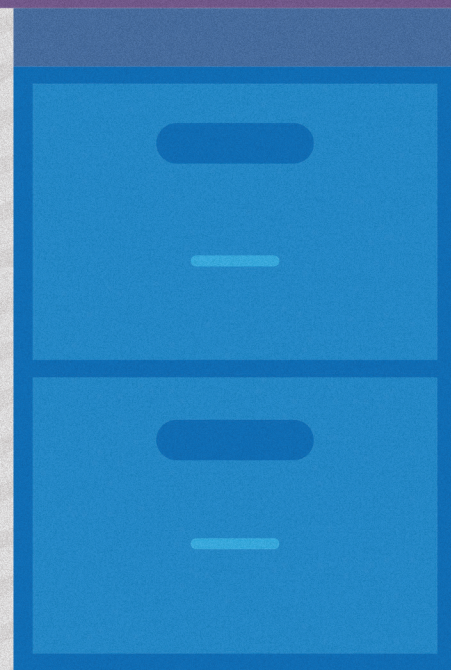


CASA's Bylaws and Operating Procedures





**CANADIAN ALLIANCE OF STUDENT ASSOCIATIONS (CASA)
ALLIANCE CANADIENNE DES ASSOCIATIONS ÉTUDIANTES (ACAE)**

(the "Corporation")

BY-LAW NO. 2

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23), this By-law No. 2, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces By-law No. 1 of the Corporation under the *Canada Not-for-profit Corporations Act*.

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SECTION 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "board" means the board of directors of the Corporation and "director" means a member of the board;

- (d) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (f) "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;
- (g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (h) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution with such two-thirds (2/3) majority of votes representing at least 50% of full time equivalent students represented by the members.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in section 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors, subject to the following: the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the board.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

1.08 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

SECTION 2 – MEMBERSHIP

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to not-for-profit corporations that:

- (a) represent post-secondary student bodies;
- (b) are interested in furthering the Corporation's purposes;
- (c) have applied for and been accepted into membership in the Corporation by resolution of the board and confirmed by ordinary resolution of the existing members of the Corporation; and

- (d) have entered into a membership agreement with the Corporation.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.02 Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

2.03 Absentee Voting at Members' Meetings

2.03.1 Voting by Mailed-In or Electronic Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

2.03.2 Voting by Proxy

a. Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements for proxies set out in the Act.

b. Any notice to members of the time and place of a meeting of members shall either enclose a form of proxy or contain a reminder of the right to appoint a proxyholder.

SECTION 3 – MEMBERSHIP DUES AND TERMINATION

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within the time provided in the notice of the membership renewal date, the names of the members in default shall be provided to the board who may send a further notice to the members. If the members do not pay within the time provided in the further notice, the members in default will cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the corporation is dissolved;
- (b) the member is removed from membership in accordance with section 3.03 below;
- (c) the Corporation is liquidated and dissolved under the Act;
- (d) the member withdraws in accordance with section 3.04 below; or
- (e) the member's membership is otherwise terminated in accordance with the articles or by-laws.

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

3.03 Removal from Membership

Any member of the Corporation may be removed from membership for any one or more of the grounds described below by an ordinary resolution of the board and confirmed by the members by a majority of not less than 75% of the votes cast on that resolution at a meeting of members duly called for that purpose. For greater certainty, the member's removal from membership shall only be effective on the confirmation of the members at a special meeting of members as described herein.

The grounds for removal are:

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; or

- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be removed from membership in the Corporation, the chair of the board, or such other officer as may be designated by the board, shall provide twenty (20) days written notice of the proposed removal of the member from membership to the member and shall provide written reasons for the proposed removal. The member may make written submissions to the chair of the board, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the chair of the board, the board may proceed to call a special meeting of members for the purpose of considering and confirming the board's resolution to remove the member from membership in the Corporation.

If written submissions are received in accordance with this section, the board will consider such submissions and make a decision within twenty (20) days from the date of receipt of the written submissions from the member. If the board decides not to remove the member from membership in the Corporation, the chair of the board shall, within seven (7) days from the date of the board's decision, notify the member in writing of its decision. If it is decided by the board that the member should be removed from membership in the Corporation, the board shall call a special meeting of members for the purpose of considering and confirming the board's resolution to remove the member from membership in the Corporation. The member who is the subject of the proposed removal shall have the right to receive notice of and attend the meeting of members, and shall be given the opportunity to make an oral statement at the meeting, but shall not have the right to vote on the resolution to remove the member from membership.

Within seven (7) days from the date of the special meeting of members, the chair of the board shall notify the member in writing concerning the final decision made at the special meeting of members. The decision of the members at the special meeting of members shall be final and binding on the member, without any further right of appeal.

3.04 Withdrawal from Membership

Where a member intends to withdraw from the Corporation, the member must provide written notice of the member's intention to submit a motion to terminate its membership status in the Corporation no less than thirty (30) days and no more than ninety (90) days before the date the member submits a motion.

Termination of membership shall take effect ninety (90) days after the Corporation receives a certified resolution of the member confirming its intention to withdraw from membership or upon such later date within the Corporation's membership year as designated by the member.

Any and all membership dues then outstanding for the membership year in which the withdrawal from membership takes effect shall be due and owing to the Corporation on the date the member's termination of membership takes effect.

SECTION 4 – MEETINGS OF MEMBERS

4.01 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada or elsewhere as the board may determine.

4.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.03 Chair of the Meeting

The board may designate an individual to chair any meeting of the members. If such person is absent, the members who are present and entitled to vote at the meeting shall appoint an individual to chair the meeting.

4.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be two-thirds (2/3) of the members entitled to vote at the meeting with such two-thirds (2/3) of members representing at least 50% of full time equivalent students. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.05 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

SECTION 5 – DIRECTORS

5.01 Directors' Powers

The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, articles or by-laws expressly directed or required to be done in some other manner. Subject to the Act, articles and by-laws the board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

5.03 Election and Term

Subject to the articles, an election of directors will be held on an annual basis at a special meeting of members duly called for that purpose. The special meeting of members for an election of directors shall precede the annual meeting of members. If no such special meeting of members is held, the election of directors shall take place at the annual meeting of members. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

5.04 Removal of Directors

Subject to the Act, the members may by ordinary resolution passed at an annual or special meeting of members remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the board.

5.05 Vacancy in Office of Director

The office of a director shall be automatically vacated if:

- (a) the director dies;
- (b) the director delivers a written notice of resignation to the Corporation;
- (c) the director ceases to be qualified for election as a director; or
- (d) the director is removed from office by the members in accordance with section 5.04.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.01 (Method of Giving Notices) of this by-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Quorum

A majority of two-thirds (2/3) of directors in office, from time to time, shall constitute a quorum for meetings of the board.

