

The Bylaws of the Engineering Students' Society of the University of Alberta

Proposed to the General Meeting, as document 2015-09-GM-BylawDraft

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I. The Engineering Students' Society & Membership Therein

1. The Engineering Students' Society of the University of Alberta is an organization composed of the students of the Faculty of Engineering of the University of Alberta, and includes all organizations established or continued under the authority granted by these Bylaws.
2. Every undergraduate student of the Faculty of Engineering of the University of Alberta is a member of the Society. A person ceases to be a member of the Society when they are no longer an undergraduate student of the Faculty of Engineering of the University of Alberta or when they resign. No person may be expelled from the Society.
3. The Board of Directors may appoint honorary members of the Society in recognition of outstanding services rendered to the Society. Every graduate student, faculty member, or graduate of the Faculty of Engineering of the University of Alberta is an honorary member of the Society.
4. A member or honorary member of the Society may resign by submitting their resignation in writing to the Board of Directors. An undergraduate student of the Faculty of Engineering of the University of Alberta who has resigned their membership in the Society may reinstate their membership by writing to the Board of Directors. All resignations and reinstatements are effective upon receipt by the Society.

(Adopted – February 25, 2005)

(Amended – September 17, 2015)

II. General Meetings of the Society

1. The Society will hold at least two General Meetings each year at the University of Alberta, one in each of the Fall and Winter terms. The Board of Directors may convene additional General Meetings of the Society, at any time.
2. The Board of Directors will determine the time, place, and business of a General Meeting by resolution no less than fourteen (14) days prior. Notice of the time, place, and business of the meeting must be given to the members of the society no less than seven (7) days prior to the meeting via most prominent and accessible form of communication.
3. The quorum for a General Meeting is fifty (50) members of the Society, represented either in person or by proxy by a non-member or honorary member.
4. Valid proxy notices must contain the name, signature, and University of Alberta ID number of the member being represented by proxy, and the name and signature of the non-member or honorary member holding the proxy. The chair of the General Meeting may discretionarily accept alternative forms of notice.
5. The Chair of the Board of Directors will, if present, preside over the General Meetings of the Society. If the Chair is not present, the General Meeting will select a Chair in lieu to preside. The Society will adopt such procedures as it sees fit to operate at a General Meeting, provided that business is determined by majority voting, unless specified otherwise in these Bylaws or in motions adopted by the General Meeting.
6. A General Meeting may bind the Society, in which case the Board of Directors will follow the decisions of the General Meeting, provided it is not contrary to these Bylaws.
7. The Board of Directors will convene a General Meeting to be held no later than twenty eight (28) days after the receipt of a petition bearing the names and signatures of no less than 2% of the current undergraduate enrollment in the Faculty of Engineering.
8. The provisions of this section apply equally to both annual General Meetings and special General Meetings.

(Adopted – February 25, 2005)
(Amended – September 17, 2015)

