting may be requested in writing by any of the following:
  - a. The President
  - b. One-fifth (1/5) of Directors
  - c. Fifty Members
12. Exceptionally, the General Assembly may also be convened to a special meeting by submission of a petition bearing the signatures of no less than two hundred (200) Members

and setting out the resolution to be voted on at that meeting. A meeting so called shall be scheduled at the earliest possible convenience as determined by the chairperson of the General Assembly.

## Notice

13. The chairperson of a governing body must issue written notice that a meeting is to be convened.
14. Notice must be sent to each Appointee to a seat on a governing body at least three working days' notice prior to the scheduled beginning for a Special Board Meeting
15. Notice must be sent to each Appointee to a seat on a governing body at least two working days' notice prior to the scheduled beginning for a sub-committee meeting.
16. Notice must be sent to each Appointee to a seat on a governing body at least thirty-six (36) hours' notice prior to the scheduled beginning for a Selections Committee meeting.
17. Notice must be sent to each Appointee to a seat of the General Assembly at least thirty-six (36) hours prior to the scheduled beginning of a meeting.
18. Notice of a meeting to be convened shall include at least:
  - a. The date and time at which the meeting is to be brought to order.
  - b. The detailed location at which the meeting is scheduled to take place.
  - c. The meeting's agenda.

## Agenda

19. The agenda for a governing body meeting must include at least the following items:
  - a. Call to order.
  - b. Recording of meeting attendance including voting, non-voting, and guest participants.
  - c. Recognition of the meeting's chairperson.
  - d. Recognition of the meeting's recording secretary.
  - e. Resolutions to approve previous meeting's minutes, and the meetings' minutes to be approved.
  - f. All motions carried forward from previous meetings' agendas.
  - g. All motions submitted to the chairperson for consideration at the present meeting.
  - h. Documents submitted in support of motions included in the agenda.
  - i. Adjournment.

## Cancellation

20. A meeting may only be cancelled by the chairperson of a governing body.
21. A meeting may only be cancelled if the chairperson has received written notice from a sufficient number of voting members of the governing body to ascertain that quorum would not have been met should the meeting have been convened.
22. The chairperson must catalogue all evidence used to determine that a meeting should have been cancelled, and present that catalogue to the members of the governing body at its next meeting.

## Records

23. A governing body must record the proceedings of its meetings. The proceedings for a meeting must include at least:
  - a. The notice of the meeting.
  - b. A record of all decisions taken at the meeting.
  - c. Any and all materials presented or considered at the meeting.
24. Complete and accurate minutes shall be taken of all meetings and shall be available to Members upon request.

25. The Board shall take complete and accurate minutes of the proceedings of all Board Meetings. These minutes shall be:
  - a. Kept in the Minute Record, which shall also include a separate list of all motions passed and defeated by the Board in Open Session;
  - b. Signed by the President and Chair of the Board;
  - c. Copied and provided to every Director and to any other Member who requests copies thereof; and,
  - d. Made available for Members to access.
26. All meetings of the Executive shall be in closed session unless otherwise decided upon by the Committee

### Guest Attendance

27. Guests (i.e. those persons not appointed to a seat on a governing body) may attend any meeting of a governing body. However, guests shall be required to vacate the meeting location during periods in which the governing body has entered into an *in camera* (or closed, or confidential) session as set out by the applicable rules of order. Guests shall be invited by the chairperson to rejoin the meeting following the governing body's exit from such a session.

### Additional Rules of Order

28. A governing body may, at its sole discretion, adopt a document entitled Supplementary Rules of Order governing its operations.
29. Supplementary Rules of Order shall be subservient to all governing documents set out in these Bylaws.
30. The adoption or modification of Supplementary Rules of Order requires a resolution of the affected governing body adopted with a two-thirds ( $\frac{2}{3}$ ) majority vote.
31. Supplementary Rules of Order shall remain in effect for all meetings of the governing body that approved those rules and occurring during the Financial Year and following the meeting of the governing body at which the rules were approved or until otherwise amended during that Financial Year. Any Supplementary Rules of Order in effect during a given Financial Year shall cease to be in effect at the close of the Financial Year in which they were enacted.
32. Upon adoption of Supplementary Rules of Order, UMSU shall make these rules Publicly Available.

