

Bylaws of the Graduate Students Association of Athabasca University

AUGSA Bylaws 2022

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I. Interpretation

In these bylaws and in all other governing documents of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations.

Definitions

- a. "Association" shall mean Athabasca University Graduate Students' Association (AUGSA);
- b. "Active Member" shall mean an active member of the Association;
- c. "Council" shall mean the Athabasca University Graduate Students' Council;
- d. "Constituency" shall mean the collection of Active Members within each department of the University that maintains a graduate program;
- e. "Executive" shall mean the Executive Committee of the Association;
- f. "University" shall mean Athabasca University;
- g. "General Faculties Council" shall mean The Athabasca University General Faculties Council established under the Athabasca University Regulation (A.R. 50/2004, 163/2011);
- h. "PSLA" shall mean the 'Post-Secondary Learning Act,' S.A 2000, c. P-19.5; and
- i. "Board of Governors shall mean The Athabasca University Board of Governors continued under the Athabasca University Regulation (A.R. 50/2004, 163/2011).

II. Head Office & Legal Jurisdiction

The registered office of the Association is located in Calgary, Alberta. A different office location may be established by resolution of Council. The administration of the head office and the affairs of the Association shall be carried out by an Executive Director who will be a paid employee and should reside in Alberta.

All acts taken by the Association, including acts taken pursuant to these bylaws, will be governed by the law of the Province of Alberta.

III. Mission

The mission of the Athabasca University Graduate Students' Association shall be to provide services and advocacy in pursuit of an accessible, affordable, and quality graduate experience at Athabasca University.

IV. Objectives

The objectives of the Association shall be to

- a. provide for the administration of the affairs of graduate students;
- b. promote the unity and welfare of graduate students;
- c. serve and further the intellectual, cultural, social, and political activities of graduate students;
- d. promote and maintain communication among graduate students, the University, and other groups;
- e. act as the official voice of graduate students in advocacy efforts; and
- f. raise funds to operate the Association.

V. Membership

A. Categories of Membership

The Association shall maintain three levels of membership: Active Membership, Associate Membership, and Honorary Membership.

1. Active Membership

The Active Membership of the Association shall consist of all graduate students, program and non-program, who are in good standing at the University.

Only Active Members may:

- a. Hold office in the Association;
- b. Vote in the elections, referenda, and general meetings of the Association;
- c. Sign petitions of the Association;
- d. Nominate a member for the Association; and
- e. Sit on a committee of Council.

2. Associate Membership

The Associate Membership of the Association shall consist of any member or class of members of the University community that have been granted formal recognition by Council and who are in good standing with the Association. Associate members may participate in the social activities and meetings of the Association. Active members and Associate members shall be granted the same level of rights and benefits within the Association.

3. Honorary Membership

The Honorary Membership of the Association shall consist of those individuals approved to be honorary members at a general meeting of the Association.

Honorary members shall be members of the Association for life and enjoy the same rights as associate members.

B. Membership Fees

1. Collection

The University shall collect a fee from each Graduate Student at the time of registration for each academic term, so that these fees may be transferred to the Association at the earliest possible time.

2. Changes to Membership Fees

In each fiscal year, the Council shall ratify the amount of the membership fee, provided that such an amount does not exceed the membership fee of the previous year by more than fifteen percent or \$10 per credit, whichever is less. The membership fee may only be increased by more than fifteen percent or \$10 per credit from the previous year by referendum.

C. Standing

Members of the Association remain in good standing unless:

- a. They have failed to pay a debt to the Association; or
- b. They are found by the majority of council to have violated the code of conduct.
- c. They have been subject to disciplinary action by Council.

Members who are not in good standing cannot be nominated for a position on the Executive Committee or Council until such a time as their debt to the Association is paid or Council has deemed that the issue for which disciplinary action was taken on the member has been sufficiently resolved (via 2/3 majority vote).

VI. General Meetings

A. Timing and Location

An Annual General Meeting shall be held once per year and no later than third week of October.

At any other time, Council may call a Special General Meeting (SGM) to pass business activity which requires full membership approval. Special General meetings shall follow the same guidelines as General Meetings.

At any other time, a petition of one hundred (100) graduate students can compel Council to call an Extraordinary General meeting.

A petition or resolution must specify the grounds for calling the Extraordinary General Meeting and the agenda of the Extraordinary General Meeting shall be limited to consideration of the subject of the petition or resolution.

