

By-Law No.1

The following is a By-law relating generally to the transaction of the affairs of OPIRG McMaster

Constitution of OPIRG McMaster

BE IT ENACTED as a By-law of the OPIRG McMaster as follows:

Article 1: Objectives

- 1.1 To engage in charitable non-profit research and activities to advance the welfare of the University community,
- 1.2 To execute, sponsor and publish educational studies and programs to advance the welfare of the University community,
- 1.3 To help and encourage students to develop their research and advocacy skills, to become active and informed citizens,
- 1.4 To make diverse viewpoints available to the McMaster University community and
- 1.5 To link the activities of OPIRG McMaster at the University of McMaster to the general community.

Article 2: Seal

The seal, an impression which is stamped in the margin hereof, shall be the corporate seal of the Corporation.

Article 3: Head Office

The head office of OPIRG McMaster shall be in the City of Hamilton, in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine by special resolution.

Article 4: Board of Directors

- 4.1 The affairs of OPIRG McMaster shall be managed by a Board of Directors. There shall be nine members of the Board, unless specified by the Board by special resolution. Any member of OPIRG McMaster in good standing shall be eligible for the Board of Directors as outlined in Article 6.4.

- 4.2 Each director, at the time of their election and throughout their office, shall be a member of OPIRG McMaster. In the event that the qualifications of a Director for membership in OPIRG McMaster cease to exist, the Director shall forthwith cease to hold office.
- 4.3 Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled from among the members of OPIRG McMaster. Such appointed Directors shall hold office until the end of the term of the replaced Director, and shall have the same rights and responsibilities as duly elected Directors.
- 4.4 Directors may receive, at the discretion of the Board, up to four consecutive months leave of absence from the Board. A Director may not receive leave for consecutive terms, and may not receive more than one leave in a one year term, or three leaves in a two year term. The Board may appoint interim Directors in order to fill vacancies made by Director's leaves.
- 4.5 But if there is not a quorum of Directors, the remaining Directors shall forthwith call an election to fill the vacancies and a General Meeting where said election will take place, following the rules for elections set out in Article 8.
- 4.6 At the meeting of the members at which this By-law is approved, all the present Directors shall retire, but shall be eligible for re-election if otherwise qualified. See Article 8 for more details.
- 4.7 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position as such; provided that a Director may be paid reasonable expenses incurred in the performance of duties.

Article 5: Meetings of the Board of Directors

- 5.1 The Board of Directors may transact any business of OPIRG McMaster at a meeting of the Board, with the exception of those items of business for which a General Meeting must be called as specified in Article 12.
- 5.2 The Board of Directors shall meet regularly and adequate prior notice of meetings of the Board of Directors shall be given to the members of OPIRG McMaster. Meetings shall be open to members and members may speak at meetings with the consent of the Board. A Board member who is absent from any three consecutive meetings without twenty-four hours prior notice or an adequate explanation shall automatically be removed from OPIRG McMaster Board of Directors. Appeal shall be made to the remaining Board members. If a Director is so removed, replacement shall be according to Article 4.4.
- 5.3 The majority of the Board of Directors shall form quorum for the transaction of business.
- 5.4 In the event that a Board meeting begins with quorum, and because of the departure of one or more of the Directors quorum is lost, the Directors who remain, provided they number at least three, may continue to transact the business of the meeting.

- 5.5 Except, as provided in Section 5.7, questions arising at any Board meeting shall be decided by consensus. Training in consensus shall be part of the Board orientation every year. The working rules of consensus, as developed through this training process or adopted by the Board from another source shall be made into OPIRG McMaster policy and introduced to each new member of the Board.
- 5.6 Ex-officio members of the Board include OPIRG McMaster staff, representatives from community organizations and OPIRG McMaster members. All members may attend and participate in consensus-based decisions made at Board meetings but may not vote on questions at Board meetings.
- 5.7 If the Board is unable to reach consensus after discussion on a question at three Board meetings, a $\frac{3}{4}$ majority of the Board of Directors present may call a vote. Once a vote is called, a $\frac{3}{4}$ majority of the Board present at the meeting may pass a motion. Ex-officio members of the Board may not participate in the voting process.
- 5.8 Board of Directors' meetings shall be formally called by the Board's Secretary on direction in writing of two Directors. Notice of such meeting shall be communicated to each Director not less than one day before the meeting is to take place. Board may appoint a day or days in any month or months for regular meetings at an hour and of such regular meeting, no notice need be sent.
- 5.9 No formal notice of any meeting of the Board of Directors shall be necessary if all of the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 5.10 No error or omission in giving such notice for a meeting of Directors shall invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Article 6: Membership