6.05 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

SECTION 7 – OFFICERS

7.01 Appointment

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
- (b) Executive Director – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (c) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when

instructed, notices to members, directors, the public accountant and members of committees; the secretary, or such other officer or employee as designated by the secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (d) Treasurer – If appointed, the treasurer shall keep, or cause to be kept, proper accounting records as required by the Act. The treasurer shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; the treasurer shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; the treasurer shall render to the board, whenever required, an account of all his or her transactions as treasurer and of the financial position of the Corporation; and the treasurer shall perform such other duties as may from time to time be prescribed by the board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

7.03 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – COMMITTEES

8.01 Committees

The board may from time to time establish any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit, or terminate any committee or other advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the board. Any such committee shall operate within the rules and directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

SECTION 9 – NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of members, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a director, if delivered to the director's latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (b) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 10 – ELECTRONIC MEETINGS

10.01 Participation by Electronic Means

If the Corporation makes available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a member or director meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

10.02 Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 11 – INDEMNITIES TO DIRECTORS AND OTHERS

11.01 Indemnification

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

SECTION 12 – DISPUTE RESOLUTION

12.01 Dispute Resolution Mechanism

If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 13 – BY-LAWS AND AMENDMENTS

13.01 By-laws and Amendments

The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by special resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

13.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

SECTION 14 – EFFECTIVE DATE

14.01 Effective Date

This By-law No. 2 comes into force upon confirmation by the members of the Corporation in accordance with the Act.

Operational Procedures

Operating Procedure 1: General Meetings

Effective: March 2015

Replaces: June 2010

1. Regular General Meetings

- a) CASA shall hold a minimum of four regularly scheduled meetings of the membership each year, one of which shall be the annual general meeting of the corporation, occurring no later than sixteen (16) months after the previous annual general meeting.
- b) CASA shall hold a “Foundations Conference,” which shall be a special meeting of the membership, no later than the thirty-first (31) of May of any calendar year. At the Foundations Conference the General Assembly shall elect the Board of Directors members, committee chairs, and permanent committee members.
- c) CASA shall hold an “Annual General Meeting Conference,” which shall be the annual general meeting of the membership, no later than the thirtieth (30) of July of any calendar year. At the Annual General Meeting the General Assembly shall create and adopt policy and advocacy goals for the year, and consider the audited financial statements.
- d) CASA shall hold an “Advocacy Week Conference” concurrent with a special meeting of the membership in Ottawa, typically by than the thirtieth (30) of November of any calendar year, though the meeting may be moved to accommodate parliamentary schedule. At the Advocacy Week Conference, member delegates shall engage in direct lobby opportunities with federal government representatives and other groups relevant to post-secondary education.
- e) CASA shall hold a “Policy Conference,” which shall be a special meeting of the membership, no later than the thirty-first (31) of March in any calendar year. At the Policy Conference, the membership shall deliberate and adopt changes to the Constitution, Bylaws, and operational procedures, review and adopt changes to advocacy policies, and draft budgetary recommendations for the next fiscal year.
- f) The timelines, content, titles, and locations for the regular general meetings may be altered by a two-thirds (2/3) majority vote of the Board of Directors. Changes must occur no later than 21 days prior to the meeting, except when late changes to the parliamentary schedule would impact a conference or when an Act of God affects part or all of Canada.

2. Special General Meetings

- a. From time to time, CASA may hold special meetings of the membership.

- b. Special general meetings have the same powers to transact business and make decisions as regular general meetings, provided that all members are provided with alternatives to participating without being physically present (as per section 4.06 of the bylaws). Simultaneous communication methods such as telephone or videoconference shall be considered acceptable methods of attending a meeting and casting a vote.

3. Meeting Agendas

- a. The agenda, meeting itinerary and supporting documentation, shall be sent to each member delegate no later than fourteen (14) calendar days prior to the commencement of the meeting.
- b. Delegates representing members may submit motions to be decided at a meeting to the Board of Directors through the Secretary not less than fifteen (15) calendar days prior to a the general meeting.

4. Special Resolutions

- a. The following categories of motions shall be considered special resolutions:
 - Ratification of an Executive Director
 - Ratification of new members of the organization
 - Adoption of CASA Budgets
 - Motion to dissolve the organization
 - Any such motion deemed to be a special resolution by the Act
 - Any such motion deemed to be a special resolution, by the General Assembly in advance of consideration of the motion, by a special resolution.

5. Meeting Management

- a. Meetings of the membership shall be conducted according to the current version of Robert's Rules of Order or any special rules of order CASA may adopt.
- b. A designate of the Board of Directors, when appropriate, shall chair general meetings. The chair shall serve at the pleasure of a two-thirds (2/3) majority of the voting delegates present.
- c. Minutes of general meetings shall be taken in accordance with Robert's Rules of Order unless otherwise required by operating procedures.

6. Conflicts

- a. If any discrepancy or conflict exists between this operational procedure and the Act or the bylaws, both the Act and the bylaws superseded this procedure.

Operating Procedure 2: Membership Term and Fees

Effective: March 2015

Replaces: March 2012, March 2011, June 2010

1. Membership Term

- a. The term of membership in CASA shall be July 1 through June 30.

2. Full-Time Equivalent Calculation

- a. A member's assessed number of full-time equivalent students (assessed FTE) shall be the sum of half of the number of part-time students enrolled at a member's parent school and the number of full-time students enrolled at the member's parent school.
- b. This data shall be collected from Statistics Canada's Postsecondary Student Information System.
- c. Should a member not represent undergraduate, graduate, college, trades, full-time or part-time students, then the appropriate enrollments shall be subtracted from the assessed FTE.
- d. The assessed FTE for a fiscal year shall be the most recent data available from Statistics Canada on the first day of the fiscal year.

3. Special Circumstances

- a. Should a member believe their assessed FTE disagrees with the number of FTEs they represent, they may, in writing, submit to the Executive Director a request for an altered FTE.
- b. The Executive Director shall review all applications for an alteration, and shall be permitted to request the following documentation from a member: a copy of the bylaws or articles of incorporation, the audited financial statements, and a letter from the parent school's registrar or equivalent position calculating the represented FTE.
- c. The Executive Director shall issue notice to each member of their right to request an alteration every two years.
- d. An alteration shall be assessed as the FTE value for two years and then shall be reviewed.

4. Membership Fee Calculation

- a. A full member's fees for the fiscal year shall be according to the following formula, using a base year of 2012/2013:

Range	Cost per FTE in Range
1 to 6,000	\$3.17
6,001 to 12,000	\$2.91
12,001 to 20,000	\$2.70
20,001 and above	\$2.40

5. Membership Fee Structure

- a. Membership fees shall be subject to a maximum of \$51,525 and a minimum of \$5,000 per fiscal year, using a base year of 2012/2013.
- b. The Board may increase the cost per FTE and the maximum and minimum membership fee by the rate of the Canadian Consumer Price Index for the beginning of each fiscal year.
- c. Any proposed increase in the cost per FTE or maximum and minimum membership fee greater than the Canadian Consumer Price Index must be passed by a special resolution.
- d. Any proposed variation greater than CCPI to fees must be passed by special resolution and membership must be given 12 months' notice of this change.