B. Notice

Notice of Annual General Meetings, Special General Meetings, and Extraordinary General Meetings shall be given by sending the notice to members via email, posting the notice on AUGSA's website or in any other manner deemed reasonable by Council. Notice of a general meeting (with a proposed agenda) shall be sent to members at least twenty-one (21) days prior to the meeting, specifying the place and timing of the meeting and calling for any business to be considered at the meeting to be sent to the President within five (5) days of the notice being sent out. A second notice of the meeting with the motions or business to be considered at the meeting shall be released by the President in the same manner previously noticed at least fourteen (14) days prior to the meeting occurring. In the case of special business, the nature of such business shall be communicated to the members of the Association.

No error or omission in giving notice of a general meeting of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the members, director or officer shall be their last address recorded on the books of the Association.

C. Adjournment

The Chair may, with the consent of the members present, adjourn a general meeting. At that point, no further business can be transacted. A Special General meeting should then be called for another date and time.

D. Quorum

A quorum for a general meeting shall be at least fifteen (15) active AUGSA members. If within one-half (1/2) hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall stand adjourned to such a time and place as a majority of the members then present direct and if at such adjourned meeting a quorum of members is not present, the members in attendance¹ shall be deemed to constitute a quorum.

E. Procedure

The President or designate shall normally preside as Chairperson of all general meetings but may appoint any designate to act as Chairperson during a meeting.

Proceedings at all general meetings shall be in accordance with Robert's Rules of Order Newly Revised.

F. Agenda Items

An annual review of the Bylaw, including approval of any changes deemed necessary.

A review of the financial state of the organization.

VII. Executive Committee

A. Membership

The day-to-day affairs of the Association shall be managed by the members of the Executive Committee, which shall include:

- a. President;
- b. Vice President (External);
- c. Vice President (Academic); and
- d. Vice President (Operations and Finance).

The President will Chair the Executive Committee meeting. Each Vice President of the Executive Committee shall be a voting member. In the event of a tie, the President will make the deciding vote.

Throughout their term, voting members of the Executive Committee must be an Active Member of the Association and remain in good standing with the organization.

B. Election of Executive Committee

Only Active Members may stand for election to the Executive Committee.

To the extent possible, the VP External shall be resident of Alberta.

Elections for the Executive Committee will be held in accordance with the rules and regulations outlined in Elections Policy following the Elections Procedures of the Association.

C. Term of Office

Unless appointed in accordance with Article VII(E), Executive Committee Members shall hold office for a term of one year, beginning on May 1 and ending on April 30 of the following year.

Executive Committee Members shall serve a maximum of two (2) terms, regardless of office held. No Active Member who, at the time of election, has held office for two (2) terms as an Executive Committee Member or whose second term as an Executive Committee Member is expiring shall be eligible to stand for election to the Executive Committee, although s/he may stand for election to Council.

D. Honoraria

Executive Committee Members shall be entitled to an honorarium and such other benefits, as set out in the Executive Remuneration Policy.

E. Vacancies

The Executive Committee may act notwithstanding any vacancy in its body. However, vacancies shall be filled as soon as possible by a standing member of Council.

Any vacancy in the Executive Committee may be filled by the appointment of any member of Council to the vacant office and approved by 2/3 vote of Council. The appointment of any office holder pursuant to this provision shall expire the following April 30.

F. Meetings

The Executive Committee shall meet monthly or as otherwise required. The Executive Committee shall meet at least twelve (12) times per year.

The date, time and location of Executive Committee meetings shall be established by a simple majority vote of the Executive.

Special meetings of the Executive Committee may be called by any member of the Executive Committee on seventy-two (72) hours' notice, unless there is a resolution passed by a majority of the Executive Committee members to meet on shorter notice.

A quorum for an Executive meeting shall be two-thirds (2/3) of the sitting Executive. If within one-half (1/2) hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall stand adjourned to such time and place as a majority of the members then present direct. If at such adjourned meeting a quorum of members is not present, the members in attendance shall be deemed to constitute a quorum.

Unless it is determined by the Chairperson that the proposed business requires the consideration of all Executive Members, all questions arising during an Executive meeting shall be decided by a majority vote of those present.

