Recommended SANQC Bylaws Revisions 2026:

A: Wording & Definition Amendments

1) Addition of definition for “Regional Representative”

B: Composition of Council

2) Amend 7.6.1 to “The Council shall be composed of the Councilors elected, appointed, selected and ratified in accordance with this section”. Amend 7.6.2 to two (2) elected Councilors from each faculty.

3) Amend 7.6.5 to three (3) Councilors minimum.

C: Honoraria & Hours

4) Added 7.8.3 “Councilors are responsible for submitting an accurate record of their Council-related activities and hours in the manner and by the deadlines established by Council policy.”

D: Qualifications for Councilors

5) Amend 7.10.3 wording to include students ratified through the appointment process and clarity of a minimum 2.3 requirement for members with a calculable cumulative GPA.

6) Amend 7.10.3.1 wording to clarify academic term and match new proposed wording for 7.10.3.

7) Add 7.10.3.2 “Where a student's program or coursework does not result in a calculable GPA on their transcripts, such as exempt pass/fail grading, the student is exempt from the academic-standing requirement for council.”

8) Amend 7.10.4 to “Councilors must maintain the academic eligibility requirements established in section 7.10.3 throughout their term of office. Where a GPA is calculable, the Councilor must maintain the minimum cumulative GPA stated in 7.10.3.”

E: The Council’s Meeting Attendance and Quorum

9) Added 7.15.4 “Councilors are expected to attend all regularly scheduled meetings of Council unless unable to attend due to emergency circumstances.”

10) Added 7.15.5 “A Councilor who is absent from more than two (2) regularly scheduled Council meetings in an academic term, without an excused absence, will be removed from council.“

Bylaws of the Students' Association of NorQuest College

Article I: PREAMBLE

1.1 Name

The legal name of the organization is The Students' Association of NorQuest College, also known as SANQC.

1.2 Incorporation

The Students' Association of NorQuest College is a corporate body incorporated under the Post-Secondary Learning Act.

1.3 Definitions

Academic Term – Are four (4) month periods. These are listed as September – December (Fall term), January – April (Winter term), & May – August (Spring term).

Affiliates – Current and former members of the campus community, including students enrolled in non-credit courses or programs, and the public who have been granted some basic rights and privileges within SANQC by the Council.

Chief Returning Officer – Also known as the CRO. The individual hired by the Council to oversee compliance with Bylaws, Council policies, and SANQC procedures regarding all elections, referenda and plebiscites.

Conflict of Interest – A conflict of interest occurs when personal interests may affect, or reasonably appear to affect, a Student Councilor's duty to act in the best interests of the Students Association.

Council – The ultimate governing body of SANQC. It consists of students who are either elected or appointed from the membership. This body is tasked with managing the organization's business and affairs, serving as the primary communication channel between NorQuest College students and the NorQuest College Board of Governors. The Council is responsible for overseeing SANQC in the periods between general meetings, acting on behalf of the membership.

Councilors – The individuals elected or appointed from and by the membership who together form the Council, the governing body of SANQC.

Elections Policies – The policies approved by the Council to guide the CRO's management of the elections of councilors, and referendum and plebiscites campaigns and voting.

Executive Director - Subordinate to the Council, and acting within the authorities prescribed by the Council and the Bylaws, the Executive Director (an Officer) is the individual that administers and manages the Students' Association on behalf of the Council.

Members – Those individuals who possess rights in and obligations to SANQC. All members

must be in good standing to access rights defined in these Bylaws.

Member in Good Standing – A Member is in good standing when their membership dues remittances are current and up-to-date. Members in Good Standing are also referred to as "Active Members".

Moderator – Staff member tasked with supporting the Chair in overseeing & facilitating the proceedings of a meeting.

NorQuest College – NorQuest College ("NQC" or the "College") is a public post-secondary education institution in Alberta incorporated under the Alberta Post-Secondary Learning Act.

Non-partisan – SANQC must maintain a non-partisan stance, meaning it should not show support for or opposition to any particular political party or candidate. This requirement is obligatory for SANQC as a whole. This requirement does not extend to individuals representing SANQC, including the Councilors, when they are acting in their personal, private capacity as individuals.

Officer(s) – SANQC's Officers are the Executive Director, and the Executive Director designates. The Officers are employees of SANQC. As Officers, these employees have a higher level of responsibility to serve SANQC and SANQC's members. No Officer is also a Councilor of SANQC.

Quorum - The minimum number of voting members present at a meeting to allow business to be conducted. Quorum must be maintained in order to allow a meeting to start and continue.

Shared Space Use Agreement – The primary operating agreement between SANQC and NQC that defines various operating relationships between the two organizations.

Regional Representative – A current Students' Association of NorQuest College student member who is registered and attends classes primarily not on main campus and meets the other eligibility requirements for Council.