- 6.1 There shall be two types of voting members: student members and community members.
- 6.2 Each person who
- a. is a registered full-time student at McMaster University, and
 - b. has paid OPIRG McMaster a student membership fee in such amount and in such manner as the Board shall from time to time determine, and who has not requested a refund, shall be accepted as a student member of OPIRG McMaster.
- 6.3 Each person, who is not a student at McMaster University, and who has paid OPIRG McMaster a community membership fee in such amount and in such manner as the Board shall from time to time determine, and has not received a refund for that fee, shall be accepted as a community member of OPIRG McMaster.

- 6.4 A person who fulfills the requirements for student membership or community membership shall be considered a voting member in good standing.
- 6.5 Members who are graduating from McMaster University will be deemed to be attending McMaster University for the semester they graduate until they actually graduate, provided that they pay membership dues for that semester. This is to ensure Board continuity.
- 6.6 The Board may create, modify or eliminate categories of non-voting membership, and may set fees and grant various privileges within OPIRG McMaster for members in these categories. Non-voting members shall not be granted any privileges which are not available to voting members.
- 6.7 Non-voting members shall not be granted any of the rights of voting members which are provided for in the By-laws of OPIRG McMaster, unless those non-voting members become voting members by satisfying the conditions of voting membership set forth in this Constitution.
- 6.8 Members have the right to reasonable use of OPIRG McMaster resources, provided that they respect the rules and responsibilities of the Resource Centre, as established by the Board of Directors.
- 6.9 Any person who is a member of another local of the Ontario Public Interest Research Group is not eligible for membership in OPIRG McMaster.

Article 7: Powers

- 7.1 The Directors of OPIRG McMaster must administer the affairs of the Corporations in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally, may exercise all such powers and do such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- 7.2 Without in any way derogating from the foregoing, the Board of Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or to otherwise dispose of share, stocks, rights, warrants, options and other securities. Lands, buildings, and other property, movable or immovable, real or personal, or such consideration and upon such terms and conditions as they may deem advisable. The Board of Directors may from time to time:
- a. borrow money on the credit of the Corporation, or
 - b. issue, sell or pledge securities of the Corporation, or

- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any other obligation or liability of the Corporation.
- 7.3 The Board of Directors may from time to time delegate or designate such responsibilities and powers as they may determine and for such a time as they may determine at a meeting of the Board of Directors.

Article 8: Election of the Board of Directors

- 8.1 Elections shall be held annually at General Meetings from which voting members have been notified that elections will be held. While non-voting members may attend the meeting, only voting members may elect Directors.
- 8.2 At the first election of Directors, nine Directors shall be elected of whom, one half will serve for a one year term or until their successors shall have been duly elected and qualified. The remaining half Directors elected will serve for a two year term, or until their successors shall have been duly elected or qualified. Those Directors serving for a one year term shall be selected at random by a Chairperson of the Annual Meeting of the members following the election, or by a method to be agreed upon by the Directors.
- 8.3 With the exception of 8.2, each Director shall be elected to hold office for one year after he or she shall have been elected, or until his or her successor shall have been duly elected.
- 8.4 Prior to the date for nominating, the Board of Directors shall appoint a Chief Returning Officer (CRO) for the election. The CRO shall be responsible for supervising the election in accordance with the OPIRG McMaster Constitution and By-laws. The CRO can not be a candidate for election to the Board during that election.
- 8.5 Nominations for the Board of Directors shall be on a form approved by the Board of Directors and shall include the signature of the person so nominated. Nominations shall be made by delivering the nomination form as completed to the office of OPIRG McMaster or to such other place as the CRO shall designate, and a receipt shall be given for each nomination so nominated.
- 8.6 Notwithstanding the provisions of Article 8.5, nominations shall be accepted from the start of regular office hours three weeks prior to the date of the election until end of office hours two weeks before the date of the election. Upon a special resolution of the OPIRG McMaster Board of Directors and the consent of the CRO, the nomination period may be extended for one week.
- 8.7 It shall be the responsibility of the CRO to adequately publicize the dates and times when nominations may be made, the place thereof, the names of the persons nominated, and the date, time and place of the election. Notification of the election of the Board of Directors must be advertised through notices posted around campus, an ad taken out in