G. Powers and Responsibilities

The Executive Committee shall ultimately be accountable to the Council for the following tasks:

- a. Developing, revising, and ensuring the implementation of policies for governing the Association;
- b. Carrying out the business of the Association;
- c. Upholding and furthering the objectives of the Association;
- d. Reporting fully to the Council;
- e. Conducting human resource matters as outlined in the operating procedures, including setting hiring criteria and staff selection as well as staff supervision;
- f. Preparing the annual budget of the Association; and
- g. Completing such actions as Council considers necessary.

H. Duties

Along with the general duties and responsibilities set out herein, each Executive Committee Member may also be responsible for carrying out additional duties in the best interest of the association. Any dispute and/or question regarding duties should be addressed to the Human Resources Committee.

The conduct of Executive Committee Members is subject to the various policies and procedures established by AUGSA, as amended from time to time. By accepting a position on the Executive Committee, the member acknowledges his/her obligation to remain informed of AUGSA's policies and procedures and his/her intention to be bound by these bylaws and by AUGSA's policies and procedures.

A. President

The President shall be the Chief Executive Officer of the Association. The President shall act as the official representative for the Association and shall preside over and be responsible to the Association. The President shall be responsible to the Association for the following:

- a. Acting as a chairperson or appointing a chairperson for all meetings of the Association, unless otherwise noted;
- b. Acting as a supervisor for AUGSA Executive Director;
- c. Supports the Executive Director in the execution of the human resources policy of the organization;
- d. Co-ordination of all activities of the members of the Executive Committee;
- e. Co-ordination of all business with representatives on University committees and boards;
- f. Reporting their activities to the Executive Committee on a regular basis;
- g. Presenting an Executive report on portfolio activities to Council on a monthly basis;

- h. Acting as the Association's official spokesperson to the media;
- i. Acting as an official signing authority for the Association;
- j. Representing graduate students or appointing an active member to the Board of Governors;;
- k. Acting as official liaison with external affiliations unless otherwise noted;
- l. Where possible, representing the Association on the Alberta Graduate Provincial Advocacy Council, the Canadian Alliance of Student Associations, and with any other external groups or meetings, in conjunction with the Vice President (External).

B. Duties of the Vice President (External)

The Vice President (External) shall be responsible to the Association for the following:

- a. Representing the Association to government bodies of all orders;
- b. Representing the Association on the Alberta Graduate Provincial Advocacy Council (if in Alberta), the Canadian Alliance of Student Associations (if in Canada), and with any other external groups or meetings, in conjunction with the President;
- c. Acting as a secondary spokesperson for the Association to the media;
- d. Acting as an official signing authority for the Association;
- e. Completing other tasks or projects assigned by Executive Committee or Council;
- f. Reporting their activities to the Executive Committee on a regular basis; and
- g. Presenting an Executive report of portfolio activities to Council on a monthly basis.

C. Duties of the Vice President (Academic)

The Vice President (Academic) shall be responsible to the Association for the following:

- a. Representing the Association at all committees of an academic nature that the Association is an ex-officio member of or is otherwise granted a seat;
- b. Representing graduate students on, or appointing an active member to, the General Faculties Council;
- c. Acting as an official signing authority for the Association;
- d. Representing student concerns, feedback and comments of an academic and non-academic nature to the institution;
- e. Completing other tasks or projects assigned by the Executive Committee or Council;
- f. Reporting their activities to the Executive Committee on a regular basis;
- g. Presenting an Executive report of portfolio activities to Council on a monthly basis.

D. Duties of the Vice President (Operations and Finance)

The Vice President (Operations and Finance) will preferably have a business background and be familiar with accounting software. They shall be responsible to the Association for the following:

- a. Assisting the President with operations;
- b. Acting as a chairperson for all meetings of the Association in the absence of the President or his/her appointee, unless otherwise noted;
- c. Overseeing the financial affairs of the Association;
- d. Acting as an official signing authority for the Association;
- e. Presenting a quarterly report of all income and expenditures of the Association and submitting the report to Council on a quarterly basis;
- f. Chairing the Finance Committee;
- g. Developing and reviewing financial procedures for the Association;
- h. Assisting in annual budget development processes;
- i. Reviewing and recommending auditors for approval annually to the membership.
- j. Reporting their activities to the Executive Committee on a regular basis;
- k. Presenting an Executive report of portfolio activities to Council on a monthly basis.