Resolution – A formal expression of opinion or intention agreed on by a formal meeting and requiring a simple majority for approval.

Service Volunteers – Those individuals who work in an unpaid capacity, to serve NorQuest students through SANQC's operations.

Special Resolution – A formal expression of opinion or intention agreed on by a formal meeting and requiring not less than fourteen (14) days' notice to the members of the intention to propose the resolution, and not less than seventy-five (75)% of the votes of the members present for approval.

Student - Means a person enrolled in a credit or non-credit course or program at NQC. Credit students are Members of SANQC; non-credit students are SANQC Affiliates.

1.4 Interpretation

These Bylaws must be interpreted broadly and liberally.

Article 2: PURPOSE

2.1 Purpose

2.1.1 SANQC's purpose, in accordance with the Alberta Post-Secondary Learning Act, is to oversee student affairs at NQC. This includes overseeing student committees, establishing rules for student affairs, and enhancing the well-being of students in alignment with the institution's public post-secondary goals.

Article 3: MEMBERSHIP

3.1 Categories of Members

3.1.1 SANQC has two categories of members:

3.1.1.1 Active Members; and

3.1.1.2 Affiliates.

3.2 Membership Eligibility

3.2.1 All students who are registered in programs or courses at NQC in the current academic term are members of SANQC subject to the exceptions within these Bylaws.

3.2.2 For the purposes of a) determining membership levels, b) levying membership fees, c) ensuring eligibility for governance or representation positions, and d) providing access to SANQC's services and facilities, the Students' Association of NorQuest College will apply the same definition and criteria that NQC uses to define full- and part-time student status and credit and non-credit, statuses.

3.3 Active Members

3.3.1 Students are considered to be Active Members in good standing when they are both currently registered in credit classes and/or credit programs at NQC and have paid Students' Association fees for the current academic term.

3.3.2 With some exceptions approved periodically by the Council, students registered in credit courses or in credit programs at NQC in the current academic term who have not paid their membership fees will not be Members in Good Standing and will therefore not be entitled to any of the rights and privileges of membership.

3.4 Affiliates

3.4.1 Affiliates are either individuals or categories of people who have been granted affiliation by virtue of these Bylaws or through a special resolution of the Council. Such membership may also be revoked by a special resolution of the Council. Affiliates are not required to pay any fees to SANQC.

3.4.2 Automatic Affiliates - the following categories of individuals will automatically be considered Affiliates of SANQC:

3.4.2.1 Former Councilors, who completed their terms in good standing and who are no longer NQC credit students,

3.4.2.2 All current full-time and part-time SANQC staff; and

3.4.2.3 All students registered in non-credit classes or programs at NQC and who are not currently NQC credit students.

3.5 Active Member's Rights

3.5.1 Active Members of SANQC have the following rights:

3.5.1.1 The right to be a member and to participate in the activities of SANQC.

3.5.1.2 The right to vote in Students' Association elections, referenda and plebiscites.

3.5.1.3 The right to attend and vote at general and special general meetings.

3.5.1.4 The right to make use of the facilities of SANQC within the limits set out by the Council.

3.5.1.5 The right to receive annual updates on the status of SANQC's objectives.

3.5.1.6 The right to participate in Students' Association programs and services.

3.5.1.7 The right to establish and join student organizations ratified by SANQC.

3.5.1.8 The right to serve as a Councilor, if qualified and properly elected or appointed.

3.5.1.9 The right to serve as a student member of the Academic Council, or student representative on any other NQC council or committee if qualified and properly appointed by the Council.

3.5.1.10 The right to serve as a member of any governance or representation committee or advisory Council convened by SANQC, if qualified and

properly appointed.

3.5.1.11 The right, with proper notice to the Council, to appear before and speak to the Council on any matter within the authority of the Council.

3.5.1.12 The right to exercise any other rights inherent in the Bylaws.

3.6 Affiliate's Rights

3.6.1 Affiliates have the following rights:

3.6.1.1 The right to make use of the facilities of SANQC within the limits set out by the Council.

3.6.1.2 The right to pay the Member rate to attend SANQC events and to access SANQC facilities.

3.7 Membership Suspension

3.7.1 The Council may suspend a Member's rights and privileges through Special Resolution at a meeting of Council called for that purpose, for one or more of the following reasons:

3.7.1.1 If the Member has failed to abide by these Bylaws;

3.7.1.2 If the Member has disrupted meetings or functions or programs or events of SANQC; or

3.7.1.3 If the Member has done or failed to do anything judged to be harmful to SANQC.

3.7.2 Any Active Member or Affiliate who is not in good standing with SANQC will lose the rights and benefits of membership.

3.8 Membership Termination

3.8.1 Anyone wishing to withdraw membership in SANQC may notify the Council in writing to that effect. Upon receipt of this notice by the Council, the student will cease to be a member and the membership fee will be forfeited to SANQC.