- the student paper of sizable distribution, as determined by the CRO. It shall also be the responsibility of the CRO to publicize this information to individuals and organization as indicated in Article 10.
- 8.8 Candidates for the Board of Directors are entitled to have a scrutineer representing them present during voting hours and during the counting of the ballots. The students' administrative council, or its successor, has the right to appoint a scrutineer for each OPIRG McMaster election.
- 8.9 If, at the close of nominations, there are not more candidates than open Director seats, the CRO shall declare the candidates present at the candidates meeting to be acclaimed to the Board and the date of this meeting may be the date of the election.
- 8.10 The CRO shall establish a polling station or stations for the date(s) of the elections at such place or places as are convenient to the membership. The polling station or stations shall be open a minimum of six hours between 9:00 am and 5:00 pm, as well as a minimum of two hours between 6:00 pm and 10:00 pm each polling day.
- 8.11 Nine seats shall be available for election on the Board of Directors. Candidates shall be designated as either student or community members. All candidates shall be ranked in order of votes cast in their favor. The top seven student members shall be elected first to the Board. The eighth member shall be the mostly highly ranked community member. The ninth member shall be either a student or community member depending upon which ranked higher in the votes cast.
- 8.12 The CRO shall post the results of the election in prominent places within twenty-four hours after the closing of the ballots.
- 8.13 In advance of balloting, the CRO may advise voters of how the votes are to be counted, but after the counting is complete, the number of votes received by each candidate shall not usually be published. The names of elected candidates shall be announced in alphabetical or random order and the election shall be declared closed.
- 8.14 The incumbent Board shall call a meeting of the Board within two weeks of the date of election, at which meeting power shall be transferred to the Board-elect. The Board-elect shall see to the appointment of Officers and setting of Board terms at this meeting.
- 8.15 Each member of OPIRG McMaster shall have a single vote and each member of OPIRG McMaster shall be entitled to vote for as many Directors as are to be elected. Voting shall be by secret ballot.
- 8.16 For elections, voting members may authorize other persons to vote on their behalf by proxy. No more than one proxy may be carried by any one person. Proxies shall be authorized in a manner approved by the Board, and shall include the signature of the voting member authorizing the proxy.

Article 9: Recall

Upon receipt by the Secretary of the Board of Directors of a petition signed by at least 10 percent of the student members stating that it is their wish that the person named therein be removed as a Director of OPIRG McMaster, the said Director shall be removed from Office.

Article 10: Parity on the Board of Directors

OPIRG McMaster shall strive to ensure broad and adequate representation on the Board of Directors of groups such as women, people of colour, lesbians, gays, bisexuals, members of different departments and faculties, community members, disabled individuals, working class and union members, and diverse religious and cultural communities. Should diverse representation be substantially or consistently lacking in the Board of Directors, the Board

shall within a month of its election, send an invitation to community organizations and University clubs representing these communities inviting them to send a representative to be an ex-officio member of the Board with the purpose of facilitating networking, policy development and fulfilling OPIRG McMaster's stated goals. This section is not meant to limit or to exclusively define the list of groups from which OPIRG McMaster may solicit ex-officio Board members.

Article 11: Founding meeting

11.1 The OPIRG Organizing Group shall constitute an acting Board of Directors until the founding meeting. The Organizing Group shall be responsible for abiding by all other clauses within this Constitution and overseeing that election processes are carried out according to this Constitution.

11.2 The nomination period of the Board of Directors for the founding meeting of OPIRG McMaster shall be extended until 5:00 pm one day before the elections commence.

Article 12: Annual General Meetings

12.1 The Board of Directors shall hold an Annual General Meeting (AGM) to be held within each financial year, at which the Board shall report of activities of the previous financial year.

12.2 At this meeting, the audited financial report shall be presented for approval, an auditor shall be appointed for the next annual financial audit and the membership shall be asked to approve the actions of the Board for the previous financial year. A proposed budget for the next fiscal year shall be presented to the membership for approval.

12.3 Elections for open seats on the Board shall usually be held at the AGM. A General Meeting may be called for this purpose.

12.4 In all other regards, the AGM shall be held in the same manner as for other General Meetings.

Article 13: Officers

There shall be a Chairperson, Secretary, a Treasurer, and such other Officers as the Board of Directors may determine by resolution from time to time. Officer authority may be revoked at any time by the Board.

Article 14: Duties of the Chairperson

14.1 The Chairperson shall be elected by the Board of Directors from among their members at the first meeting of the Board after the annual election of such Board of Directors, provided that in the default of such election the then incumbent being a member of the Board shall not hold Office until his/her successor is elected. The other Officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary the employment of all Officers shall be settled from time to time by the Board.