6. Payment of Membership Fees

- a. The Executive Director shall forward an invoice of the complete fee breakdown, including the financial equation and input figures used in calculating fees to each member. The invoices shall be forwarded to the members at least one (1) month before payment is due.
- b. Members shall pay thirty percent (30%) of their membership fees by the first of July in any calendar year. The remainder shall be paid by the first of October in that calendar year.
- c. In the event that a member cannot pay thirty percent (30%) of their assessed fees by the first (1) of July, the member must notify the Executive Director, and make alternate arrangements for payment. Any such alternate arrangements with the Executive Director must be in writing, and co-signed by the Treasurer, or designate, and a signing officer of the member.
- d. A financial penalty shall be assessed to all members that default on membership dues of a rate of three percent (3%) every fifteen (15) calendar days or portion thereof, compounded. The Executive Director, through the Office Manager will send a detailed invoice of the current formula and current account balance to each member school in arrears every two (2).

Operating Procedure 3: Grievance Process

Effective: June, 2010

Replaces: n/a

1. Rationale

- a. CASA maintains an official grievance process so that any member, member delegate, or staff member who wishes to raise serious concerns with CASA and any of its doings has the means to do so in a confidential, effectual manner.

2. Grievance Process

- a. Grievances may be submitted by member delegates, member associations (full, associate or provisional), or CASA staff to the Board of Directors.
- b. The process for submitting a grievance shall be as follows:
 - The grievance shall be submitted in writing to the Chair;
 - The grievance shall bear the name(s) of the complainant(s) or of the member association wishing to register the grievance; and
 - If the grievance is from a member association, a copy of the motion approving the content of the grievance.
- c. The complainant or member must be willing, if deemed necessary, to discuss with the Board of Directors the specifics of the grievance.
- d. Upon receipt of a grievance the board will:
 - Raise the grievance at a meeting of the board;
 - If necessary, consult with the complainant(s) or member;
 - Respond, in writing, to the complainant(s) within one (1) month of the grievance being filed; and
 - Fulfill any action required by the response to the grievance.
- e. Grievances submitted by member delegates or staff shall be assumed to be confidential unless stated otherwise by the complainant. Grievances submitted by members shall be sent to all members along with the written

response of the board, within two (2) weeks of the board response being sent to the member that filed the grievance.

- f. Members and staff will not have pursued all options of resolution to a concern with CASA or its doings if a grievance has not been presented to the Chair.

Operational Procedure 4: Code of Conduct

Effective: June, 2010

Replaces: n/a

1. Preface

- a. The conduct of all delegates at each CASA conference or official event during the year shall be in keeping with the *CASA Conference Code of Conduct* policy.
- b. All delegates attending conferences/events must review and agree to abide by the code of conduct as a condition of attendance at any CASA conference and/or official event.

2. Scope

- g) The code of conduct addresses human rights standards (i.e. anti-harassment and anti-discrimination standards), alcohol usage standards and expected standards for CASA-related business practices.
- h) There may also be other standards of conduct/rules (such as the rules of the host member) with which attendees may be expected to comply.
- i) These rules/standards will be brought to attendees' attention prior to the commencement of the conference/official Event.

3. Enforcement

- a. At each conference and official event, an individual or individuals from within CASA's membership will be appointed and identified as the contact person(s) or "Code of Conduct Officers" for the purposes of receiving any complaints regarding departures from the code of conduct and for ensuring compliance with the code of conduct more generally. The officers' contact information (i.e. phone, email etc.) will be provided to all attendees at the outset of each conference/official event.

Operating Procedure 5: Federal Policy Committee

Effective: March 2015

Replaces: June 2010

1. Responsibilities

- c. The Federal Policy Committee is responsible for creating, reviewing and amending CASA political policies as directed by the General Assembly or as required from time to time.

2. Committee Membership

- a. The Federal Policy Committee consists of:
 - Seven (7) delegates drawn from the list of members of CASA, who shall for committee purposes be known as the permanent members, provided that no member occupies more than one (1) of these positions; and
 - All other delegates of full members, who shall sit in a non-voting capacity.
- b. At the first general meeting after May 1 of any year, elections shall be held to appoint permanent members of the committee, one of whom shall be the chair of the committee and one of whom shall be the vice-chair of the committee.

3. Quorum

- a. Quorum for the Federal Policy Committee shall be three (3) permanent members of the committee.

4. Committee Business

- a. The Committee may create sub-committees as appropriate.
- b. The Committee must, on an annual basis after formation, create a work plan outlining specific tasks and measurable objectives for the year, and provide a progress report at every meeting of the membership.
- c. The Chair may delegate any such tasks as are necessary for the proper functioning of the committee and the political policy development process to the Policy and Research Officer.

- d. Unless the Committee gives unanimous consent, first drafts of political policies shall be posted on Basecamp for no less than two weeks before being voted on.
- e. The Committee shall pursue consensus wherever possible, but shall require a simple majority of the present and voting members of the committee to vote in favour of a political policy in order to submit a political policy to the General Assembly.
- f. Voting may be conducted electronically if necessary for the efficient conduct of business.

Operating Procedure 6: Political Policies

Effective: March 2015

Replaces: June 2010

1. Definition

- a. Political policies of CASA may express an opinion, sentiment, or principle about public policy matters relating to post-secondary education.

2. Classes of Political Policies

- c. There are two (2) classes of political policies: policy statements and policy papers.
- d. Policy statements are binding on the public relations and advocacy of CASA, and shall contain:
 - A statement of which policy principle(s) the policy statement shall fall under
 - A preamble explaining the reasons for expressing an opinion, sentiment or principle
 - A resolution declaring the opinion, sentiment or principle
- e. Policy papers are not binding on the public relations of advocacy of CASA, but shall provide guidance for members on the relevant topic(s) for members.

3. Interpretation

- a. In the event that two (2) or more active policy statements are in conflict, the Executive Director and Director of Policy may reconcile the policy statements at their discretion, and inform the chairpersons of the Federal Policy

Committee, Graduate Committee, and Trades and Technology Committee of the decision.

- b. Should such reconciliation be necessary, the relevant committee(s) in conjunction with the Director-at-Large, Policy must work to implement a permanent fix at the soonest possible opportunity.

4. Duration

- a. Political policies shall come into force upon adoption by the General Assembly.
- b. A policy statement shall remain in effect for three years (3) from its date of adoption, unless the General Assembly specifies that it is to be in effect for a different period.
- c. A policy paper shall remain in effect indefinitely, but shall be reviewed within three (3) years of its date of adoption.