III. The Board of Directors

1. The Board of Directors will be the legislative, administrative and executive body of the Engineering Students' Society. It has all powers as may from time to time exist under the Societies Act, and may exercise those powers as fully and completely as the Society could in a General Meeting, except as otherwise provided for in these Bylaws.
2. The members of the Executive Committee and a representative from each Club are ex officio Directors of the Society, and hold voting rights. Each member of the Executive Committee holds one vote, while each Club Director holds one vote per two hundred (200) students, or portion thereof, enrolled in the programs which the Club represents.
3. Each Director must be a member of the Society at the time of appointment to the Board and throughout their term in office. Club Directors must be enrolled in a degree program encompassed by the Club they represent at the time of appointment to the Board and throughout their term in office.
4. The Board of Directors will adopt, by two-thirds (2/3) supermajority, the enrollment figures provided by the Faculty of Engineering each year, with the voting weights for a new year being those of the previous year until new figures are adopted.
5. The quorum for the Board of Directors is one-half (1/2) of the total number of votes on the Board. If the Board of Directors no longer has sufficient Directors to meet its quorum, the Board may, notwithstanding quorum requirements, meet to transact urgent business provided it has Directors representing at least half of the votes still extant on the Board, and will at that meeting, summon a General Meeting of the Society at which Directors will be appointed to fill vacancies.
6. The Board of Directors will appoint a Chair to preside over its meetings. Should the Chair be absent, the Board will select a Chair in lieu to preside. The Board will adopt such procedures as it sees fit to operate, provided that business is determined by majority voting, unless specified otherwise in these Bylaws or in motions adopted by the General Meeting.
7. No notice of meeting is required for regularly-scheduled meetings, but notice of extraordinary meetings must be delivered, telephoned, emailed, or otherwise communicated to each Director no less than one (1) day prior to the meeting. No error in notice invalidates a meeting or makes void its proceedings, but an absent Director may ratify and approve any or all of such a meeting.
8. A resolution adopted in writing and signed by all of the Directors is as valid and binding as if it was passed at a meeting of the Board of Directors.
9. No Director will receive any remuneration for acting as a Director of the Society.

*(Adopted – February 25, 2005)
(Amended – September 17, 2015)*

IV. The Officers

1. The Officers of the Society are the Executive Committee, which is composed of the President, and the Vice-President(s). The Board of Directors or a General Meeting may, with effect starting the next term of office, create or remove a Vice-Presidential position, provided that there is at least one Vice-President.
2. The Officers of the Society must be readily available for, and are answerable to the Board.
3. The Board of Directors will review the Officer's' performance of their duties on a regular basis.
4. The President's duties will include representing the Society, overseeing the Vice-President(s), and any other duties set by the Board of Directors. The duties of the Vice-President(s) will include assisting the President in the operation of the Society, overseeing any subordinate offices established by the Board, and any other duties set by the Board of Directors.
5. The Board of Directors may, on the recommendation of the Executive Committee, establish such offices of the Society as it deems fit to assist the Officers in the performance of their duties. The Board may appoint, replace, and remove persons from these offices, and it may establish duties for them.
6. The Executive Committee may appoint a Vice-President of the Society to perform the duties of the President in the President's absence.

(Adopted – February 25, 2005)
(Amended – September 17, 2015)

V. The Clubs

1. The General Meetings, on the recommendation of the Board of Directors, will determine which organizations constitute Clubs within the meaning of these Bylaws, on the basis of the following principles:
 - a. Clubs must represent at least one (1) engineering degree program.
 - b. An engineering degree program must be represented by exactly one (1) Club.
 - c. All engineering degree programs must be represented by a Club.
 - d. Qualifying year students and students not engaged in a degree program are to be represented by a Club that does not encompass any engineering degree program.

(Adopted – February 25, 2005)

VI. Elections, Appointments, Vacancies, and Terms of Office

1. The Board of Directors will appoint a Chief Returning Officer to organize and coordinate elections, plebiscites, and referenda. If one is not incumbent when an election, plebiscite, or referendum is required, the Chair of the Board will act as the Chief Returning Officer. Subject to a General Meeting's overriding authority, the Board may set rules for elections, plebiscites, and referenda. The Chief Returning Officer is ineligible to run for office.
2. Every member of the Society will have the same voting power in an election, plebiscite, or referendum. Honorary members do not have votes.
3. All Officers and Directors of the Society hold office for a term of up to one (1) year, starting not earlier than 1 May, and ending on 30 April the following year. If an Officer or Director of the Society is no longer enrolled in a course of study in the Faculty of Engineering, otherwise fails to qualify as a member of the Society, or is otherwise incapable of holding the office, the position will be declared vacant by the Board of Directors as soon as practicable. The Board of Directors may, by two-thirds (2/3) supermajority vote, remove an Officer or Director of the Society from office for serious neglect, ineptitude, or other offences.
4. The Board of Directors, except when meeting with a number of Directors having fewer than twelve (12) votes, may fill vacancies in its composition for the remainder of its term, on the recommendation of the Club(s) having such vacancies.
5. The Board of Directors may fill vacancies in the Executive Committee by two-thirds (2/3) supermajority, and in any other office of the Society by simple majority. Alternatively, the Board of Directors may opt to hold an election for any vacancies in the Executive Committee.
6. A General Meeting may remove an Officer or Director of the Society from office, appoint a person to be a Director or Officer of the Society, or fill any other office of the Society.
7. A General Meeting or the Board of Directors may direct that a plebiscite or referendum be held to determine an issue, but no such plebiscite or referendum may exceed the competence of the body directing that such a vote be held under these Bylaws or under the Societies Act.