## Section VII: Financial, Contractual and Legal Matters

### Financial Year

1. UMSU's financial year shall be May 1<sup>st</sup> to April 30<sup>th</sup> of the following year.

### Accounting method

2. UMSU shall employ fund based accounting and Canadian Generally Accepted Accounting Principles in effect in a given financial year as set out by the Accounting Standards Board.

### Funds

3. UMSU shall maintain the following funds:
  - a. Union Operation.
  - b. Business Operation.
  - c. Dedicated Fees.
  - d. Contingency.

### Bank Accounts

4. Separate bank accounts shall be maintained for each of the funds maintained by UMSU. At the discretion of UMSU's General Manager, one additional general operations bank account may be maintained for the sole purpose of acting as an intermediary in streamlining the reception and disbursement of funds. All fund accounting shall be reconciled with those bank accounts, and at the close of each Financial Year, the general operations account, should it exist, shall be liquidated and its funds transferred to the appropriate accounts.
5. No debits from any UMSU bank account may be made without written authorization from two signing authorities.

### Signing authorities

6. The signing authorities are the:
  - a. President.
  - b. Vice President Finance and Operations.
  - c. General Manager.
  - d. One management staff person appointed by the Executive Committee.
7. The Board may appoint on motion by the Executive Committee or the Finance Committee any person to sign particular contracts, documents, or instruments in writing, which, once endorsed, shall be binding on the Union.
8. All contracts and agreements entered into by UMSU shall be signed by both the UMSU President and the UMSU General Manager.

### Currency

9. All monetary values expressed in these Bylaws are in Canadian Dollars (CAD).

### Fees

10. All fees levied upon Members as approved by the University's Board of Governors as requested by the Board shall be directed into one of UMSU's funds and so indicated in the annual budget.
11. UMSU shall maintain a Publicly Available listing of all fees under its purview that are levied upon Members as requested of the University's Board of Governors by UMSU. This listing shall indicate to which of UMSU's funds these fees are attributed, how these fees are mandated to evolve over their lifetime, the formulae by which they are applied to individual Members, and to which of UMSU's funds they are attributed. Any changes to this listing shall require a resolution of the Board approved by (2/3) majority vote and this motion shall be submitted by the Finance Committee (as defined in the Governance and Operations Manual).
12. New membership fees shall only be implemented after first being approved by referenda of the members.

13. Membership fees shall only be increased or decreased after first being approved by referenda of the members, or with a 2/3 majority vote of the board at a regularly scheduled meeting with 2/3 quorum.
  - a. Section VII (11) shall not apply to increases as a result of indexation.

### Annual budget

14. A maximum of one calendar month before the beginning of a financial year, the Board shall approve an annual budget which shall be applied in the following financial year. This annual budget shall be produced by the Finance Committee with input from other stakeholders as required in these Bylaws.
15. All revenue and expense lines in the annual budget shall be attributed to a fund.
16. All and only UMSU businesses related revenues and expenses shall be attributed to the Business Operation fund.
17. All revenues and expenses related to UMSU fees levied from Members for Funding Recipient Groups or for University of Manitoba Students' Union Endowment Fund shall be attributed to the Dedicated Fees fund.
18. All revenue and expense items not attributed to the Business Operation fund or the Dedicated Fees fund shall be attributed to the Union Operation fund.
19. The Contingency Fund shall be used only for mitigating the impact of financial demands not foreseen in the annual budget. Expenses to the Contingency fund including any transfers between from the Contingency fund to another fund shall require either a two-thirds ( $\frac{2}{3}$ ) majority approval of a resolution so ordering from the Board, or approval of both the Executive Committee and Finance Committee reported in writing at the next Board meeting.
20. UMSU's retained earnings shall be implemented via end-of-year target fund balances established via the annual budgeting procedure.
21. At the close of each Financial Year, both the Union Operation and Business Operation Fund shall transfer all funds in surplus of established end-of-year target fund balances to the Contingency fund as long as the Contingency fund maintains a projected end-of-year balance less than fifteen percent (15%) of the sum of total projected end-of-year expenses recorded in the Union Operations and Business Operations funds. All other surpluses in the Union Operation and Business Operation funds shall be transferred to the University of Manitoba Students' Union Endowment Fund Inc. before the close of the second quarter of the following Financial Year.
22. Transfers between funds shall be reported in the annual budget. No transfer between funds not authorized in the annual budget may occur unless so authorized by resolution of the Board.
23. All Annual Budget line items attributed to the Union Operation fund shall require the approval of the Executive Committee and the Finance Committee (as defined in the Governance and Operations Manual) before the Annual Budget is submitted to the Board for approval.
24. All Annual Budget line items attributed to the Business Operation fund shall require the approval of the Business Management Committee (as defined in the Governance and Operations Manual) and Finance Committee (as defined in the Governance and Operations Manual) before the Annual Budget is submitted to the Board for approval.
25. Aggregated business financial information shall be provided by the Business Management Committee to the Finance Committee for its approval and inclusion in the union's overall annual budget before presentation to the Board for final approval.
26. In the case of disagreement between the Finance Committee and either the Executive Committee or the Business Management Committee with regards to the respective Annual Budget line items requiring mutual approval, both the chairpersons of the committees in conflict shall be required to present their positions to the Board for a final decision.
27. Discretionary spending shall be restricted to a single line item in the annual budget drawn from the Union Operation fund. Any expenditures attributed to that budget line shall require the approval of the Executive Committee by resolution adopted with a majority vote. This approval must occur before an expense is incurred. If for some reason the order of those events (i.e. approval and then expenditure) is reversed, only the Board may authorize the expense.