5. Initiation of Political Policy Development

- a. At each Policy and Strategy Conference, individual members shall be given the opportunity to submit policy ideas to the General Assembly for review, prioritization and assignment to the any of the policy committees.
- b. The Federal Policy Committee may, at any time, initiate the development of policies to be submitted directly to the General Assembly.
- c. The Graduate Committee may, at any time, initiate the development of policies to be submitted directly to the General Assembly.
- d. The Trades and Technology Committee may, at any time, initiate the development of policies to be submitted directly to the General Assembly.
- e. Individual members may, at any time, initiate the development of policies to be submitted directly to the General Assembly.

6. Policy Statements from Non-Member Organizations

- a. CASA welcomes policy recommendations on topics within CASA's scope from non-member organizations.
- b. Non-members must contact CASA's Home Office, who will direct them to the appropriate committee Chair. CASA will ensure the following information is relayed to any non-member organization seeking to submit a policy:
 - The consistent style of CASA's current policies
 - Any relevant standing policy currently in force at CASA
 - The date (if known) of the next committee meeting where the policy could be discussed

- The date (if known) of the next plenary where the policy could be passed
 - Any additional submission guidelines of requirements as needed
- c. The appropriate committee shall choose whether to pursue development and approval of a submitted policy. It is recommended that the non-member receive speaking rights through endorsement to provide further information and clarification as necessary for the committee to make this decision.
 - d. If a submitted policy is accepted by the committee, the policy shall proceed through the normal development and amendment procedures. It is encouraged to include the non-member who submitted the policy at appropriate points through this process.
 - e. If a submitted policy is not accepted by the committee, the non-member can amend the policy to re-submit at a future date or withdraw the policy.

7. Consideration by the General Assembly

- a. Draft policies submitted by committees or members of CASA will be considered by the General Assembly only if they have been added to the agenda and distributed to the membership in accordance with Operational Procedure 1 – General Meetings, section 3.
- b. The General Assembly may approve, reject, or amend any properly submitted draft policy at plenary, or refer it to the appropriate committee for study or amendment, with the committee reporting back to the General Assembly at the next plenary with a recommended action, which may include future study by the committee.
- c. Political policies shall be adopted via an ordinary resolution.

8. Implementation

- a. Once approved by the General Assembly, the Policy and Research Officer will amend the CASA Policy Manual to reflect the approved political policy.

9. Amendment

- a. Policies may be amended or repealed by ordinary resolutions of the General Assembly.

10. Extraordinary Political Policies

- a. Notwithstanding section 5, when deemed urgent by the Director-at-Large, Policy, political policies may be initiated by the one of the policy committees, and may be approved by electronic vote of the General Assembly.

Operating Procedure 7: Graduate Committee

Effective: March 2015

Replaces: June 2010

1. Responsibilities

- a. The Graduate Committee is responsible for creating, reviewing, and amending CASA political policies pertaining to graduate student issues as directed by the General Assembly or as required from time to time.
- b. The Graduate Committee is also a forum for graduate student concerns within CASA.

2. Committee Membership

- a. The Graduate Committee consists of:
 - All delegates drawn from the list of members of CASA that represent graduate students, provided that no member receives more than one (1) vote on any motion;
 - All other delegates of full members, who shall sit in a non-voting capacity.
- b. At the first general meeting after May 1 of any year, elections shall be held to appoint chair of the committee.

3. Quorum

- a. Quorum for the Graduate Committee shall be three (3) voting members of the committee.

4. Committee Business

- a. The Committee may create sub-committees as appropriate.
- b. The Committee must, on an annual basis after formation, create a work plan outlining specific tasks and measurable objectives for the year, and provide a progress report at every meeting of the membership.
- c. The Chair may delegate any such tasks as are necessary for the proper functioning of the committee and the political policy development process to the Policy and Research Officer.
- d. Unless Committee gives unanimous consent, first drafts of political policies shall be posted on Basecamp for no less than two weeks before being voted on.

- e. The Committee shall pursue consensus wherever possible, but shall require simple majority of the present and voting members of the committee to vote in favour of a political policy in order to submit a political policy to the General Assembly.
- f. Voting may be conducted electronically if necessary for the efficient conduct of business.

Operating Procedure 8: Bilingualism

Effective: March 2015

Replaces: July 2011, March 2011

1. Definitions

- a. A news item is considered *urgent* if it must be disseminated immediately. In general, any news item that must obtain a response within a period of a few hours is considered urgent.
- b. A news item is considered *non-urgent* if it does not need to be disseminated immediately. As well, any announcement (such as a presentation) made by CASA is considered “non-urgent”.
- c. Any information is considered having a *national scope* if it is deemed relevant for all Canadian students. Given the organization’s mandate, any information is of national scope, unless it is classified otherwise.
- d. Any information is considered to be of *regional scope* if it is deemed only relevant for a specific region.

2. Quality

- a. All publications released in both official languages must have a translation quality comparable to other Canadian bilingual organizations.

3. Press Releases

- a. All national, regional, urgent, and non-urgent press releases by the organization must be published as follows:

	National Scope	Regional Scope
Not urgent	Must be simultaneously published in English and French.	Must be simultaneously published in English and French.
Urgent	<ul style="list-style-type: none"> a. Must be simultaneously published in both official languages if translation is offered by the distribution service and if the information is important to the country's English or French regions. b. Can first be published in one official language if immediate translation is considered too expensive given the importance of the information. However, it must be available in the other official language within a reasonable amount of time. 	Must be published in the official language that is used by the majority of people in the region concerned, and must be available in the other official language within a reasonable period of time.

4. External Documents

- a. Any document published and released to the general public is subject to the same procedure for non-urgent press releases.

5. Internal Documents

- a. Any document created by CASA for its members, partners, and prospective members must be available in the official language requested.
- b. If a member, partner, or prospective member wishes to consult an archived document that is only available in one official language, the member, partner, or prospective member has the right to ask for its translation and to receive it within 10 business days of the request.

6. Conferences

- a. Simultaneous translation in both official languages shall be provided at general meetings, upon 45 days notice by a member to the Chair of the Board.

Operating Procedure 9: Review Responses

Effective: March 2015

Replaces: July 2011

1. Rationale

- a. CASA maintains an official review response process so that any member association who wishes to evaluate CASA and any of its actions has the means to receive an official response in a process based, effectual manner that is fair to all parties involved.

2. Review Responses

- a. The member wishing to review CASA shall be entitled to an official response from the Board. A review must contain written instruction as to the sections or queries it wishes the Board to respond to.
- b. The process for soliciting a review response shall be as follows:
 - The review shall be submitted in writing to the Chair;
 - The review shall bear the name(s) of the member(s) conducting the review; and
 - The Chair is to send the member written confirmation of the submission upon its receipt;
- c. Upon receiving the member's review, the board shall:
 - Raise the member's review at a meeting of the board;
 - If necessary, consult with the member association;
 - Respond, in writing, to the member association within one (1) month of the review being filed; and
 - Fulfill any action required by the response to the member's review.

