

**Bylaws of the Lethbridge Public Interest Research Group Society (LPIRG)**  
*(March 28, 2014)*

**Bylaw 1 – Definitions**

1. In these Bylaws:
  - a. "Board" means the Board of Directors of the Lethbridge Public Interest Research Group Society (LPIRG);
  - b. "Board Member" means a Member of the Board of Directors of the Lethbridge Public Interest Research Group Society (LPIRG);
  - c. "Society" means the Lethbridge Public Interest Research Group Society (LPIRG);
  - d. "Societies Act" means the Societies Act of the Province of Alberta;
  - e. "Majority resolution" is a resolution supported by greater than one half (1/2) of all voters, excluding abstainers.

**Bylaw 2 - Membership in Society**

1. Types of Members - There shall be the following types of members:
  - a. Student Member; and
  - b. Community Member.
2. Eligibility
  - a. Student Member - Any registered student at The University of Lethbridge who pays a membership fee to the Society and has not had that membership reimbursed shall be a Student Member.
  - b. Community Member - Any person who is not a Student Member who completes the appropriate application and pays a membership fee to the Society shall be a Community Member.
3. Ineligibility - Corporations and other societies shall not be eligible for membership in the Society.
4. Rights of Members
  - a. Only Student Members shall have voting privileges at Annual General Meetings, General Meetings, Elections and Referenda of the Society.
  - b. Only Student Members shall be eligible to be Board Members of the Society.
  - c. Administrative documents of the Society shall be open to inspection by any Student Member or Community Member upon reasonable request addressed to the Board, except for minutes of closed meetings of the Board.
5. Cessation

- a. A member shall cease to be a member of the Society upon written notice and receipt of a refund of his or her membership fee.
6. Expulsion
  - a. A Student or Community Member may be expelled from the Society for exhibiting abusive actions, whether it be physical, verbal, or emotional towards the Society, its members, or any of the Societies operations.
  - b. Expulsion will be at the discretion of the Board.
  - c. Any Student Member who is expelled will be reimbursed their membership fee.
  - d. Should the abuses continue after expulsion from the Society the Board may proceed to take further legal actions.

### **Bylaw 3 – General Meetings**

1. There shall be the following designation of General Meetings:
  - a. Annual General Meeting; and
  - b. Special General Meeting.
2. Annual General Meeting
  - a. Date.
    - i. In accordance with Section 25 of the Societies Act, the Society shall hold one Annual General Meeting each year.
    - ii. The Annual General Meeting shall be held prior to April 30th at a time and place determined by the Board.
  - b. Business.
    - i. The following business shall be conducted at the Annual General Meeting:
      1. presentation of an audited financial statement for the preceding fiscal year setting out its income, disbursements, assets and liabilities; and
      2. presentation from the Board of the Annual Report of the Society with respect to the Society's activities of the preceding year;
    - ii. Any other matters concerning the Society's activities provided that the matter is brought, in writing, to the attention of the Board for consideration at least fourteen (14) days prior to the date of the Annual General Meeting.
3. Special General Meetings
  - a. A Special General Meeting shall be called by the Board upon either:
    - i. a majority resolution passed by the Board; or
    - ii. a receipt by the Board of a petition stating the purpose or purposes of the meeting and duly signed by one (1) percent of the Student Members of the Society.
4. Chair.

- a. A Chair to preside over a General Meeting shall be appointed by the Board from the Members of the Society.
5. Notice.
    - a. Notice shall be given by the Board of Directors at least twenty-one (21) days prior to a General Meeting in accordance with Bylaw 7.
    - b. Notices of General Meetings shall clearly state the date, time, place, and proposed agenda of the meeting.
  6. Voting
    - a. Each Student Member is entitled to one vote at a General Meeting, except for the chair, who will vote only in the occurrence of a tie. Student Members may authorize other members, Student or Community to vote on their behalf by proxy, though no person may hold more than one proxy. Proxy votes must be:
      - i. presented in writing indicating the Student Members permission and consent to proxy; and
      - ii. approved at the discretion of the Board of Directors prior to the meeting or by the chair of the General Meeting.
    - b. Quorum for General Meetings shall be ten (10) members of the Society.
    - c. If quorum is not reached, the meeting will be rescheduled for a later date in accordance with Bylaw 7.
    - d. Any resolution passed by a General Meeting will bind the Society, and the Board of Directors will act upon the decision of the General Meeting as long as the required actions are neither contrary to these Bylaws nor contrary to relevant Provincial stature.
  7. Minutes - For any general meeting, the Board of Directors will appoint a Member to take minutes for the meeting.

## **Bylaw 4 – Board of Directors**

### **1. Duties and Powers**

The Board of Directors is the legislative, executive, and judicial body of the Society and may exercise all powers of the Society that are granted under Provincial statute, subject to these Bylaws. The Board of Directors will be the keeper of and will govern the use of the corporate seal of the Society.

