



# **Bylaws of the Embark Sustainability Society**

Amended at the February 21st, 2018 Annual General Meeting by the general members of the Embark Sustainability Society.

Previously amended at the February 23rd, 2017, March 16, 2016, February 24, 2014 and March 11, 2013 Annual General Meetings by the general members of the Embark Sustainability Society.

# Bylaws of the Embark Sustainability Society

## I. Definitions

In these bylaws:

- a. All references to the singular shall include the plural;
- b. “associate member” means a member of the Embark Sustainability Society who is not a registered Simon Fraser University student;
- c. “board” means the Board of Directors of the Embark Sustainability Society;
- d. “directors” means the directors of the Embark Sustainability Society for the time being;
- e. “ordinary member” means a member of the Embark Sustainability Society who is a registered Simon Fraser University student;
- f. “semester” means an academic semester at Simon Fraser University;
- g. “Society” means the Embark Sustainability Society;
- h. “Society Act” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
- i. “University Act” means the *University Act* of British Columbia from time to time in force and all amendments to it.

## **II. Membership in the Society**

### **1. Ordinary Members**

- a. All undergraduate and graduate students registered at Simon Fraser University who have paid a membership fee to the Society in the current or previous academic session shall be ordinary members of the Society.
- b. The membership fee for ordinary members shall be set by referenda held in accordance with Section 27.1(3) of the *University Act*.

### **2. Associate Members**

- a. Any person, including employees of the Society and SFU, can apply to become an associate member of the Society. From time to time, the board may review and accept applicants for associate membership.
- b. Associate membership shall be granted on receipt of a membership fee, at a value as determined by the board.
- c. Associate members are non-voting members and the number of associate members must never exceed the number of ordinary members.

### **3. Rights of Members**

- a. All ordinary members in good standing shall be eligible to vote at general meetings.
- b. All members in good standing shall be eligible to:
  - i. be a director, provided a position is available and they are eligible to be a director, and
  - ii. sit on board committees and task forces.
- c. No more than two (2) associate members may be a director at any given time.

#### **4. Compliance with Bylaws and Good Standing**

- a. All members shall dutifully uphold the constitution and comply with these bylaws.
- b. All members are in good standing except a member who:
  - i. fails to pay the membership fee in the current and previous academic semesters, and/or
  - ii. fails to reasonably uphold the constitution and comply with the bylaws of the Society.

#### **5. Cessation and Expulsion**

- a. Ordinary members shall cease to be a members of the Society at the end of the semester immediately following the last semester in which membership dues were last paid.
- b. For all members other than ordinary members, a person shall cease to be a member of the Society:
  - i. for associate members, at the end of their membership period, as set by the board;
  - ii. by delivering notice of their resignation in writing to the board;
  - iii. on their death; and
  - iv. on their expulsion by the board.
- c. Ordinary members shall receive a refund of their membership fees if requested in their notice of resignation.
- d. Members in contravention of the constitution, bylaws, code of conduct, policies or procedures of the Association may be expelled by a resolution passed by a seventy-five percent (75%) majority of the board.
- e. Members considered for expulsion shall receive fourteen (14) days written notice of the meeting at which their expulsion shall be considered and the opportunity to respond to the board in person at that meeting or in writing.

## **III. Meetings of Members**

### **1. General Meetings**

- a. The Society shall hold an annual general meeting, in accordance with the Society Act, at a time and place determined by the board.
- b. The Society shall call a special general meeting upon either:
  - i. a resolution of the board, passed by a seventy-five percent (75%) majority, or
  - ii. a requisition from the members of the Society, in accordance with the Society Act.
- c. A director chosen by the board shall preside at all general meetings.
- d. Ordinary business:
  - i. shall be conducted at annual general meetings, and
  - ii. may be conducted at special general meetings.
- e. Special business may be conducted at all general meetings.

### **2. Ordinary Business**

Ordinary business at general meetings shall be:

- a. the presentation and consideration of financial statements;
- b. the presentation of a report from the directors on the activities of the preceding year; and
- c. the election of directors, if required.

### **3. Special Business**

- a. All business not specified in section III.2 of these bylaws is special business.
- b. All special business must be passed by a majority of not less than 75% of votes cast.

## **4. Notice of General Meetings**

- a. Notice shall be given to members at least twenty one (21) days prior to a general meeting.
- b. Notice shall state the date, time, place, proposed agenda, and special resolutions of a general meeting.
- c. Copies of the notice shall be made available electronically to all members and printed on paper at the Society's office at the request of a member.