28. An annual budget shall be produced following procedures set out in the Governance and Operations Manual, but shall include explicit indication of the amount expected to be spent in clearly articulated expense line items.

### Credit instruments

29. Only permanent, full-time employees of UMSU may have access to any of UMSU's credit instruments including credit cards. Access to such instruments is at the sole discretion and the responsibility of UMSU's General Manager.

### Spending restrictions

30. No expense may be incurred in a financial year in the absence of an approved annual budget other than those expenses required to satisfy payroll or contractual obligations that existed in the previous Financial Year.
31. Unless authorized by the Board in the same financial year in which an expenditure is to be incurred and in advance of the expenditure, an expenditure may not be made that exceeds or would cause to be exceeded by more than ten percent (10%) of the annual budget line items to which the expense is applied, or by more than five percent (5%) of the total of all expenditures set out in the annual budget.

### Disbursements

32. No disbursement of UMSU funds may be effected in the absence of a completed and duly approved expense requisition form.
33. An expense requisition form must include:
- The amount of each item contributing to the total of the disbursement;
  - An invoice or receipt for each of those items;
  - If applicable, reference to a duly approved motion of an appropriate governing body with the ability to authorize the expense; and
  - Indication of the annual budget line item to which each expense item is to be attributed.
34. It shall be the responsibility of the party requesting the disbursement to complete the requisition form.
35. At least one signing authority must both verify and sign the requisition form before a disbursement of UMSU funds may be effected.
36. No materials related to effecting a disbursement of UMSU funds including requisition forms or cheques, may be signed by a disbursement's recipient.

### Financial reporting

37. The Board shall be presented with quarterly financial reports including: financial statements, year-to-date budget expenditures, and year-end budget expenditure projections.

### Contracts

38. All contracts must be approved by resolution of either the Executive Committee, the Finance Committee, or the Board. The Executive Committee may only approve contracts with a maximum annual value of \$5,000; the Finance Committee may only approve only approve contracts with a maximum annual value of \$15,000; the Board may approve contracts of any value. Contracts may not be artificially divided into a series of contracts so as to evade these limits.
39. Any contract into which UMSU wishes to enter that entails an expenditure of more than \$15,000 in any financial year for which the contract is intended to be in effect shall require the approval of the Board by resolution adopted by majority vote.