### **2. Types of Directors**

There shall be the following types of Directors of the Society:

- a. Voting Directors - The Board of Directors shall consist of a up to seven (7) Undergraduate Student Members of the Society who have been elected in accordance with Bylaw 6.1 or 6.2 as Voting Board Members to represent the Society, plus one Graduate Student to be determined by the Graduate Students Association.

b. Community Directors - The Voting Board Members will appoint up to two (2) Community Board Members from the Community Members if desired. Community Board Members will not have the privilege of voting. Community Board Members may be removed from the Board of Directors at any time by majority resolution.

### 3. Terms of Office

#### a. Voting Directors

- i. The term of office for Voting Board members shall normally be one (1) year – May 1 – April 30. The new Board shall take office on May 1st.
- ii. Previous Voting Board Members shall retire upon entry of the new Voting Board Members into office.
- iii. Voting Board Members shall not serve more than four (4) terms consecutively.

#### b. Community Board Members

- i. The term of office for Community Board Members shall be one (1) year (May 1 – April 30). Previous Community Board Members shall retire upon the appointment of the new Community Board Members.
- ii. There is no limit to the number of terms that Community Board Members shall serve.

### 4. Board Meetings

- a. At least twenty-four (24) hours notice must be given to all Board Members in advance of any meeting of the Board
- b. Meetings of the Board may be called by majority resolution of the Board or by written request from three (3) Board Members.
- c. Wherever possible, the Board will conduct its meeting in accordance with consensus-based decision making procedures.
- d. Quorum for the Board is at least half of the Voting Board Members.
- e. The Board will appoint a Board Member to take minutes.

### 5. Remuneration

- a. No remuneration shall be paid to Board Members of the Society.
- b. However, a Board Member shall be reimbursed by the Society for all expenses incurred by him or her while engaged in the affairs of the Society, subject to authorization by the Board and according to the financial guidelines of the Society determined by the Board.

6. Employee - No Voting Board Member may be a paid employee of the Society.

### 7. Recall

- a. A Board Member may be recalled if he or she has acted in contravention to the Bylaws of the Society.
- b. If the Board decides with a consensus or majority resolution that they wish to have a Board Member recalled, the Board shall give written

notice to the Board Member whose position is under question indicating the justification for their recall, in addition to stating the time and place of the meeting that the Board Member in question may speak to the accusation.

#### 8. Vacancies

- a. A Board Member's position may be declared vacant by the Board where he or she submits a letter of resignation to the Board. Resignation will be effective upon receipt of the letter, or if present, upon the date specified in the letter.
- b. A Board Member's position may be declared vacant by the Board by consensus or majority resolution if the Board Member misses three (3) consecutive board meetings without reasonable excuse.
- c. Vacancies of Voting Board Members may be filled by an Election or By-Election of the Society, or by appointment by the Board.

#### 9. The Board will indemnify a Board Member or former Board Member, and his or her heirs and legal representatives against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him or her, in respect of any civil, criminal, or administrative action or proceeding to which he or she is made a party by reason of being or having been a Board Member of the Society if

- a. he or she acted honestly and in good faith with a view to the best interests of the Society, or
- b. in the case of a criminal or administrative action, or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

#### 10. Conflict of Interest

- a. No Board Member may hold a remunerated position with LPIRG for the duration of his or her term in office.
- b. Where a Board Member is in conflict of interest or conflict of commitment with respect to being a Board Member or with respect to some business of the Board, that Board Member must declare such conflict and must abstain from voting on any such business.

### **Bylaw 5 – Staff**

#### 1. Administrative Coordinator

- a. Please refer to the respected employee's contract regarding details of the position.
- b. The Administrative Coordinator is required to attend all Board meetings.
- c. If the Administrative Coordinator is unable to attend a Board meeting written notification is required twenty-four (24) hours prior; exceptions made for emergencies at the Boards discretion.

- d. The Administrative Coordinator shall perform all duties as outlined in their contract in addition to specific tasks requested by the Board.
  - e. Shall oversee the Administrative Assistant and/or other hired staff, contractors, or interns.
2. Administrative Assistant
- a. Please refer to the respected employee's contract regarding the details of the position.
  - b. No member is allowed to hold both a Board position and the Administrative Assistant position.
    - i. Board members are permitted to apply for this position, granted they resign from their respected position prior to applying.
  - c. All unsuccessful applicants for the position are eligible to run for Board vacancies, including previous Board Members who resigned to apply for the Administrative Assistant position.
  - d. If a Society Member assumes this position, they must forfeit their right to a vote at General Meetings due to a conflict of interest generated through the positions remuneration.