VIII. Athabasca University Graduate Students' Association Council

A. Membership

There shall be a Council of the Association.

The membership of the Council shall consist of the following:

- a. The voting members of the Executive Committee; and
- b. Three (3) Faculty of Humanities, Social Sciences and Education representatives, three (3) Faculty of Business representatives, five (5) Faculty of Health Disciplines representatives and two (2) Faculty of Science and Technology representatives.

B. Requirements for membership

All councilors must be active members in good standing and successfully complete at least three (3) University graduate credits during their term in office. Students who are not in course-based programs and do not fulfill the three-credit requirement can participate/remain as a councilor if they get prior approval from a two-thirds (2/3) majority vote of Council. These students must remain in a graduate program and be actively paying program fees.

C. Election of Councilors

Elections for the Council will be held in accordance with the rules and regulations outlined in Elections Policy following the Elections Procedures of the Association.

D. Term

Unless appointed in accordance with Article VII(E), members of Council shall hold office for a term of one year, beginning on May 1 and ending on April 30 of the following year.

E. Vacancies

A 2/3 majority vote at Council may fill any vacant seat in the council or Executive Committee provided that quorum is met at the meeting dealing with this business.

F. Meetings

Council shall hold at least one (1) regular meeting per month.

Except when Council directs otherwise, Council meetings are open to all members of the Association.

The date, time, and location of regular Council meetings shall be established by a simple majority vote in Council.

The President will be compelled to call a special meeting of Council upon the request of three (3) or more Executive Committee members, five (5) Councilors, or a petition signed by one hundred (100) active members of the Association.

A quorum for any Council meeting shall be the majority of its voting members excluding Executive Committee members. If within one-half (1/2) hour from the time appointed for the meeting, a quorum of members is not present, the meeting shall stand adjourned to such a time and place as a majority of the members then present direct and if such adjourned meeting a quorum of members is not present, the members in attendance shall be deemed to constitute a quorum.

Any member of Council who fails to attend three consecutive meetings of Council without the President's prior approval forfeits their position on Council.

Procedures at all meetings of Council shall be according to Robert's Rules of Order.

G. Powers and Responsibilities

Council, as the Board of Directors for the Association, shall be responsible for the general affairs and property of the Association.

The Council of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

The Council shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution an officer or Executive of the Association the right to employ and pay salaries to employees. The Council shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the board of Council may prescribe.

The Council may by a two-thirds (2/3) majority consensus borrow money upon credit of the Association, from any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of Council in its discretion may deem expedient.

The Council may secure any such bond, debentures or other securities, or any other present or future borrowing of liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Association, and the undertaking and rights of the Association.

The Council shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

The Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of Council at the time of such appointment.

The Council is responsible for the setting of hiring criteria, selection of and supervision of the Chief Returning Officer.

The Council may amend the Association's bylaws by a two-thirds (2/3) majority vote.

Council may appoint ad hoc committees whose members will hold their offices at the will of the Council for the specific, short-term projects and tasks. The Council shall determine the duties and duration of such committees.

H. Duties of Faculty Representatives on Council

Faculty Representatives on Council shall be responsible to the association for the following:

- a. Attending and participating in all meetings of Council;
- b. Responding to AUGSA-related correspondence within three (3) business days;

- c. Actively soliciting feedback and opinions from their constituency; and
- d. Adhering to all conditions as prescribed by their contract with the Association.

The conduct of Council Members is subject to the various policies and procedures established by AUGSA, as amended from time to time. By accepting a position on the Council, the member acknowledges his/her obligation to remain informed of AUGSA's policies and procedures and his/her intention to be bound by these bylaws and by AUGSA's policies and procedures.

I. Standing Committees

Standing Committees of Council shall report to Council at least once per term through the Chairperson and shall have Duties and Powers and Terms of Office as defined in the By-laws. The President shall retain the right to participate, attend, and vote at any Standing Committee meeting as s/he deems necessary.

a. Governance Committee

Responsibilities:

The Governance Committee shall be responsible to Council for the following:

- a. Ensuring that the governing documents of the Association are consistent with each other;
- b. Reviewing, developing and proposing amendments to governing documents; and
- c. Preparing texts of proposed governing documents upon the request of Council.