Operating Procedure 10: Strategic Planning

Effective: March 2017

Replaces: April 2012, March 2015

1. Definitions and Guidelines

- a. **Board Action Plan:** The annual Board Action Plan shall be under the ownership of the Board of Directors, with the goal of providing direction to individual board members and Home Office staff. The Board Action Plan will articulate goals for the current membership year and outcomes based on the targets articulated in the Strategic Plan.
- b. **Strategic Plan:** The Strategic Plan shall be under the ownership of the Internal Review Committee, with the goal of providing direction to and empowerment of the Board of Directors. The Board of Directors is responsible for all monitoring and reporting on the Strategic Plan.
- c. **Progress Report:** Progress Reports shall be the responsibility of the Chair of the Board and the Executive Director, and shall be delivered orally and in writing at regular meetings of the membership at least annually.

2. Implementation

- a. Every three years CASA must update or write a new Strategic Plan based on the mission, vision and core objectives of the organization. The authoring of this plan shall be done by the Internal Review Committee.
- b. At the beginning of each membership year, the Board of Directors must create a Board Action Plan based on the expected outcomes and measures articulated in the member-approved Strategic Plan.
- c. The Board Action Plan must be ratified by the membership at the second general meeting of each membership year.
- d. The active Strategic Plan and current progress must be presented to the CASA membership in the form of an educational session at the first general meeting of each membership year.
- e. Progress Reports must be delivered annually, typically at the Annual General Meeting. However, the membership may request additional updates.

Operating Procedure 11: National Advocacy Committee

Effective: March 2015

Replaces: July 2012

1. Responsibilities

- d. The National Advocacy Committee is responsible for organizing and tracking all non-conference advocacy and political engagement by member schools.
- e. The committee is responsible for annually reviewing the national advocacy strategy to ensure maximum effect of all local advocacy efforts and political engagement events.
- f. The committee is responsible for providing a report to be delivered at each members meeting.

2. Committee Membership

- f. The National Advocacy Committee consists of:
 - The Director of Advocacy, who shall for committee purposed be known as a permanent member and act as the chairperson
 - a. Seven (6) delegates drawn from the list of members of CASA, who shall for committee purposes by known as the permanent members, provided that no full member occupies more than (1) of these positions;
 - b. All other delegates of full members, who shall sit in a non-voting capacity.
- g. At the first general meeting after May 1 of any year, elections shall be held to appoint permanent members of the committee.

3. Quorum

- b. Quorum for the National Advocacy Committee shall be three (3) permanent members of the committee.

4. Committee Business

- g. The Committee may create sub-committees as appropriate.

- h. The Committee must, on an annual basis after formation, create a work plan outlining specific tasks and measurable objectives for the year, and provide a progress report at every meeting of the membership.
- i. The National Advocacy Committee shall work with the Government Relations Officer in creating both advocacy meeting goals and drafting meeting reports for record keeping.
- j. The National Advocacy Committee shall pursue consensus wherever possible, but shall require a simple majority of the present and voting members of the committee to vote in favour of any reports in order to submit to the General Assembly.
- k. Voting may be conducted electronically if necessary for the efficient conduct of business.

Operating Procedure 12: Trades and Technology Committee

Effective: March 2015

Replaces: March 2013

1. Responsibilities

- g. The Trades and Technology Committee is responsible for creating, reviewing and amending CASA political policies pertaining to students at colleges and polytechnic s as directed by the General Assembly or as required from time to time.

2. Committee Membership

- h. The Trades and Technology Committee consists of:
 - All delegates drawn from the list of members of CASA that represent college or polytechnic students, who shall for committee purposes be known as the permanent members, provided that no member receives more than one (1) vote on any motion;
 - Three (3) delegates drawn from the list of members of CASA who do not represent college of polytechnic students, who shall for committee purposes be known as the permanent members, provided that no member occupies more than one (1) of these positions; and
 - All other delegates of full members, who shall sit in a non-voting capacity.
- i. At the first general meeting after May 1 of any year, elections shall be held to appoint permanent members of the committee, one of whom shall be the

chair of the committee and one of whom shall be the vice-chair of the committee. The chair of the committee should be a delegate of a school that represents college of polytechnic students.

3. Quorum

- c. Quorum for the Trades and Technology Committee shall be three (3) permanent members of the committee.

4. Committee Business

- l. The Committee may create sub-committees as appropriate.
- m. The Committee must, on an annual basis after formation, create a work plan outlining specific tasks and measurable objectives for the year, and provide a progress report at every meeting of the membership.
- n. The Chair may delegate any such tasks as are necessary for the proper functioning of the committee and the political policy development process to the Policy and Research Officer.
- o. Unless the Committee gives unanimous consent, first drafts of political policies shall be posted on Basecamp for no less than two weeks before being voted on.
- p. The Committee shall pursue consensus wherever possible, but shall require a simple majority of the present and voting members of the committee to vote in favour of a political policy in order to submit a political policy to the General Assembly.
- q. Voting may be conducted electronically if necessary for the efficient conduct of business.

Operating Procedure 13: Non-partisanship Policy

Effective: March 2015

Replaces: March 2014

1. Purpose

- a. CASA is a national voice for Canada's post-secondary students. Independence and impartiality are fundamental to CASA's credibility and respect amongst its many stakeholders.
- b. Not only must CASA be independent, impartial, fair, and honest, but it also must be perceived as such. Therefore it is essential that CASA and its directors and officers refrain from engaging in partisan activities in their roles as directors and officers of CASA.
- c. If a director or officer wishes to be involved in any partisan activities, statements, or messages, such director or officer must clearly state that such activity, statement, or message is exclusively in a personal capacity and not reflective of any affiliations that the director or officer has.

2. Partisan Activity

- a. A partisan activity is any activity that provides direct or indirect support or opposition to any political party at any time, whether during an election period or not, or to a candidate for public office.
- b. Examples of partisan activity include:
 - Seeking to become a candidate in a federal election;
 - Publicly endorsing a federal candidate;
 - Giving money or non-cash gifts to a candidate or political party, either directly or indirectly;
 - Allowing a candidate or political party to use CASA's equipment, facilities, volunteer time, or other resources;
 - Making public statements that support or oppose a candidate or political party;
 - Suggesting that people should vote for a particular candidate or political party, either directly or indirectly;
 - Using CASA's website to post or hyperlink to statements made by a third party that support or oppose a candidate or political party;
 - Posting signs that support or oppose a candidate or political party; and
 - Distributing literature or voter guides that promote or oppose a candidate or political party, directly or indirectly.