(Adopted – February 25, 2005)
(Amended – September 17, 2015)

VII. Society Meetings and Records

1. Every member of the Society has the right to attend a General Meeting. All minutes of General Meetings are to be open to inspection by the members of the Society.
2. The person presiding over a General Meeting or a meeting of the Board of Directors is responsible for ensuring that minutes, including a listing of those in attendance at the meeting, each item of business and motion considered, and the voting totals (if applicable), are recorded and promptly deposited with the Society, in accordance with these Bylaws and any procedures adopted by the Society or the Board of Directors for the operation of the meeting.
3. Each meeting of the Board of Directors or of a body other than a General Meeting will be open to the members of the Society unless declared to be in closed session by a two-thirds (2/3) vote of those eligible to vote at the meeting.
4. The Board of Directors will determine reasonable times, places, and conditions or regulations for the inspection of the accounts and books of the Society by non-Director members. The Board of Directors or a General Meeting may, by two-thirds (2/3) supermajority declare any document of the Society, excepting the Bylaws and the financial statements of the Society and any other item required to be available by law or these Bylaws, to be closed to the public if it contains sensitive personal or financial data.
5. The Board of Directors will see that all books and records required by the Bylaws of the Society or by any applicable law or statute are regularly and properly kept at such a place in Alberta as determined from time to time by the Board, and are at all times open to inspection by the Directors, including:
 - a. A copy of the objects and Bylaws of the Society and any special resolutions altering or adding thereto;
 - b. Copies or originals of all documents, registers, and resolutions required by law;
 - c. Minutes of the proceedings of all meetings of the Society and of the Board of Directors;
 - d. All sums of money received and expended by the Society, and the matters in respect of which the receipt and expenditure takes place; all revenues and purchases by the Society; all assets and liabilities of the Society; all transactions affecting the financial position of the Society.
6. The master copy of these Bylaws is to be printed and labelled as such, initialled and dated on each page by the President and the Chair, or in their absence by any two Directors of the Society, and stored at a place determined by resolution of the Board of Directors.

(Adopted – February 25, 2005)

VIII. Finances, Audits, and Seal

1. The fiscal year of the Society is from 1 May to 30 April.
2. The books, accounts, and records of the Society will be reported as per SU bylaw 8200. A complete and proper statement of the standing of the books for the previous year will be submitted by the Financial Officer, or acting Financial officer of the Society, at a General Meeting subsequent to the close of the fiscal year.
3. The Society may borrow money or enter into contracts with a length of more than one year only with the approval of the Board of Directors or a General Meeting.
4. The Society may lend money only to Clubs, with the approval of the Board of Directors or a General Meeting.

(Adopted – February 25, 2005)
(Amended – September 17, 2015)

IX. Amendment of Bylaws and Miscellaneous Items

1. These Bylaws may be amended only by special resolution of a General Meeting competent to amend the Bylaws, pursuant to the Societies Act.
2. All amendments will be collated in an appendix to these Bylaws, containing the date of the amendment, the original text of the Bylaws subject to the amendment, and the amendment made.

(Adopted – February 25, 2005)

X. Collated Amendments