Membership

The following individuals shall be the members of the Governance Committee

- a. The VP Operations & Finance who shall be the Chairperson;
- b. At least three (3) voting members of Council; and
- c. Other individuals may be appointed to this Committee with Council approval.

Meetings

The Chairperson shall be responsible for calling at least one (1) meeting of the Governance Committee each academic term.

b. Bargaining Committee

Responsibilities:

The Bargaining Committee shall be responsible to Council for the following:

- a. Preparing a negotiation strategy on behalf of the Graduate students in regard to employment with the University;
- b. Formally negotiating on behalf of graduate students in accordance with the Act;
- c. Presenting final agreement negotiated to Council for ratification; and
- d. Regularly reviewing and updating Council on matters pertaining to agreements with the University.

Membership:

The following individuals shall be the members of the Bargaining Committee

- a. The Vice President (Operations & Finance) who shall be the Chairperson;
- b. Two (2) voting members of Council.

Meetings:

The Chairperson shall be responsible for calling at least one (1) meeting of the Bargaining Committee in a contract year.

c. Election and Referenda Committee

Responsibilities:

The Election and Referenda Committee shall be responsible to Council for the following:

- a. Remaining impartial and unbiased on election and referenda issues or candidates and make no public statements concerning the election or referenda except in respect to procedural matters;
- b. Approving or rewording all referenda questions once they are approved by the Council or a general meeting to ensure questions are not biased;
- c. Ensuring that elections and referenda are properly advertised to members of the Association;
- d. Ensuring that elections and referenda are run fairly based on the Council documents on elections and referenda; and
- e. Ruling on all allegations made against candidates or referendum committees.

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The Chief Returning Officer shall be responsible to Council for the following:

- a. Reviewing all nomination forms to ensure that candidates are eligible to hold office with the Association;
- b. Reviewing and approving all materials that candidates and campaigns submit;

- c. Ensuring that all decisions of the Election and Referenda Committee are reported to the Council of the Association;
- d. Communicating between candidates and the Election and Referenda Committee;
- e. Preparing a report for the Council of the Association no later than the last day of April outlining any decisions made by the Election and Referenda Committee and recommending changes based on information gathered during the election; and
- f. Preparing, updating, and reviewing a document of past Election and Referenda Committee decisions to ensure that the committee uses past decisions as precedent in making decisions.

Membership:

The Election and Referenda Committee shall be elected by the Council of the Association no later than January of each year or earlier if necessary to run by-elections.

The Election and Referenda Committee shall normally be comprised of the following individuals:

- a. A Chief Returning Officer who shall be the Chairperson;
- b. Two (2) voting members of Council who cannot be running for re-election; and
- c. Up to four (4) members-at-large who cannot be running for election.

Meetings:

The Chairperson shall be responsible for calling meetings of the Election and Referenda Committee as necessary to ensure that the election is run in an efficient and fair manner.

4. e. Awards Committee

Responsibilities:

The Awards Committee shall be responsible to Council for the following:

- a. Ensuring that award and bursary application forms are made available and easily accessible to students;
- b. Determine best practices for advertising awards and bursaries available to graduate students.
- c. Ensure that Association publications on awards and bursaries are kept up-to-date.
- d. Ensuring that a timeline for awards is established;
- e. Ensuring that the applications are collected and filed efficiently;
- f. Setting a meeting schedule to review applications;
- g. Forwarding recommended payment of awards and bursaries to the Executive Director, and

- h. Keeping a list of award recipients by year.

Membership

The following individuals shall be the members of the Awards Committee

- d. The Vice President Academic who shall be the Chairperson;
- e. At least three (3) voting members of Council; and
- f. Other individuals may be appointed to this Committee with Council approval.

Meetings

The Chairperson shall be responsible for calling at least one (1) meeting of the Awards Committee as per meeting schedule.

F. Finance Committee

Responsibilities:

The Finance committee shall be responsible to Council for the following:

- a. Ensuring that the financial affairs of the association follow the appropriate accounting principles for non-profit, student organizations;
- b. Ensuring that quarterly reviews of all financial transactions are completed;
- c. Establishing a working group within the committee to develop and monitor a budget for the fiscal year;
- d. Liaising with the governance and strategic planning committees to ensure key initiatives are captured in budget planning.

Membership

The following individuals shall be the members of the Finance Committee

- a. The Vice President of Operations & Finance who shall be the Chairperson;
- b. At least three (3) voting members of Council; and
- c. Other individuals may be appointed to this Committee with Council approval.