3. Supporting or Opposing a Policy

- a. CASA may support or oppose a policy that is also supported or opposed by a candidate or political party, but CASA must do so in a non-partisan manner.
- b. When supporting or opposing a policy, CASA and its directors and officers should focus on the policy itself, and not explicitly connect its views to any candidate or political party

4. Dealing with Partisan Activities

- a. Where a director or officer is found to have engaged in partisan activities, contrary to this policy, the Board shall request that the director or officer immediately refrain from engaging in such partisan activities.
- b. If a director or officer does not comply with the Board's request, has previously been found to have engaged in partisan activities while a director or officer of CASA, or has committed a flagrant and substantial violation of this policy, the director or officer may be asked to resign or may be subject to removal pursuant to Operational Procedure 14.

Operating Procedure 14: Board of Directors

Effective: February 2016

Replaces: n/a

1. Composition of the Board

- a. The Board of Directors shall be comprised of seven positions as follows:
 - Chair
 - Treasurer
 - Director-at-Large, Advocacy
 - Director-at-Large, Policy
 - Director-at-Large, General (2)
- b. All Directors must be a delegate of a CASA Member.
- c. No Member shall have more than one delegate on the Board.
- d. There are no other requirements or restrictions on the composition of the Board.

2. Election of Directors

- b. The Board of Directors shall be elected through ordinary resolution at

the first general meeting of the year, as outlined in Operational Procedure 1 – General Meetings.

- c. At least one calendar month prior to the general meeting where elections shall occur, CASA must distribute documentation to all Members outlining the upcoming election procedures and information, and job descriptions for all Board positions.
- d. At least two weeks prior, CASA must distribute to all Members a self-nomination form and begin accepting nominations for all positions. This form must include basic information about the candidate, the position sought, and information on the candidate's relevant experience and skills.
- e. Within the first two days of the conference, Members must have a thorough information session regarding the Board, and the roles and responsibilities of each individual position.
- f. Nomination forms must be submitted to CASA by 11:59pm local time on the second day of the conference. Late and/or incomplete nominations will not be accepted. By noon local time on the third day of the conference, CASA must distribute all valid nomination forms to all Members.
- g. Should a position have an insufficient number of candidates to fill the openings, an open call for nominations shall be held immediately prior to the election occurring at the general meeting.
- h. In accordance with the Act, the Membership elects all directors, but can only recommend which director should hold which specific office. When, in accordance with section 2(h), a candidate has the support of the Membership, a resolution shall be put forward to elect that candidate to the Board, and to recommend that the candidate be appointed to the relevant office.
- i. Voting shall be carried out using secret ballots, with each Member holding one vote. A candidate must be supported by a simple majority of Members in the secret ballot before a resolution can be put forward to recommend that candidate for office. Should no candidate receive a majority of votes, a runoff vote will occur where the candidate with the fewest votes is eliminated and a new ballot occurs; this process must be repeated until one candidate has the support of a simple majority of Members.
 - i. For the recommendation of the two Directors at Large (General) positions, all Members shall have two votes, which must be cast for different candidates. A candidate must be supported by a simple majority of Members in the secret ballot before a resolution can be put forward to recommend that candidate for office. Should no candidate receive a majority of votes, a runoff vote will occur where the candidate with the fewest votes is eliminated and a new ballot occurs; this process must be repeated until two candidates both have the support of a simple majority of Members.

- ii. If at any point a candidate receives the support of a simple majority of Members, that candidate shall be removed from the runoff process, and Members will have only one vote for all remaining runoff vote
- j. At any point during the election of any position, the Membership may determine, by majority vote, not to elect any of the candidates under consideration and restart the process with an open call for nominations.

3. Responsibilities and Authority of the Board

- c. The Board shall have all authority as set out by the Act and the by-laws, including managing or supervising the management of the activities and affairs of the organization.
- d. Individual board members shall be responsible for, and have the authority to perform, the duties set out in their specific job description enclosed at the end of this operational procedure.

4. Performance Review Committee

- c. The purpose of the Performance Review Committee (PRC) is the evaluation documented grievances filed in respect to any position held within CASA. This includes, but is not limited to:
 - Acting in a manner that would discredit CASA, its policies, or its values
 - Consistently failing to attend scheduled meetings, as required by the position
 - Failure to adhere to the position's job description
 - Abuse of CASA resources
- d. The committee shall consist of the follow members, one of whom shall be the chair:
 - Board Chair
 - Three delegates
 - Executive Director (ex-officio)
- e. Members of the committee must remove themselves when they are the member under review.
- d. Grievances about any person who has a specific role within CASA must be submitted in writing to the chair of the committee, or to another committee member if the complaint is regarding the chair.
- e. The chair will review the grievance and meeting with the submitter to

determine the severity and what further investigation is required, in accordance with section 6.

- f. The committee must distribute, to all members, a performance evaluation template form, no later than September 30 of the current year. This does not preclude the submission of a grievance at any time prior or subsequent to this date.

5. Resolution Processes

- g. If the complaint is determined to be minor in nature, the Chair of the committee will bring the matter directly to the Chair of CASA for the informal resolution process.
 - i. The Chair of CASA will then provide notice via email to the repellent. That email will clearly state that a complaint has been made with a brief description of the actual complaint, the date(s) the incident(s) occurred, and a meeting time to discuss the complaint.
 - ii. Once the meeting has occurred, a determination of outcome can be made.
 - iii. The repellent must be informed in writing of the decision made. They must also be informed of the appeal process.
- h. If the complaint is determined to be major in nature, the Chair of the committee will bring the matter directly to the committee for further investigation through the formal resolution process.
 - i. The Chair of the committee will provide notice via email that the repellent will need to appear before the Performance Review Committee. This notice will clearly outline the date and time the committee will meet; a brief description of the actual complaint, and the date(s) the incident(s) occurred.
 - ii. The Chair of the committee will arrange any witnesses to be present at the Performance Review Committee meeting.
 - iii. The Chair of the committee will provide all copies of the actual complaint; and any witness statements to the members of the Performance Review Committee at the time of the meeting only and not prior to the meeting.
 - iv. Upon reviewing all materials presented by the Chair of the committee, the Performance Review Committee will then call in the person(s) that made the original complaint to provide additional information concerning the complaint.
 - v. The repellent will then be called in to meet with the Performance Review Committee. The repellent may present their interpretation of the complaint at that time, and provide the Performance Review Committee with any additional

information that they feel is relevant for the committee to make an informed decision.