3.8.2 An individual's membership will cease if the requirements in these Bylaws for membership are not fulfilled.

3.8.3 A member's access to membership rights and privileges will be terminated if a special resolution is passed by the Council to revoke that member's access to rights and privileges.

Article 4: STUDENTS' ASSOCIATION FEES

4.1 Membership Fees

4.1.1 SANQC levies a membership fee for all Active Members.

4.2 Setting Membership Fees

4.2.1 The Council approves the membership fees in November for the upcoming fiscal year.

4.2.2 The Council has the authority to increase membership fees by five (5)% each fiscal year. Increases to membership fees in excess of five (5)% in any given year must be ratified by the membership at a general meeting.

4.2.3 The Council has the authority to increase the combined Student Benefits (Health and Dental & Legal Support) fees by up to 10% in any given year to account for premium fluctuations. Increases to Student Benefit fees in excess of ten (10)% in any given year must be ratified by the membership at a general meeting.

4.2.4 The Council may add other fees, that it sees fit from time to time to respond to:

4.2.4.1 changing students' needs, and/or

4.2.4.2 the results of students' decisions made through referenda (U-Pass) or general meetings.

4.3 Membership Fee Collection

4.3.1 SANQC has an agreement with NQC whereby NQC will collect SANQC fees from students in the same manner as it collects tuition and other fees, and will forward the SANQC fees to SANQC within specific timeframes. If this agreement is terminated, SANQC fees may be collected by any means deemed appropriate by the Council subject to the terms of the Alberta Post-Secondary Learning Act.

4.4 Membership Fee Refunds

4.4.1 If a credit student withdraws from their program at NorQuest SANQC fees will be automatically refunded in alignment with the College's refund policy. There will be no refunding of the Students' Association fee beyond these parameters, except in extreme circumstances, as determined by the Council.

Article 5: GENERAL & SPECIAL MEETINGS

5.1 General Meeting Scheduling

5.1.1 A general meeting will be held in the fall academic term between October 15 – December 15 each fiscal year and determined by an ordinary resolution of the

Council.

5.1.2 General meetings will be held virtually online, or in the city of Edmonton and on the NQC downtown campus if possible.

5.2 General Meeting Agenda

5.2.1 The General Meeting deals with the following matters:

5.2.1.1 Adopting the agenda;

5.2.1.2 Adopting the minutes of the last General Meeting;

5.2.1.3 Receiving the report(s) for the work of the SANQC including the work of the Council and the administration and management of SANQC;

5.2.1.4 Receiving the audited financial statements and the auditor's report for the previous fiscal year;

5.2.1.5 Appointing the auditors for the next fiscal year;

5.2.1.6 Considering matters specified by the Council in the meeting notice;

5.2.1.7 Other specific motions from active members in good standing and that have received proper notice.

5.2.2 A general meeting of the members will always be held to address certain important and fundamental aspects of SANQC business, including:

5.2.2.1 Amending the Bylaws;

5.2.2.2 Issuing debentures;

5.2.2.3 Winding up the affairs of SANQC.

5.3 General Meeting Notice

5.3.1 Notice of the time and place of all general and special general meetings and an agenda for the meetings, including specific motions and any changes to the Bylaws, will be posted in a visible and obvious location at the SANQC reception area, on digital display boards and on the SANQC website.

5.3.2 Notice will be provided at least fourteen (14) days before the general meeting.

5.3.3 Meeting packages will be available on the SANQC website and through the SANQC administrative office at least fourteen (14) days before the general meeting.

5.3.4 Notice of Amendment to the agenda of the general meeting will be posted at

least seven (7) days in advance of the general meeting. The Notice of Amendment will be posted in the same manner as the original Notice. Meeting packages for an amended agenda will be updated and available to the members at least seven (7) days in advance of the general meeting.

5.4 General and Special Meeting Quorum

5.4.1 Quorum consists of fifty (50) Active Members of SANQC.

5.5 Annual and Special General Meeting Voting Procedure

5.5.1 At every general meeting of SANQC, each Active Member present is entitled to one vote.

5.5.2 No proxy votes are permitted at general meetings.

5.5.3 Resolutions may pass with a simple majority (50% plus one) of the votes of the Active Members present. Active Members present at the meeting who do not vote will not be counted for the purposes of determining whether a motion has been passed or defeated.

5.5.4 Special Resolutions require a 75% majority of votes to pass.

5.5.5 Motions that result in tie votes will be deemed to have been defeated.

5.5.6 Voting will be conducted by a show of hands for in-person meetings, or by electronic methods for virtual meetings, unless any Active Member present requests a poll. In response to this request, the Moderator may conduct a poll if the Moderator determines that the vote result based on a show of hands is ambiguous. The Moderator is not obligated to conduct a poll if they consider the request is frivolous.