40. Multi-year contracts or agreements with a term of three or more years requires additional approval:
  - a. Contracts or agreements related to UMSU Businesses must be reviewed and approved by the Business Management Committee and reported to the Finance Committee
  - b. Contracts or agreements unrelated to UMSU Businesses must be approved by the Executive Committee and Finance Committee followed by the approval of the Board
41. Any employment contract into which UMSU wishes to enter must be subject to review by UMSU's legal counsel and be accompanied by a note from said counsel indicating that the contract does not run counter to UMSU's best interests. A contract so approved may be used in separate instances for different employees engaged by UMSU.
42. Any contract requiring an expenditure of more than \$50,000 in any given Financial Year shall be put out to tender. The Board shall be presented with and shall be required to approve by resolution adopted by majority vote the entire tendering process including:
  - a. the parameters for the product or service to be supplied that will be included in the request for tenders;
  - b. how and where the request for tenders will be publicised;
  - c. how bids should be received (e.g. sealed and not opened until a specific date by specific people);
  - d. the criteria for evaluating the bids;
  - e. what governing body shall be responsible for those evaluations;
  - f. the timeline for each step in the tendering and bid evaluation process; and
  - g. how the results will be presented to the Board for a final decision.
43. Any contract requiring a tendering procedure shall only be entered into by UMSU upon resolution of the Board approved with a majority vote.
44. Contracts, documents, or instruments in writing requiring the signature of UMSU must be signed by two signing authorities.
45. When negotiating contracts UMSU must inform the other parties to the contract that final approval of any agreement is subject to approval from the appropriate governing body and signing authorities, unless otherwise delegated by procedure evidenced in writing and in compliance with the UMSU's governing documents.

### **Conflict of Interest**

46. Any Appointee to a seat on a governing body, any signing authority or any employee with a direct or indirect material interest in a contract or agreement must recuse themselves from participation in anything to do with the negotiation or engagement of that contract or agreement. If such an individual is involved in any way with the negotiation or engagement of that contract or agreement, the conflict of interest must be fully disclosed in writing to the Board.
47. Any individual with signing authority for a contract or agreement is not allowed to sign that contract or agreement on behalf of UMSU if that person has a direct or indirect material interest in the contract or agreement.

### **Legal Actions, Proceedings or Matters**

48. UMSU may only initiate or terminate a legal action upon resolution of the Board approved with a two-thirds ( $\frac{2}{3}$ ) majority vote.
49. Before UMSU initiates a legal action, a budget setting out the total projected costs of the action shall be presented to the Board and shall require Board approval by resolution adopted with a two-thirds ( $\frac{2}{3}$ ) majority vote. The legal action may not be initiated without this approval.
50. A summary and the status of any ongoing legal action in which UMSU is engaged must be reported on in writing to the Board upon its initiation and at a minimum of every three months following its initiation and until a final settlement or judgement is reached. Before submitting such a report, the report must be reviewed by legal counsel in order to verify that its contents, while providing useful status information, does not jeopardize UMSU's position in the matter.



51. Before UMSU terminates an ongoing legal action, the costs associated with termination (e.g. failure to recover an amount claimed in an action, the costs of a settlement, or the continued financial burden of a contract that remains in place) shall be presented to the Board and shall require Board approval by resolution adopted with a two-thirds ( $\frac{2}{3}$ ) majority vote. The legal action may not be terminated without this approval.

### **Legal Representation**

52. If the appointee to a position of title or a seat on a governing body other than the General Assembly, or any volunteer of UMSU in carrying out a duty prescribed or assigned by UMSU, is named or may be named as a defendant or respondent in a lawsuit or any other proceeding, UMSU may provide legal counsel following procedures set out in the Governance and Operations Manual.

## Section VIII: Human Resource Management and Organizational Structure

### Human resource management documentation

1. UMSU shall document, implement and maintain a comprehensive human resource management strategy including at least:
  - a. An organizational chart;
  - b. Job descriptions;
  - c. A salary, benefits and promotions chart;
  - d. Procedures for beginning and terminating employment;
  - e. Disciplinary procedures; and
  - f. Performance review procedures.
2. Such documentation shall be under the purview of the Board, reviewed by an external consultant, and reviewed by legal counsel to ensure compliance with applicable laws.

### Implementation

3. UMSU's General Manager shall be responsible for all engagement or termination of UMSU employees.
4. Decisions related to the employment of UMSU's General Manager shall be under the purview of the Board and shall require the approval of an ad hoc Sub-Committee of the Board with at least the following terms of reference:
  - a. Involves an impartial human resource specialist engaged for the purpose of serving the committee's mandate; and
  - b. Any recommendations of that committee require the endorsement of legal counsel before being finalized by the Board.

## Section IX: Elections and Referenda

### Scheduling

1. No election or referendum may take place outside of the Regular Session.

### General Elections

2. The determination of an Appointee to a generally elected position shall be achieved by secret, ballot of the Members.
3. In each financial year, there shall be a general election occurring in the month of March. This general election shall determine Appointees to Executive and Community Director positions in the following terms associated with those positions.
4. During a generally elected position's term, if there is no Appointee to the position, a general election may be held to determine the Appointee to that position for the remainder of the position's term.