Notice of Generals Meetings shall be made available:

- i. by email to every member of the Society who has provided an email address to the society, by email to that email address;
  - ii. on the Society's website; and
  - iii. printed on paper at the Society's office at the request of a member.
- d. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any members entitled to receive notice does not invalidate proceedings at that meeting.

## **5. Quorum**

- a. Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when quorum is not present.
- b. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is quorum present or until the meeting is adjourned or terminated.
- c. Quorum is:
  - i. if convened by requisition of members, five percent (5%) of the membership of the Society, and
  - ii. for other general meetings, five (5) ordinary members present, not including directors of the Society.

- d. If within thirty (30) minutes from the time appointed for a general meeting a quorum of members is not present, the meeting:
  - i. if convened on the requisition of members, must be terminated, and
  - ii. if in any other case, it must adjourn to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.

## **6. Proceedings at General Meetings**

- a. Rules of order for general meetings shall be decided upon by the board, explained at each general meeting, and adhered to for that meeting.
- b. An ordinary member in good standing and present at a general meeting is entitled to one vote.
- c. Voting is by show of hands or paper ballot, as determined by the general meeting.
- d. There shall be no proxy voting.

# **IV. Directors of the Society**

## **1. Duties and powers of the board**

- a. The Board of Directors, in accordance with the Society Act and the constitution and bylaws of the Society:
  - i. must manage, or supervise the management of, the property, revenue, business and affairs of the Society;
  - ii. may exercise all of the powers of the Society;
  - iii. shall ensure the proper keeping of financial records; and

- iv. shall ensure the proper recording and storage of minutes.
- b. The board may appoint committees and task forces to carry out specified functions, reserving the right to make final decisions on any matter.

## **2. Composition and eligibility of the board**

- a. There shall be no more than nine (9) members of the Board of Directors.
- b. At least one (1) director must be a graduate student registered in the current or previous semester.
- c. At least five (5) directors must be undergraduate students registered in the current or previous semester.
- d. No more than two (2) associate members may be a director at any given time.
- e. Employees of the Society must not be directors.
- f. Directors of the Society must be at least 17 years of age at the date of their election or appointment.

## **3. Election and appointment of directors**

- a. Ordinary members shall elect directors at each annual general meeting.
- b. The term of an incoming director elected at an annual general meeting shall be two (2) years in length commencing thirty (30) days following that meeting.
- c. Directors not re-elected at an annual general meeting cease to be directors thirty (30) days following that meeting.
- d. The board shall give notice of a nominating period, lasting at least seven (7) days, at least fourteen (14) days prior to the annual general meeting.
- e. A nominee for director must:
  - i. be a member in good standing;
  - ii. be eligible to be a director according to these bylaws;
  - iii. not be an employee of the Society;



- iv. submit a nomination form that includes:
  - 1. their name, e-mail, and enrollment status at Simon Fraser University (graduate or undergraduate) and estimated time to completion;
  - 2. the signatures of ten (10) members in good standing approving the nomination; and
  - 3. a declaration stating their understanding of the position, and an agreement to abide by the constitution, bylaws, policies and code of conduct of the Society, signed by the nominee.
- f. Voting shall be conducted by paper ballot. The graduate student and four undergraduate student nominees with the highest vote count shall be elected first.
- g. Elections may be by acclamation when the number of nominees is less than or equal to the number of positions available.
- h. Director positions to which a member is not elected shall be considered vacant.
- i. All ordinary members are eligible to vote for all director positions, whether graduate or undergraduate students, and for all candidates, whether ordinary members or associate members.

#### **4. Officers**

- a. The board shall from time to time appoint directors as officers, by ordinary resolution of the board, in order to pursue the purposes of the board.
- b. Officers must include a chair, secretary, and treasurer.
- c. The chair must:
  - i. call and coordinate meetings of the directors;
  - ii. ordinarily preside at general meetings and meetings of the directors; and
  - iii. coordinate and support the other directors in their duties.

- d. The secretary must:
  - i. keep minutes of all meetings of the Society and its directors;
  - ii. hold custody of all records and documents of the Society except those required to be kept by the treasurer; and
  - iii. maintain and protect information about our members.
- e. The treasurer must:
  - i. ensure the maintenance of financial records necessary to comply with the Society Act;
  - ii. render financial statements to the directors, members, and others when required; and
  - iii. prepare, with the Finance and Audit Committee, a budget of the Society for every fiscal year and present it to the board no later than first day of August.
- f. In the absence of the secretary at a meeting, the board must appoint another person to prepare minutes.
- g. Additional officer positions may be approved and appointed by the board.