5.6 Calling Special General Meetings

5.6.1 The Council may convene special general meetings of SANQC through a special resolution.

5.6.2 Special general meetings will be convened by the Council if a written request signed by 3% of the verifiable Active Members of SANQC is received and appropriate notice is given.

Article 6: REFERENDUM

6.1 Calling a Referendum

6.1.1 The CRO of SANQC may call a referendum if:

6.1.1.1 A resolution is passed at the Council requesting the referendum; or

6.1.1.2 A petition requesting a referendum is delivered to the Council that is signed by at least 10% of the Active Members of SANQC. The signers must include their student identification numbers for verification of SANQC membership.

6.1.1.3 Any petition that meets any of the following conditions will not be presented to the membership vote through referendum:

6.1.1.3.1 A petition that has been deemed by the Council to have been submitted primarily for the purpose of enforcing a personal claim or redressing a personal grievance against SANQC, its councilors, officers, or any of them;

6.1.1.3.2 A petition that has been deemed by the Council to have been submitted primarily for the purpose of promoting general economic, political, racial, religious, social or similar causes beyond the reasonable scope of students' interests or general student welfare;

6.1.1.3.3 Substantially the same petition was presented to the membership vote through referendum within two years preceding the receipt of the request and the petition was defeated; or

6.1.1.3.4 The Council has deemed that the right to submit a petition is being abused to secure publicity or self-promotion.

6.1.2 A referendum may only be called during the fall and winter terms of NQC

6.2 Referendum Questions

6.2.1 The text of a referendum question should be clear and unambiguous and must be capable of being answered "yes" or "no". If a referendum brought forward by petition does not meet these requirements in the opinion of the Council, in consultation with the CRO as and when deemed necessary by the Council, it will be referred back to the petitioners to be re-written.

6.3 Referendum Results

6.3.1 The results of a referendum will be acted upon if the total number of votes cast is at least 5% of the total number of Active Members of SANQC at the time of referendum and at least a simple majority of those voting either support or reject the referendum.

ARTICLE 7: THE COUNCIL

7.1 Council Definition

7.1.1 The Council is established within the Alberta Post-Secondary Learning Act and within these Bylaws as the body which governs the business and affairs of the Students' Association. The Council is the policy-making body of the Students' Association and has the legislative authority of the Students' Association. The Council works together as a whole for the betterment of the students of NorQuest College through the students' collective organization, the Students' Association of NorQuest College.

7.2 Governance and Management of SANQC

7.2.1 The Council governs the affairs of SANQC.

7.2.2 The Council hires a paid Executive Director to carry out administration and management functions of SANQC under the direction and supervision of the Council.

7.3 The Council's Mandate

7.3.1 The mandate of the Council is to govern the business and affairs of the Students' Association of NorQuest College as determined in these Bylaws:

7.3.1.1 The Council is responsible for the organization's highest level of decision-making and legal authority;

7.3.1.2 The Council is accountable for the organization's resources and activities;

7.3.1.3 The Council defines, through policy, the parameters of the organization that govern the activities and affairs of SANQC.

7.3.2 The Council has the powers of SANQC, except as stated in legislation.

7.4 The Council's Duties

7.4.1 Notwithstanding the generality of the previous, the powers and duties of the Council include:

7.4.1.1 Promoting the objectives of SANQC and the interests of the SANQC membership while prioritizing the membership's interests over one's own.

7.4.1.2 Serving as official interpreter of the Bylaws;

7.4.1.3 Maintaining and protecting SANQC's assets, approving an annual non-deficit budget, authorizing all unbudgeted financial commitments and expenditures exceeding $5,000, investing extra monies, and covering all operating and management expenses for SANQC.

7.4.1.4 Selling, disposing of, or mortgaging any or all of SANQC's assets;

7.4.1.5 Approving contracts for SANQC;

7.4.1.6 Developing and implementing policies for managing and operating SANQC, monitoring all Council policies, recommending Bylaw changes for membership approval, and reviewing and approving the Terms of Reference for Council committees and working groups.

7.4.1.7 Appointing legal counsel as necessary with additional parameters being determined by the Council;

7.4.1.8 Self-managing and self-regulating the Council's functions;

7.4.1.9 The hiring, direction and dismissal of the SANQC Executive Director;

7.4.1.10 Without limiting the general responsibility of the Council, delegating its powers and duties to the Executive Director to manage and administer SANQC's finances, assets, businesses, and programs;

7.4.1.11 Obtaining and reviewing information from the Executive Director about SANQC and its operations as part of their fiduciary responsibilities, including insurance coverage, regular financial reports, budgets, audit reports, and contractual obligations; and

7.4.1.12 Obtaining and reviewing information about members' issues as part of their fiduciary responsibilities, including lobbying and representation policies and positions.