### Referenda

5. The answer to a specific question may be sought by UMSU by way of referendum enacted by secret, ballot cast of the Members.
6. A referendum may only be held regarding matters which are not under the purview of UMSU's governing bodies.
7. A referendum may be called by a Majority vote of the UMSU Board of Directors in the form of a motion by the Executive Committee or by petition signed by one thousand (1,000) Members and following procedures set out in the Election and Referendum Manual.
  - a. A petition must contain the first and last names, signature and student ID number of each Member signing the petition.

### Endorsement and campaigning

8. Any individual occupying an UMSU position of title shall not endorse in any way or engage in any form of campaigning for or against any candidate or team running in an UMSU election, or seeking any position within a Student Association, Recognized Organization or Student Group.

## Section X: Petitions

### Effect

1. A petition may only cause UMSU to take an action which may be invoked by petition as set out in these bylaws.

### Receipt and validity

2. The Board shall receive petitions and shall have authority over determination of whether or not a petition is in order and valid.

## Section XI: Representation

### Opinions and positions

1. The opinion, position, or stance of UMSU regarding any issue whatsoever shall be expressed as that specified in the Positions Statement Book. In the event that the Positions Statement Book does not express an opinion, position, or stance of UMSU regarding a specific issue, the Board may direct the designated representative or representatives to express an opinion, position, or stance regarding that issue.

### Right to represent

2. Only Appointees to Executive positions or members designated by the Executive Committee shall be empowered to represent the opinion, position, or stance of UMSU.
3. The chairperson of a governing body, in the capacity as chairperson, may only express duly recorded decisions of that governing body. The chairperson must explicitly indicate the governing body on behalf of which the chairperson is expressing the decision.

### Right to dissent

4. An Appointee to a position of title or seat on a governing body is not precluded from stating a personal opinion, position, or stance that conflicts with that of UMSU or the decision of a governing body, so long as the Appointee makes it explicitly clear that the statement is not the official statement, position, or stance of UMSU or the governing body, but that of the individual Appointee.

## Section XII: Transparency and Confidentiality

1. UMSU shall make public all meeting proceedings including supporting documents of a governing body that are not related to *in camera* (or closed, or confidential) session as set out by the applicable rules of order.
2. UMSU shall make public the current version of all of its governing documents.
3. UMSU shall not share any personal information in its position with any third-party without explicit, written consent of the individual, subject to legal requirements. At UMSU's sole discretion, records may be shared with third-parties that, under contract with UMSU, provide services to Members. The information shared must be governed by a confidentiality contract, and only such information as is required to provide the service may be shared with the third-party. At all times, UMSU shall respect *The Personal Information Protection and Identity Theft Prevention Act*.

## Section XIII: Funding Recipients Groups

### Granting of status

1. Any entity that receives funding or resources from UMSU that is not primarily in return for the provision by the entity of products or services, employment related work, and that does not require UMSU's membership in the entity in order to receive those funds, must have status as a type of Funding Recipient Group. No such entity may receive funding or resources from UMSU without such status.
2. Status as a type of Funding Recipient Group is granted upon application by an entity to the Board followed by resolution granting the requested status by the Board adopted with a (2/3) majority vote.

### Types of Funding Recipient

3. The types of Funding Recipients shall include and be titled:
  - a. Internal Dependent Funding Recipients, which shall include:
    - i. Community Groups;
    - ii. Student Clubs;
    - iii. Student Organizations.
  - b. Internal Independent Funding Recipients, which shall include:
    - i. UMFN;
    - ii. The Manitoban.
4. Funding Recipient status may be granted in the following ways:
  - a. For Community Groups, approval by the Board with a two-thirds (2/3) majority vote;
  - b. For Student Clubs, by becoming a recognized UMSU Student Club;
  - c. For Internal Independent Funding Recipient Groups, approval by the Board with a two-thirds (2/3) majority vote.