14.2 The Chairperson shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. Upon completion of two consecutive one year terms as Chairperson, the Chairperson shall not be eligible for re-election at the next succeeding election.

Article 15: Duties of the Secretary

The Secretary shall attend all meetings of the Board of Directors. The Secretary shall give notices required to be given to the members and to the Directors. The Secretary shall be the custodian of the seal of the Corporation and all books, papers, records, correspondence, contracts and other documents which belong to the Corporation. The Secretary shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person and such persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

Article 16: Finances

16.1 The fiscal year of the Corporation shall terminate on the 31st day of August in each year.

16.2 The Board shall ensure that the records and books of account of the Corporation are audited at least once each fiscal year or at such other times as it deems necessary and appropriate. The Directors shall ensure that all necessary books and records of the Corporation required by the By-laws of OPIRG McMaster or by any applicable statute of law are regularly and properly kept.

Article 17: Duties of the Treasurer

The Treasurer shall ensure that all necessary financial records of the Corporation required by the By-laws of the Corporation or by any applicable statute of law are regularly and properly kept. The Treasurer shall make regular financial reports to the Board of Directors. The Treasurer shall be a signing officer for OPIRG McMaster.

Article 18: Staff

- 18.1 The Board shall from time to time establish a hiring committee to hire staff to coordinate the activities of OPIRG McMaster. The hiring committee shall consist of at least one staff member and two Directors (or three Directors if no staff are currently employed) of OPIRG McMaster. Recommendations from the hiring committee shall be subject to ratification of the Board.
- 18.2 An open hiring policy in which all vacant staff positions are advertised and the most suitable candidates selected from the applicants shall be followed by OPIRG McMaster.
- 18.3 Anyone with a conflict of interest may not sit on a hiring committee. Current Board members may not apply for paid positions within OPIRG McMaster.
- 18.4 When the staff belongs to a union, the Board shall act in accordance with the Collective Agreement in all matters relating to staff.
- 18.5 In order to ensure staff participation in Board decision-making, at least one staff person shall attend at least on Board meeting every two weeks, except when Board meetings are once per month, in which case at least one staff person shall attend every meeting.

Article 19: Dissolution

- 19.1 In the event that more than 50% of the OPIRG McMaster members obtain a fee refund in any given year, OPIRG McMaster shall be declared dissolved, and shall be subject to the provision of Article 19.2.
- 19.2 In the event that OPIRG McMaster is dissolved or its affairs are wound up for any reason, all of its remaining property of every kind, nature and description wherever situated, after payment of liability shall be disposed of by dedication to the Ontario Public Interest Research Group, Ontario PIRG.

Article 20: Indemnification of Directors or Officers

Every person who is or has been a Director or Officer of OPIRG McMaster shall be indemnified by OPIRG McMaster against all expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party, defendant or with which he or she may be threatened, by reason of or going out of or in relationship to his or her being a

Director or Officer of OPIRG McMaster. The term, "expense," includes amounts paid in satisfaction of judgments or settlements other than amounts paid to the Corporation itself. The Corporation shall not, however, indemnify any Director or Officer in relation to matters as to which he or she shall be judged liable for negligence or misconduct in the performance of his or her duties as such Director or Officer. Further, the Corporation shall not indemnify any Director or Officer in case of settlement unless such settlement shall be approved by first, a majority of the Directors of the Corporation when in Office other than those involved (regardless of whether or not such majority constitutes a quorum) or second, if there are not at least two Directors then in Office other than those involved, by a majority of the Committee (selected by the Board of Directors) of two or more members of the Corporation who are not the Directors or Officers involved, as being made. The forgoing right of indemnification shall not be exclusive but shall be in addition to any and all other rights and remedies to which any Director or Officer may be entitled as a matter of law.

Article 21: Adoption and Amendment

- 21.1 This Constitution shall be adopted by a vote of two-thirds of those individuals qualifying for membership who are present at the founding meeting of OPIRG McMaster.
- 21.2 Any proposed amendment to the Constitution must be passed by a two-thirds majority of the Board of Directors present at a meeting duly called to consider such amendment. Once so passed, the amendment shall be submitted for inspection to the Board of Directors of Ontario PIRG and then if approved, submitted to the members of OPIRG McMaster. The amendment shall be approved by a two-thirds majority present at General Meeting for which two weeks notice has been given. The members of such a meeting may approved or reject but may not propose additional amendments not previously passed by the Board of Directors in the above-mentioned fashion.