Meetings

The Chairperson shall be responsible for calling at least four (4) meetings of the Finance committee as per meeting schedule.

G. Human Resource Committee

Responsibilities:

The HR Committee shall be responsible to Council for the following:

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- a. Ensuring that the HR goals of the Association are met;
- b. Reviewing, developing, and proposing amendments to employment contracts;
- c. Conduct performance appraisals of staff;
- d. Review the performance of and/or need of external contract labour;
- e. Participate in the recruitment and selection of new hires;
- f. Review professional development activities;
- g. Review and conduct analysis of compensation and benefits;
- h. Perform Disciplinary Duties as found in these bylaws

Membership

The following individuals shall be the members of the HR Committee:

- a. The VP Operations & Finance who shall be the Chairperson;
- b. At least three (3) voting members of Council; and
- c. Other individuals may be appointed to this Committee with Council approval.

Meetings

The Chairperson shall be responsible for calling at least one (1) meeting of the HR Committee each academic term.

Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by the President and one other executive after their ratification by the Executive and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

IX. Resignation, Discipline and Removal from Office

A. Resignation

An Executive Member or a Council Member wishing to withdraw from office shall deliver a written resignation to the Executive Director of the Association, providing at least one (1) month's notice of his/her effective resignation date. The Council, in its sole discretion, by two-thirds (2/3) majority vote, may choose to affect the resignation immediately or at any time up to the effective date proposed by the resigning Executive Committee Member.

The date chosen by Council to effect the resignation is the effective date of the resignation for the purpose of determining the benefits and honorarium to which the departing member is entitled.

B. Discipline and Removal from Office

An Executive Member or Council Member is in contravention of these Bylaws if he/she:

- a) Fails to account for any funds in his/her care;
- b) Behaves in a way that is harmful to the interest of his/her fellow members;
- c) Improperly reveals any of the confidences of the Association;
- d) Falls into arrears in any dues, fees, fines or levies imposed by the Association;
- e) Fails to adhere to the code of conduct of the organization.
- f) Fails to carry out the duties assigned to him/her by the Association without any reasonable efforts to communicate with other members of the Association;
or
- g) Fails to otherwise comply with these Bylaws.

Acceptance of a position on the Executive Committee or Council shall bind the member to accept and abide by the provisions of these Bylaws.

A Member of the Executive Committee or of Council may be charged with a contravention of these Bylaws (the "Investigated Member"). Details of the alleged contravention shall be made in writing and delivered to the President, or in the case of allegations against the President, to the Vice President, Operations and Finance.

By two-thirds (2/3) vote, Council may suspend any Investigated Member until the matter of the contravention has been disposed of in accordance with this Section.

The President or her designate shall give immediate notice in writing to the Investigated Member, along with the particulars alleged and instructions regarding how the Investigated Member may speak to the allegations, if desired. Notice shall be given electronically to the Investigated Member's "@augsa.com" email address.

The Executive Committee shall investigate each charge, and in cases of minor offences may take disciplinary action by reprimand or caution.

Should the Executive Committee, in its sole discretion, determine that the allegation is not a minor one, the President or her delegate shall give reasonable written notice to the Investigated Member of the date, time and place at which the hearing of the allegations shall take place (the "Disciplinary Hearing").

The Investigated Member shall have the right to call witnesses and provide evidence in reply to the allegations and may, at his/her own cost, have another Member and/or legal counsel assist him/her in replying to the allegations during the Disciplinary Hearing.

If the Investigated Member does not attend the Disciplinary Hearing, despite the Association having given notice in accordance with these Bylaws, the Disciplinary Hearing may proceed in his/her absence.

The Human Resource Committee shall determine the time, venue, and procedure of the Disciplinary Hearing, including whether a Disciplinary Hearing will proceed in person or through written submissions or other means. The Human Resource Committee is not bound by any rules of procedure or evidence and no such irregularity will invalidate the Disciplinary Hearing or the decision of theirs.

The Human Resource Committee, acting as a Disciplinary Committee, shall be empowered to:

- a) Impose a written warning or reprimand;
- b) remove the Investigated Member from any particular Committee to which s/he has been appointed;
- c) order the Investigated Member to comply with certain obligations; or
- d) impose such other discipline or sanction as the Disciplinary Committee believes is warranted, short of ordering a suspension or the removal from office.