- vi. Once all parties have been heard from, the committee will then deliberate.
 - vii. Once an outcome has been determined, the Chair of the committee will inform the repellent of the outcome via email. This letter must also include details concerning the appeal process. In some cases, the committee shall make recommendations to the Membership or the Board, as appropriate depending on the position, to take action at a special or regular meeting
- i. In the event that the outcome from the informal resolution process is deemed too harsh by the repellent, they have the opportunity to appeal the decision.
- i. The repellent has 3 business days from the time that the email outcome was sent to write a letter of appeal to the Chair of the committee. This letter must document the original complaint, the outcome received and outline why the outcome is felt to be too harsh.
 - ii. The Chair of the committee must bring any letter of appeal to the Performance Review Committee.
 - iii. The Committee will decide as to whether the appeal has merit and will be heard or will not be heard.
 - iv. The repellent will be informed by the Performance Review Committee, via the Chair of the committee, the date and time of the appeal if accepted.
 - v. The Performance Review Committee will review all materials that lead to the appeal.
 - vi. The repellent will be given the opportunity to provide information to the Performance Review Committee.
 - vii. The Performance Review Committee will deliberate and decide to uphold the original decision, remove the outcome previously provided, change the outcome, or send the appeal to the membership in the event the Performance Review Committee cannot come to consensus on the new outcome.
 - viii. The Chair of the committee will inform the repellent of the Performance Review Committee's decision via email.
- j. In the event that the repellent feels that the outcome provided by the Performance Review Committee through the formal resolution process is too harsh, the repellent can appeal the decision to the CASA Membership at a special or regular meeting.
- i. The repellent has 3 business days from the time that the email

outcome was sent to write a letter of appeal to the Chair of the committee. This letter must document the original complaint, the outcome received and outline why the outcome is felt to be too harsh.

- ii. The Chair of the committee must bring any letter of appeal to the CASA Membership.
- iii. The CASA Membership will decide as to whether the appeal has merit and will be heard or will not be heard at the following Plenary.
- iv. The repellent will be informed by the CASA Membership, via the Chair of the committee, the date and time of the appeal.
- v. The CASA Membership will go in camera to review all materials that lead to the appeal.
- vi. The repellent will be given the opportunity to provide information to the CASA Membership.
- vii. The CASA Membership will deliberate and decide to uphold the original decision, remove the outcome previously provided, or levy a new outcome.
- viii. The Chair of the committee will inform the repellent of the CASA Membership's decision via email.

Operating Procedure 15: Internal Review

Effective: March 2017
Replaces: February 2016

5. Responsibilities

- h. The Internal Review Committee is responsible for reviewing and amending CASA governing policies, overseeing the development of CASA's strategic plan and reviewing and providing recommendations to improve the reporting and accountability structure of CASA. The Committee may create or amend bylaws, operational procedures, planning documents and other governing regulations or procedures as directed by the Board, General Assembly, or as required from time to time.

6. Committee Membership

- j. The Internal Review Committee consists of:

- The Board Secretary, who shall be a voting member and who will act as chair;
 - Five voting delegates drawn from the list of members of CASA, such that no member occupies more than one (1) of these positions;
 - All other delegates of full members, who shall sit in a non-voting capacity.
- k. Elections for all voting delegate seats will be held at the first general meeting of each membership year.

7. Quorum

- d. Quorum for the Governance Committee shall be three (3) voting members of the committee.

8. Committee Business

- r. The Committee may create sub-committees as appropriate.
- s. The committee must, on an annual basis after formation, create a work plan outlining specific tasks and measurable objectives for the year and provide a progress report at every meeting of the membership
- t. The committee must, on an annual basis after formation, create a work plan outlining specific tasks and measurable objectives for the year.
- u. The chair may delegate any such tasks as are necessary for the proper functioning of the committee and the governing policy development process to an appropriate home office staff member
- v. Drafts of any proposed or amended CASA bylaw, operational procedure or strategic plan and any supporting documents shall be posted on Basecamp for no less than two weeks before being considered by the committee for recommendation to the Board or General Assembly
- w. The committee shall pursue consensus wherever possible, but shall require simple majority of the present and voting members of the committee to vote in favour of any proposal for the creation of, or amendment to, CASA bylaws, operational procedures or strategic planning documents prior to submission to the Board or General Assembly.
- x. Voting may be conducted electronically if necessary for the efficient conduct of business.

Operating Procedure 16: Alumni Council

Effective: March 2017

Replaces:

1. Purpose of an Alumni Council

- a. For over two decades, student leaders and young professionals have started their advocacy careers with CASA and the organization has an impressive group of former delegates and staff members.
- b. These former delegates and staff members are uniquely positioned to understand and advise the organization, its members and its staff.
- c. CASA believes that by building stronger connections with past delegates CASA will:
 - Enhance the organization's institutional memory;
 - Strengthen CASA's reputation with decision makers;
 - Provide valuable guidance to the organization;
 - Increase the value of membership in CASA.

2. Role and responsibilities

- a. Advise the Board of Directors, membership and staff;
- b. Create networking and mentorship opportunities for current and former CASA delegates and staff;
- c. Maintain connections between alumni;
- d. Undertake other projects from time-to-time, as directed by the Board of Directors;
- e. Alumni Council members are expected to act in the best interests of CASA.

3. Committee Membership

- a. The Alumni Council shall exist of:
 - Chair of the Board of Directors, who will act as Chair unless another is designated by the Board of Directors;
 - Executive Director;
 - Seven (7) Members, selected by application by the Board of Directors and who are former CASA delegates or staff members, who shall serve on

rotational terms with three (3) members appointed in Year One for a two-year term and four (4) members in Year Two for a two-year term.

4. Appointment

- a. Members of the Alumni Council shall be selected from applications solicited by CASA's Board of Directors following the creation of a vacancy on the Council.
- b. Alumni Council members will serve on the Alumni Board for two (2) year terms. No Alumni Council member shall serve for more than four (4) years consecutively.

5. Quorum

- a. Quorum for the Alumni Council shall be three (3) alumni members of the committee.

6. Council Business

- a. The Council may create sub-committees as appropriate.
- b. The Council must, on an annual basis after formation, create a work plan outlining specific tasks and measurable objectives for the year, and provide a progress report at every meeting of the membership.
- c. Alumni Council shall pursue consensus wherever possible, but shall require a simple majority of the committee to vote in favour of any reports in order to submit to the Board of Directors.
- d. Voting may be conducted electronically if necessary for the efficient conduct of business.

7. Council Formation

- a. To create the inaugural Alumni Council, CASA should elect three (3) departing delegates to the council at AGM 2017;
- b. These delegates will be responsible for alumni outreach and recruitment to fill the vacant positions on the council;
- c. These three delegates are to serve one (1) year terms.

Operating Procedure 17: Member Relations Committee

Effective: March 2017

Replaces:

1. Responsibilities

- a. The Member Relations Committee (MRC) is responsible for overseeing and improving the membership experience at CASA.