7.5 The Council's Principles of Governance

7.5.1 In its governance role, the Council:

7.5.1.1 Articulates and communicates the vision of SANQC with a focus on strategic direction the whole organization;

7.5.1.2 Ensures a unified voice and is responsible for its own management.

7.5.1.3 Refrains from making management and operational decisions.

7.5.2 All members of the Council must adhere to the SANQC Code of Conduct.

7.6 The Council's Composition

7.6.1 ~~Fifteen (15) Councilors, duly elected by and from the Membership or appointed by the Council from the Membership, make up the Council.~~The Council shall be composed of the Councilors elected, appointed, selected and ratified in accordance with this section.

7.6.2 There shall be ~~three (3)~~two (2) elected Councilors from each faculty.

7.6.3 There shall be one (1) self-identified Indigenous student, and 1 student-at-large selected through application process as the Council's Board of Governors representatives. Once ratified by the Council, they will assume full Council roles.

7.6.4 There shall be one (1) self-identified regional student selected through application process as a regional representative. Once ratified by the Council, they will assume full Council roles.

7.6.5 The minimum number of Councilors is ~~six (6)~~three (3). If the membership of the Council drops below ~~six (6)~~three (3), the first order of business shall be to restore membership to at least this minimum threshold.

7.6.6 All Council meetings will be facilitated by the Chair.

7.6.7 The following SANQC employees may attend all Council and Council committee meetings, add items to the agenda for the Council's consideration, participate in Council discussions, but may not vote on matters before the Board:

7.6.7.1 The Executive Director (non-voting) or designates

7.7 Councilor's Term of Office

7.7.1 Each elected or appointed Councilor may serve a two-year term, which begins May 1, unless elected or appointed through a by-election in which case, their term starts at the first meeting of the Council following their election. The first year of their term concludes on April 30. If eligible, they may continue for the second year of their two-year term, starting on May 1 and ending on the following April 30.

7.7.2 Councilors are permitted to serve no more than two two-year terms or a maximum of forty-eight (48) months (whichever is greater.)

7.7.3 Any Councilor who wishes to apply for a SANQC staff role, must have been gone from their Councilor role a minimum of six (6) months.

7.7.4 A Councilor cannot, at any time during their term on the Council, be employed by NQC. Practicum and co-op roles are exempt from this.

7.8 Honoraria & Hours

7.8.1 Councilors shall be compensated for the hours they contribute towards their Council related duties.

7.8.2 Councilors must complete a minimum of ten (10) hours of approved Council related work per month.

~~7.8.2~~7.8.3 Councilors are responsible for submitting an accurate record of their

Council-related activities and hours in the manner and by the deadlines established by Council policy.

7.9 Council Oath of Office

7.9.1 The Oath of Office is as follows for all positions on the Council:

I, [person's name], promise and swear:

I will do my best to fulfill my duties and responsibilities in line with the Students' Association of NorQuest College's goals and rules.
I will follow and uphold the Students' Association's Code of Conduct.
I will always act honestly, justly, and fairly. I'll work to support the best interests of the Students' Association, the goals of our Council, and the well-being of our members.

7.10 Qualifications for Councilors

7.10.1 All candidates for the Council must be Active Members of SANQC in good standing and maintain continued enrolment in at least one credit course during the fall and winter terms for their term of office.

7.10.2 All candidates must be at least eighteen (18) years of age.

7.10.3 All candidates for election or appointment to the Council must be in good standing with NorQuest College. Where a cumulative ~~shall possess a minimum cumulative~~ Grade Point Average (GPA) is calculated for a student, the student must possess a minimum cumulative GPA of 2.3 or the equivalent percentage grade (67-69).

7.10.3.1 A potential candidate who has not yet completed an academic term at NorQuest College is exempt from the academic-standing requirement for the purpose of their initial candidacy.
~~Any member who has not previously attended a term at NQC is excluded from this requirement for the purpose of their candidacy.~~

~~7.10.3.1~~7.10.3.2 Where a student's program or coursework does not result in a calculable GPA on their transcripts, such as exempt pass/fail grading, the student is exempt from the academic-standing requirement for council.

7.10.4 ~~Any member of the Council who fails to maintain the minimum required GPA at NQC in the fall, winter or spring terms must resign from the Council.~~Councilors must maintain the academic eligibility requirements established in section 7.10.3 throughout their term of office. Where a GPA is calculable, the Councilor must maintain the minimum cumulative GPA stated in 7.10.3.

7.10.4.1 Proof of academic standing for candidates must be submitted to the CRO as part of the nomination process.

7.10.4.2 Proof of academic standing for continuing Councilors must be submitted to the Board Coordinator by the end of January for the fall term, by the end of May for the winter term, and by the end of August for the spring term.

7.10.5 Any member who has been terminated from a SANQC operated business or service or has been otherwise sanctioned by SANQC or the Council will be subject to a lifetime suspension from eligibility for any Councilor position, unless the member has completed an approved process of amends and the sanction has been formally lifted.