### Criteria for types of Funding Recipient

5. UMSU shall set out criteria that must be continually satisfied by an entity in order for it to be granted and maintain status as a type of Funding Recipient.
  - a. To be granted and maintain status as an Internal Dependent Funding Recipient Group, an entity must continue to:
    - i. Be a part of the University Community;
    - ii. Exist and operate as a part of UMSU without independent legal status;
    - iii. Operate in accordance with a constitution containing:
      1. The definition of a president or an equivalent primary representative of the group;
      2. The definition of for treasurer or an equivalent financial representative of the group;
      3. Procedures for electing or appointing, when applicable, officers and defining eligible voters;
      4. Procedures for removing officers from their position;
      5. The definition of at least one governing body including at least the following:
        - a. Members and their meeting attendance, speaking, and voting rights within the governing body;
      6. Representatives to the Board if required by UMSU; and
      7. Senators if the group has been granted Senate representation by the University.
    - iv. Have procedures for production and approval of a budget;
      1. Said budget may need approval by the UMSU Board of Directors as set out in the Internal Policies in the Governance and Operations Manual;

- v. Recognition that UMSU's governing documents take precedence over those of the entity;
  - vi. Recognition that any modification of funding and/or resources by UMSU regarding Community Groups shall require the adoption of a resolution setting out the nature and parameters of that modification by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board.
  - vii. Recognize that any modification of funding and/or resources by UMSU regarding Student Clubs may be approved by majority vote of the Member Services Committee.
- b. To be granted and maintain status as an Internal Independent Funding Recipient Group, an entity must continue to:
- i. Be part of the University Community;
  - ii. Operate as its own independent legal entity;
  - iii. Assume full responsibility and liability for its operations and activities, and UMSU shall be saved harmless therefore;
  - iv. Agree to settle any disputes arising from the relationship between the entity and UMSU via mediation and upon failure of mediation, by binding arbitration;
  - v. Have a valid contractual relationship with UMSU stipulating the foregoing as well as setting out procedures for modifying the funding or resources received from UMSU including a requirement for approval by resolution of the Board adopted by a ( $\frac{2}{3}$ ) majority vote.

### Status termination

6. If at any time an entity fails to satisfy the criteria required for its type of Funding Recipient Group or if the entity ceases to exist, it shall immediately and automatically cease to have status as a Funding Recipient Group.
7. An entity wishing to terminate its status as a Funding Recipient Group shall provide notice of this wish in writing to the Board. The termination of the entity's status as a Funding Recipient Group shall be effective as of the first quorate meeting of the Board following delivery of said notice.
8. An entity for which status as a Funding Recipient Group has been terminated shall immediately cease to receive any funding from UMSU. UMSU shall take all necessary action to terminate the collection of any fee levied from Members and dedicated to funding the entity. UMSU shall enact all necessary budgetary and financial procedures to terminate any funding of the entity.
9. An entity which ceases to have status as a type of Funding Recipient Group shall be required to re-apply to the Board for status as a type of Funding Recipient Group in order to re-establish its status as a type of Funding Recipient Group.

### Change of type of Funding Recipient Group

10. An entity wishing to change its type of Funding Recipient Group must apply for that different status in the same manner as it applied for existing status. Failure to modify its status shall not entail termination of its original status.
11. UMSU shall maintain a Publicly Available list of all entities with status as a type of Funding Recipient Group and the entities' types.
12. At the outset of each Financial Year, UMSU shall review the list of all entities with status as a type of Funding Recipient Group and verify that those entities continue to satisfy the criteria for maintaining that status.

### Status review

13. At the outset of each Financial Year, UMSU shall review its finances to ensure that no entity receives any funding from UMSU without having been granted status as a type of Funding Recipient Group.



## Implementation

14. At any point during a period of one year following the adoption of this section of the Bylaws, the Board may choose to temporarily suspend any part of this section of the Bylaws while UMSU makes efforts to arrange compliance of existing recipients of UMSU funding with this section of Bylaws. Any such suspensions shall be terminated at the close of the one-year period following adoption of this section of Bylaws.

## Section XIV: External Organizations

1. UMSU may, from time to time, become or cease to be a member of an External Organization.
2. If UMSU's membership in an External Organization entails individual membership of the Members of the Union in that External Organization, then UMSU's membership in the External Organization shall be determined by referendum of the Members of the Union. Otherwise, UMSU's membership status in the External Organization shall be determined by majority resolution of the Board.
3. If a referendum is required under these Bylaws to determine UMSU's membership status in an External Organization, that referendum shall be conducted in accordance with these Bylaws.
4. If any Bylaw conflicts with a bylaw of an External Organization, the Board in its sole discretion may amend or suspend the conflicting Bylaw by a two-thirds ( $\frac{2}{3}$ ) majority vote.