If the Human Resource Committee believes that suspension without pay or removal from office is warranted, the Human Resource Committee may make that recommendation to Council, who shall approve or dismiss the recommendation on a two-thirds (2/3) vote of Council.

An Investigated Member wishing to appeal the decision of the Human Resource Committee must, within ten (10) days of the date of the Human Resource Committee's decision, give notice to the President or her delegate of his/her intent to appeal, including the reasons the Investigated Member believes the Human Resource Committee's decision was flawed and any new evidence upon which the Investigated Member relies ("Notice of Appeal").

Upon receipt of the Notice of Appeal, Council shall appoint a Second Human Resource Committee, consisting of – where available – three (3) different Council Members, including at least one member of the Executive Committee. The inability of the Council to appoint three (3) different representatives to the Second Human Resource Committee shall have no bearing on the Member's appeal.

Whether or not an Investigated Member may continue to participate in Executive Committee, Council, Standing Committees, or ad-hoc committees while his/her appeal is being determined will be at the discretion of the Council based on a majority vote.

The role of the Second Human Resource Committee is not to hear the matter anew but to consider whether the decision reached by the Human Resource Committee is reasonable. To the extent that the Second Human Resource Committee agrees that the sanction proposed by the Human Resource Committee is reasonable, that decision shall be final and binding upon the Investigated Member.

To the extent the Second Human Resource Committee believes that it is appropriate to vary the sanction determined by the Human Resource Committee, the Executive Members of both the Human Resource Committee and the Second Human Resource Committee shall present the proposals to Council, which shall vote on which proposal to accept in a majority vote. The decision of Council in this instance will be final and binding upon the Investigated Member.

Discipline, and the reasons underlying it, may be reported to all Association members at a General Meeting, at the discretion of Council.

A Member suspended or expelled may be reinstated by a two-thirds (2/3) vote of Council.

X. Books and Records

The Association shall maintain and make available to Active Members upon request a copy of any of the following:

- a. All current governance documents from at least the past five (5) years;
- b. Minutes of the meetings of Council and Executive Committee;
- c. Audited financial statements of AUGSA; and
- d. All other documents deemed appropriate by the Executive Committee with consideration of legal responsibilities.

An Active Member in good standing wishing to inspect the books or records of the Association must give thirty (30) days written notice to the President or Vice President (Operations and Finance) of their intention to do so. Unless otherwise permitted by Council, such inspection will take place only at the registered office, or other regular business premises operated by the Association, during normal business hours.

XI. Rules and Regulations

The Council may prescribe operating procedures not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient.

Operating procedures may prescribe political policies not inconsistent with these by-laws pertaining to the beliefs of the Association as they deem expedient.

Policies may be proposed by any member of the Association. Such policies shall be submitted to the Governance Review Committee for consideration and recommendation to Council.

Policies and Procedures must be approved by a two-thirds (2/3) majority vote of Council before being implemented.

XII. Indemnification

The Association shall normally indemnify any past or present member of the Executive Committee, Council, or committee of the Association, or any person acting on behalf of the Association and their estate, heirs, legal representative and assigns, against all costs, charges, and expenses, including amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, or administrative action or proceeding to which the individual is made a party by reason of being or having been a member of the Association.

Indemnification shall occur only if the following conditions are met:

- a. The individual acted honestly and in good faith with a view to the best interest of the Association; and
- b. The individual had reasonable grounds for believing that his or her conduct was lawful.

XIII. Financial Year

The Fiscal year of the Association shall end on December 31st of each year.

XIV. Auditors

There must be an audit or review of the books, accounts and records of the Association at least once each year by a qualified accountant appointed by the Executive Committee and ratified by the Council.

Each year, the Council shall appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the following year provided that the directors may fill any casual vacancy in the office of the auditor. The Council shall fix the remuneration of the auditor.

Audited financial statements shall be provided to Board of Governors on an annual basis.

XV. Amendment of By-Laws

The by-laws of the Association may be repealed, amended, or a new by-law passed at a General Meeting when sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favor by members in attendance.

ⁱ Note: Attendance can be in-person or via online teleconference participation (unless otherwise specified).

ⁱⁱ Note: As Athabasca University is a distance-based Association, 'signing a petition' in our context includes mail, electronic, and fax indications of views from students.