7.11 Election of the Councilors

7.11.1 There shall be an election of Councilors in March of each year. Councilors elected in March will take office May 1.

7.11.2 Any election of Councilors will be managed by the CRO pursuant to the Elections Policies.

7.11.3 If one or more Councilors vacates or resigns their position from the Council, the open position(s) will be filled in September through a by-election.

7.12 Discipline and Removal of Councilors from Office

7.12.1 The Council can hold any member of the Council subject to discipline, up to and including removal from office, for misconduct pursuant to this Bylaw.

7.12.2 Any Councilor of the Council will be subject to discipline under this Bylaw if they are found to have committed any of the following:

7.12.2.1 A breach of these Bylaws;

7.12.2.2 A failure to perform duties of their office

7.12.2.3 Breach of their fiduciary obligations to the SANQC;

7.12.2.4 A failure to meet or to maintain the eligibility criteria for their office;

7.12.2.5 Actions which are inconsistent with or unbecoming to their role;

7.12.2.6 Actions which are inconsistent with the established policies of the Councilor the Students' Association;

7.12.2.7 Violation of any terms of SANQC's Code of Conduct, confidentiality agreements, or intellectual property agreements.

7.12.3 The term of a Councilor will automatically end if they cease to be a credit

student at NQC, they have failed to complete the minimum hour requirement for any one month, they fail to maintain the required grade point average or they fail to be Member in Good Standing of SANQC.

7.13 The Council's Meeting Scheduling

7.13.1 The Council shall have at least one meeting a month.

7.13.2 The times and places of the Council meetings will be determined by a resolution of the Council.

7.13.3 If the Council fails to determine the meetings by resolution, the Chair, shall call the meetings.

7.14 The Council's Meeting Notice

7.14.1 Forty-eight (48) hours' written notice of meetings, along with the stated purpose of the meeting, delivered by electronic mail must be given to each member of the Council. This requirement may be waived through a special resolution of the Council.

7.14.2 In the event of an accidental omission to give notice to a Councilor or member of a Committee, any such error will not affect the substance of the meeting or invalidate any action taken at the meeting pursuant to such notice or otherwise founded thereon.

7.15 The Council's Meeting Attendance and Quorum

7.15.1 No business will be conducted at a meeting of the Council unless a quorum of at least sixty (60)% of voting members of the Council, and the Executive Director or designate are present.

7.15.2 Council members may opt to attend virtually provided that Council members have their camera on and are fully participating as if they were attending in person.

7.15.3 Active Members are able to attend any Council meeting that is not held In-Camera.

7.15.4 Councilors are expected to attend all regularly scheduled meetings of Council unless unable to attend due to emergency circumstances.

~~7.15.3~~7.15.5 A Councilor who is absent from more than two (2) regularly scheduled Council meetings in an academic term, without an excused absence, will be removed from council.

7.16 The Council's Meeting Voting Procedure

7.16.1 Each Councilor present at a meeting of the Council has the same authority within the meeting and is entitled to one vote, with exception of the Chair.

7.16.2 No proxy votes of Councilors are permitted.

7.16.3 All ordinary resolutions of the Council require a simple majority (50% plus one) of councilors present to pass.

7.16.4 Special resolutions require a seventy-five (75)% majority of Councilors present at the meeting to pass.

7.16.5 The Chair does not have a vote, except for the purpose of breaking a tie.

7.16.6 Unless otherwise indicated in these Bylaws, the Council meetings will be conducted according to Robert's Rules of Order.

7.17 In-Camera Sessions

7.17.1 In-Camera Sessions close meetings of the Council to Active Members and guests to allow discussion of matters that require privacy, including personnel and legal matters. In-Camera Sessions can be requested by an ordinary motion of the Council requiring a simple majority if there are matters of personnel, legal issues or other sensitive decision topics.

7.17.2 An In-Camera motion can be called for as needed by any Councilor, the Chair, or the Executive Director (or designate),

7.17.3 In-Camera Sessions can occur at any time during the Council meeting and an In-Camera motion will take precedence over all pending motions or business.

7.17.4 Motions voted on and carried during an In-Camera Session will be recorded in the meeting minutes and a broad summary of the discussion will be part of the public meeting minutes.

7.18 Abstentions

7.18.1 Council should only abstain from a vote when there is a conflict of interest and must state the reasons for their abstention. The Chair will request the details of the abstention from the abstaining Councilor.

7.19 Council Minutes

7.19.1 The Council will ensure minutes are prepared for each of their formal meetings.

7.19.2 Once approved, the official minutes from the Council meetings, are electronically filed.

7.19.3 The Council, at its sole discretion, may make part or all of its meeting packages and briefing materials, including any minutes or reports submitted to the Council by its committees or subcommittees, available to the SANQC membership for their review.