## **Bylaw 6 –Elections and Referenda**

1. General Elections
- a. Shall take place annually in the month of March.
  - b. Notice shall be given at least twenty-one (21) days in advance of the elections and in accordance with Bylaw 7.
  - c. Nominations:
    - i. The nomination period shall be one week long.
    - ii. Nominees must be members in good standing.
    - iii. Nominees must submit to the Board their name, address, telephone number, and the signatories of ten members in good standing supporting their nomination.
    - iv. Nominees must confirm that he/she will comply with any agreement regarding the Society's election made between the Society and any other party.
    - v. Any member can only be nominated for one (1) position on the board.
  - d. Orientation
    - i. An orientation will be given to all candidates regarding the election's rules and procedures.
    - ii. The orientation meeting will be held within forty-eight (48) hours after the close of nomination.
    - iii. Candidates not able to attend must submit written notification to the board twenty-four (24) hours prior to the orientation meeting.

- iv. The Board must respond accordingly within twenty-four (24) hours of receiving the notification.
  - e. Each voting member is entitled to one (1) vote.
  - f. All voting procedures must comply with the agreement regarding the Society's elections made between the Society and any other party.
- 2. By-elections
  - a. By-elections shall be held in September, when deemed necessary by the Board.
  - b. By-elections shall take place if there are any Voting Director vacancies, as outlined in Bylaw 4.2.a.
  - c. Nomination and orientation procedure shall be as outlined in Bylaws 6.1.c and 6.1.d, in addition to any specifications requested by the Board
  - d. Ballots must be open during two successive days and can start no sooner than twenty-four (24) hours after campaigns close, but no later than forty-eight (48) hours.
  - e. Ballots shall be secret
- 3. Referenda
  - a. A referendum shall be called by the Board upon consensus of a majority resolution of the Board.
  - b. The Board will ensure that the wording of the referendum is clear and unambiguous and capable of being answered yes or no.
  - c. Notice of the referendum shall clearly state the dates, times, places, and purposes of the referendum and shall state the text of the referendum question.
    - i. Notice of the referendum shall be given at least twenty-one (21) days before the first day of voting and be in accordance with Bylaw 7.
  - d. The results of the referendum shall be binding on the Society where a majority of the votes cast support the resolution and the number of votes cast is equal or greater than ten (10) percent of the ordinary membership by the last day of the referendum.
  - e. Any referenda which refer to the abolition of the membership fee paid by ordinary members shall not necessarily entail the dissolution of the society itself.

## **Bylaw 7 – Public Notices**

1. All public notices must be posted on the official LPIRG website fourteen (14) days in advance of the event or deadline.
2. All public notices must be posted on the U of L electronic notice board.
3. A minimum of fifteen (15) posters containing the information of the public notice must be posted in the following buildings: Students' Union Building, University Hall, Anderson Hall, Turcotte Hall.

## **Bylaw 8 - Access to Books and Records**

1. All meetings of bodies established by the Society are open to all members unless declared closed by majority resolution of the body.
2. All books, records, accounts, financial statements, and documents of the Society are open to inspection by all members upon written request to the Board, unless the document contains information protected by Provincial statutes governing privacy, in which case only those portions of the document that are not protected are open to inspection.
3. Each Board Member shall at all times have access to such books and records.
4. The Board will safely and securely store all books, records, accounts, financial statements, and documents of the Society, including the application for incorporation, the master copy of these Bylaws, all minutes of general meetings of the Society, meetings of the Board, all special resolutions passed by the Society, and all filings made with any level of government.
5. The Board will appoint someone to prepare the books and records of the Society.

## **Bylaw 9 – Financial Affairs**

1. The fiscal year of the Society runs from May 1 – April 30  
The books, accounts, and records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the society appointed by the Board. An official audit, done by a qualified accountant, will be done every three (3) years as a minimum.
2. A complete and proper statement of the standing books for the previous year shall be submitted to the membership at the Annual General Meeting of the Society.
3. The Board will exercise by majority resolution any borrowing powers granted by relevant Provincial statute, subject to these bylaws. The Board may issue debentures subject of a ratifying special resolution as defined in Section 1(d) of the Societies Act.

## **Bylaw 10 – Dissolution of Society**

1. Dissolution.
  - a. Dissolution of the Society shall take place if:
    - i. a referendum conducted in accordance with Bylaw 6.3 resolves that the Society be dissolved; or



- ii. more than fifty (50) percent of its Student Members have obtained refunds of their membership fees during a single academic year.
- b. In the event of dissolution of the Society, funds and assets remaining after the satisfaction of its debts and liabilities shall be given or transferred in fair and equitable proportions to The University of Lethbridge, as directed by the Board at the time of dissolution. These funds shall be used solely for the establishment and maintenance of a scholarship and bursary fund to provide assistance to students enrolled at the University of Lethbridge. Criteria for awarding such scholarships and bursaries shall be determined by the Board at the time of dissolution.

### **Bylaw 11 – Amendments to Bylaws**

In the future, these bylaws can only be changed by a special resolution of the members as defined in Section 1 (d) of the Societies Act.