## **5. Remuneration**

Directors shall receive no remuneration, but shall be reimbursed for all expenses incurred in the performance of their duties, subject to the financial policies of the board.

## **6. Removal of Directors**

- a. A director may be removed from office if they have:
  - i. acted in contravention of the constitution and bylaws of the Society;
  - ii. more than two absences from a board meeting in one academic semester not approved by the board;
  - iii. been otherwise derelict in their duties as a director;or

- iv. ceased to be a member of the Society
- b. The board must pass a resolution with a two-thirds (66.7%) majority vote to remove a director from office.
- c. Directors considered for removal shall receive three (3) days written notice of the meeting at which their removal shall be considered and the opportunity to respond to the board at that meeting, either in person or in writing.

## **7. Vacancies**

- a. A director's position becomes vacant when no eligible nominee contests a position at an annual general meeting or when a director:
  - i. resigns;
  - ii. ceases to be a member; or
  - iii. is duly removed from office.
- b. If there is a vacancy on the board, an ordinary member in good standing may be appointed interim director by unanimous resolution of the board.
- c. Interim directors shall hold office until thirty (30) days after a successor is elected or acclaimed at the first annual general meeting following their appointment to the board.

## **V. Meetings of Directors**

### **1. Regular Meetings**

- a. The board shall hold regular meetings at the times and places they think fit to conduct business.
- b. The board shall meet at least three (3) times each semester and more frequently, as needed.
- c. A director shall be appointed to chair each meeting.

## **2. Notice and Proceedings of Board Meetings**

- a. The board shall maintain and adhere to a Board Meeting Procedure.
- b. Notice of Board meetings shall be provided no later than five (5) days prior to the meeting.

## **3. Quorum**

- a. The directors may from time to time set the quorum necessary to conduct business; unless so set, the quorum is a majority of the directors then in office.
- b. A director who is physically absent from the province of British Columbia for research or study may request a waiver of notice, for a time, from the board. If approved, meetings held during the time set out in the waiver:
  - i. do not require notice to be sent to the absent director, and
  - ii. do not consider the absent director when determining quorum, if that director is not present.

## **4. Voting**

- a. Questions arising at a meeting of the directors and committees of directors must be decided by a majority of votes.
- b. In the case of a tie, the motion fails. The chair does not have a second vote.
- c. A resolution proposed at a meeting of the directors does not require a second mover and the chair may move or propose a resolution.
- d. A resolution in writing, signed by all the directors and placed within the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **VI. Financial Matters**

### **1. Fiscal Year**

- a. The fiscal year for the Society shall be the first day of September to the last day of August of the following year.

### **2. Authority**

- a. Directors approve all final spending that has not already been designated in spending authority policy.
- b. The board shall designate no more than four (4) directors to hold signing authority at a given time.
- c. The Executive Director of the society holds signing authority.
- d. The board may, by unanimous decision, assign signing authority to other members of the society in extraordinary circumstances, when not exceeding five (5) total signing authorities at a given time.

### **3. Borrowing**

- a. The board may, on behalf of and in the name of the Society, raise or secure the repayment of money in order to pursue the purposes of the Society.
- b. Any borrowing shall require either a special resolution passed at a general meeting passed with a seventy-five percent (75%) majority of votes cast or a unanimous motion of the board.
- c. Notwithstanding section V.3.b, the Society may obtain credit cards, lines of credit, and other such forms of temporary credit as shall be useful for carrying out the administration of the Society, but the total amount of credit available to the Society through these means must not exceed five thousand dollars (\$5000).

## **4. Audit**

- a. The Society shall have an annual audit.
- b. At each annual general meeting the Society shall appoint or reappoint an auditor for the current fiscal year.
- c. If the appointed auditors are no longer able to fulfill their duties, the board may vote to appoint a replacement auditor.
- d. An auditor may be removed by ordinary resolution at a general meeting.
- e. A director or employee of the Society must not be its auditor.

## **VII. Dissolution**

Dissolution of the Society shall be governed by the Society Act.

## **VIII. Amendments to the Constitution and Bylaws**

Amendments to the constitution and/or bylaws shall be made by special resolution at a general meeting of not less than seventy-five percent (75%) of votes cast.