Article 8: CHAIR OF COUNCIL

8.1 The Chair of Council

8.1.1 The Chair of the Council is selected by the Council through an election process.

8.2 Duties of the Chair

8.2.1 The Chair will preside over and moderate all meetings of the Council.

8.3 Responsibilities of the Chair of the Council

8.3.1 The Chair of the Council:

8.3.1.1 Chairs all Council meetings;

8.3.1.2 Works with the Moderator of general meetings to ensure effective general meeting processes;

8.3.1.3 Presents the Council's report to the membership at general meetings;

8.3.1.4 Manages the Council's self-governance practices, including individual Council personnel matters, and Council Teambuilding.

8.3.1.5 Acts as the liaison between the Council and the Executive Director or designate;

8.4 Chair's Absence or Incapacity

8.4.1 In the event that the Chair is absent or temporarily incapacitated from completing their job duties and obligations, the Vice-Chair will complete the Chair's role temporarily and only for the duration of the incumbent's absence or incapacity.

ARTICLE 9: VICE-CHAIR OF COUNCIL

9.1 The Vice-Chair of Council

9.1.1 The Vice-Chair of the Council is selected by the Council through an election process.

9.2 Duties of the Vice-Chair

9.2.1 The Vice-Chair will preside over and moderate all meetings of the Council in the absence of The Chair.

9.3 Responsibilities of the Vice-Chair of the Council

9.3.1 The Vice-Chair of the Council has the following responsibilities of The Chair for any duration The Chairs absence:

9.3.1.1 Chairs all Council meetings;

9.3.1.2 Works with the Moderator of general meetings to ensure effective general meeting processes;

9.3.1.3 Presents the Council's report to the membership at general meetings;

9.3.1.4 Manages the Council's self-governance practices, including individual Council personnel matters, and Council Teambuilding.

9.3.1.5 Acts as the liaison between the Council and the Executive Director or designate;

9.4 Vice-Chair's Absence or Incapacity

9.4.1 In the event that the Vice-Chair is absent or temporarily incapacitated from completing their job duties and obligations, the Council will elect a Councilor to complete the Vice-Chair's role temporarily and only for the duration of the incumbent's absence or incapacity.

ARTICLE 10: CHIEF RETURNING OFFICER

10.1 Chief Returning Officer

10.1.1 The Council shall appoint a CRO by ordinary resolution prior to August 31 of each year.

10.1.2 The CRO will be a mature individual either with experience working elections or with relevant legal experience.

10.1.3 The CRO performs their duties of managing the election or by-election of the Councilors, Council-approved referendum or plebiscite questions, in accordance with provisions of the SANQC Elections Policies and these Bylaws.

10.1.4 The CRO is responsible for interpreting and applying the provisions of the SANQC Elections Policies.

ARTICLE 11: COUNCIL COMMITTEES

11.1 Standing Committees

11.1.1 The Council establishes the following standing committees:

11.1.1.1 Finance Committee

11.1.1.2 Executive Director Review Committee

11.2 Special Committees

11.2.1 The Council may create Governance committees, including sub-committees, standing committees, and ad hoc committees, as the need arises.

ARTICLE 12: EXECUTIVE DIRECTOR

12.1 Duties of the Executive Director

12.1.1 The Executive Director is an Officer of SANQC.

12.1.2 The Executive Director acts with the authorization of the Council, with a focus on management and accountability to the Council. In this role, the Executive Director shall:

12.1.2.1 General: Manage and administer day to day operations of SANQC;

12.1.3 The Executive Director is the official spokesperson for SANQC to the Council, to the membership, to the College, and to external bodies on matters affecting SANQC's operations, finances, legal and regulatory compliance.

12.2 Eligibility for Executive Director Position

12.2.1 The Executive Director must be bondable and may be bonded upon hiring.

12.2.2 The Executive Director must possess a degree in a related field.

12.2.3 The Executive Director must have a minimum of five (5) years of senior leadership experience preferably in a nonprofit or student-focused environment.

12.3 Absence of Executive Director

12.3.1 Should the Executive Director be absent, they will appoint a qualified SANQC staff designate to act in the role while they are absent.

12.3.2 Should the Executive Director be on a leave of absence, the Council will appoint a qualified SANQC staff designate as acting Executive Director.

12.3.3 In the event of a vacancy in the Executive Director position, the Students' Council shall appoint a qualified SANQC staff member as Interim Executive Director. The Interim Executive Director shall have all the authority and responsibilities of the Executive Director.

12.3.4 No member of the Students' Council may be appointed as acting or Interim Executive Director.

12.4 Executive Director Succession

12.4.1 Recruitment of Successor:

12.4.1.1 Following the appointment of an Interim Executive Director, the Students' Council shall initiate a professional recruitment process to select a permanent Executive Director.

12.4.1.2 This process shall include the establishment of a Search Committee and the consideration of retaining an external search firm to support a transparent and competitive selection.

12.4.2 Succession Planning:

12.4.2.1 The Students' Council shall maintain and periodically review a succession plan for the Executive Director role, including the identification of necessary qualifications and key responsibilities.

ARTICLE 13: FINANCES AND OTHER MANAGEMENT MATTERS

13.1 The Registered Office

13.1.1 The Registered Office of SANQC is located at 1-114 10215-108 Street, Edmonton, AB, T5J 1L6

13.2 Signatories

13.2.1 All SANQC monies drawn from the organization’s general operating bank accounts require the signatures of the Executive Director, or in their absence the duly appointed designate (as appointed by the Executive Director), and one of the two elected Council signing authorities.

13.2.2 The signatures of the Executive Director, or in their absence the duly appointed designate (as appointed by the Executive Director), and one of the two elected Council signing authorities are required to execute and to affix the corporate seal of SANQC to any contracts, agreements, engagements, documents, instruments or any obligation entered into by SANQC.

13.2.3 The Executive Director, or in their absence the duly appointed designate (as appointed by the Executive Director), is hereby authorized to sign, as the sole signatory, various deeds, transfers, assignments, contracts, obligations and other instruments for and on behalf of SANQC which are operational in nature, and within the limits and guidelines of the budgets approved by the Council from time to time.

13.3 The Fiscal Year

13.3.1 The fiscal year for SANQC is from July 1 to June 30.

13.4 The Auditors

13.4.1 The SANQC auditor is appointed at the annual or a special general meeting. The auditor will audit all financial records in accordance with Canadian Generally Accepted Accounting Principles and Generally Accepted Audit Standards as soon as possible following the end of the fiscal year.

13.5 Financial Authority

13.5.1 No student society, club or other organization has the authority to represent or financially bind SANQC.

13.5.2 The Council shall control the disbursement of SANQC funds through approval of the annual Association budget.

13.5.3 Any material ($5000) deviation from the annual budget must be brought to the Council for subsequent approval or modification.

13.6 Borrowing Powers

13.6.1 SANQC may borrow money required for the performance of its duties or to further its objects if it has the prior approval of the Council.

13.6.2 Repayment of both the money borrowed and the interest on the amount can be secured through negotiable instruments including a mortgage on property and/or the assignment of current or future fees with the approval of the Board and any other approval deemed necessary by these Bylaws.

13.7 The Keeping and Inspection of SANQC Minutes

13.7.1 A copy of the minute books of all meetings of the members (general meetings) and of the Council are kept.

13.7.2 Any member wishing to inspect the minute books of SANQC must give reasonable notice to the Council of their intention to do so.

13.7.3 Unless otherwise permitted by the Council, such inspection will take place

only at the Registered Office of SANQC, during normal business hours.

13.7.4 All audited financial statements of SANQC are open for such inspection by the members, during normal business hours and with reasonable notice.

13.8 Protection and Indemnity

13.8.1 SANQC will use best reasonable efforts to obtain Directors and Officers Liability insurance.

13.8.2 SANQC indemnifies each Councilor or Officer against all costs or charges if:

13.8.2.1 The Councilor or Officer acted honestly and in good faith with a view to the best interests of SANQC; and

13.8.2.2 In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Councilor or Officer had reasonable grounds for believing that the Councilor's or Officer's conduct was lawful.

13.8.3 Councilors or Officers can rely on the accuracy of any opinion or report of a lawyer, accountant, engineer or appraiser or other person whose profession lends credibility to a statement made by that person. Councilors or Officers are not held liable for any loss or damage as a result of acting on such opinions or reports.

ARTICLE 14: BYLAW AMENDMENT PROCEDURE

14.1 Bylaw Amendment Procedure

14.1.1 These Bylaws may be cancelled, altered or added to by Special Resolution at any annual or special general meeting of SANQC.

14.1.2 The notice of the annual or special general meeting must include details of the proposed resolution to change the Bylaws.

14.1.3 The amended Bylaws take effect after approval of the special resolution at the annual or special general meeting.

14.1.4 When a Bylaw amendment is required to address an internal conflict, a legal conflict or changes of the law, the amendment can be made on advice of legal counsel without the need to obtain general meeting approval in these specific circumstances.

14.1.5 Housekeeping changes, such as grammatical, formatting, spelling, or name changes, within these Bylaws may be approved by Students' Council as long as such changes do not alter the meaning or substance of these bylaws.

ARTICLE 15: DISSOLUTION

15.1 Criteria for Dissolution

15.1.1 SANQC may be dissolved according to the provisions of the Alberta Post-Secondary Learning Act. Should the Students' Association of NorQuest College dissolve, after paying debts and liabilities, any remaining assets will be distributed or disposed of to charities registered under the Income Tax Act (Canada) in Canada benefiting students and scholarships.