2. Roles of Committee

- a. MRC will work with the Board of Directors and Executive Director on all projects related to the membership experience at CASA, providing a venue to express opinions, feelings, recommendations, and observations about CASA
- b. MRC will work with the Board of Directors and the Executive Director to ensure that all CASA conferences meet the needs of members
 - MRC, along with the Board of Directors, will be responsible for commissioning and reviewing post-conference membership feedback surveys
 - MRC will provide recommendations for improving conferences to the Board of Directors
- c. MRC monitors the communications efforts between CASA's bodies and the membership in general.
- d. MRC will be responsible for developing and maintaining, in accordance with the strategic plan, member satisfaction metrics
- e. MRC will be responsible for developing and maintaining, in accordance with the strategic plan, CASA internal communications metrics
- f. MRC will connect with and engage observer schools and potential members to understand their unique issues and campus needs
- g. MRC will produce and update transition documents to facilitate the changeover of delegates from year to year

- h. MRC will host a CASA team building session at each conference
- i. MRC will reserve time at the end of every committee meeting for general Member issues by any delegate, including those not on the committee

3. Committee Membership

- a. MRC will consist of the following:
 - 11.1 One (1) member of the Board of Directors, who will serve as the Chair of the MRC
 - 11.2 Five (5) Delegates drawn from the list of Members of CASA
- b. The MRC will hold internal elections to appoint a Vice Chair and Secretary

4. Quorum

- a. Quorum for the MRC will be three (3) voting Members of the committee

5. Committee Business

- a. MRC may create subcommittees as appropriate
- b. MRC must create a Work Plan outlining specific tasks and measurable objectives for the year, and provide a progress report at every meeting of the Membership
- c. The Chair of MRC may delegate any such tasks as are necessary for the proper functioning of the committee to the Staff Member tasked with supporting the committee
- d. MRC shall pursue consensus wherever possible, but requires a 2/3 majority of the present and voting Members of the committee for official decisions to be passed
- e. Voting may be conducted electronically if necessary for the efficient conduct of business

Operating Procedure 18: Campaign Initiation Process

Effective: March 2017

Replaces:

1. Purpose

- a. CASA recognizes that part of its mission is “Through its member-driven structure and grassroots approach... to advocate for students using... awareness campaigns...”;
- b. CASA believes that awareness campaigns are a vital component of effective advocacy and an excellent way for the organization to mobilize and engage its student membership;
- c. CASA recognizes that effective campaigns require enthusiastic buy-in from participating members, as well as clear planning;
- d. CASA recognizes that the members, as the representatives of students at CASA, are best positioned to develop and initiate campaigns;
- e. As CASA’s membership is diverse, not all campaigns may be appropriate or effective for all members. It is the responsibility of each member to assess the merits of any campaign individually and to determine their level of participation in said campaign;
- f. However, a lack of unanimous participation by all members should not prevent the initiation and operation of a campaign that is in line with CASA’s mission, vision, values and policy;
- g. Therefore, CASA requires clear processes for the development, proposal and initiation of campaigns.

2. Campaign Initiation Process

- a. CASA requires the formal submission of a campaign proposal to the membership, which will be voted on at a formal meeting of the members.
- a. The campaign proposal must contain:

- Mission statement outlining the rationale for the campaign;
 - Resources required;
 - Expected outcomes;
 - Timeline and milestones;
 - Budget.
- a. To submit a proposal to the membership a minimum of 33% of CASA's membership must commit to directly participating in the campaign;
 - b. The proposal must be approved by a normal resolution of the General Assembly;
 - c. The membership may vote to remove or change these requirements as they see fit;
 - d. CASA will provide an overview of this process to all members at the Foundations conference; This presentation is to include information about available funds for that year and provide suggestions for potential campaigns;
 - e. CASA's Board may also put forward proposals for membership-wide campaigns.

3. Campaign Committee

- a. Committee Purpose:
 - The committee will be established whenever a campaign proposal is approved;
 - The committee will be responsible for overseeing the planning and operations of the campaign;
 - The committee will be responsible for providing the membership with a campaign review at the first meeting of the members following the conclusion of the campaign.

4. Committee Membership

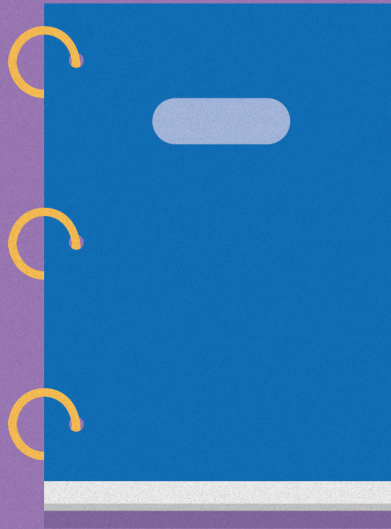
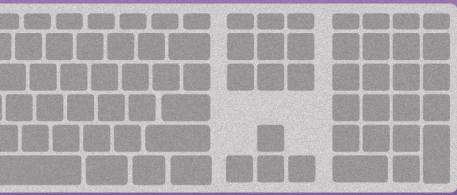
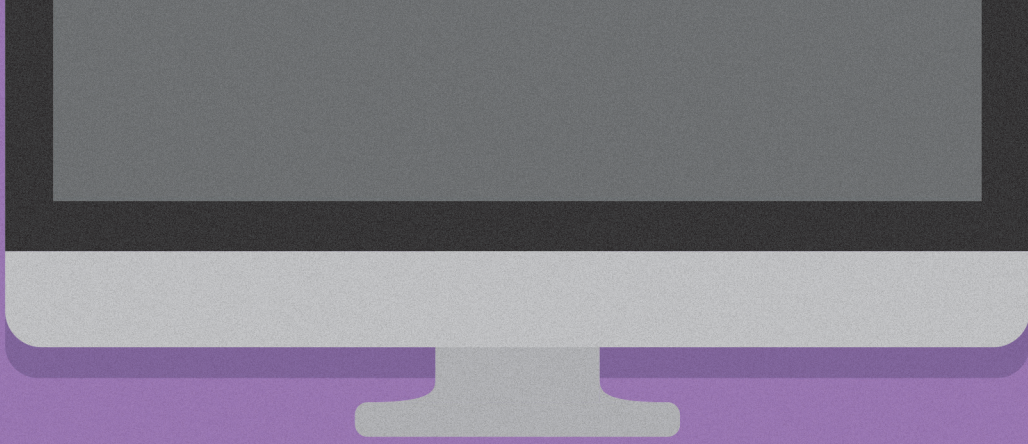
- a. Following the approval of the campaign proposal by the membership, a Campaign Committee will be struck consisting of:
 - The Director of Advocacy, who shall serve as the chairperson of the committee;
 - All member associations who have committed to participating in the campaign shall appoint a single delegate to act as their voting representative on the committee;
 - All other delegates of full members, who shall sit in a non-voting capacity.

5. Quorum

- b. Quorum for the Campaign Committee will be 50% + 1 of all the member associations who have committed to participating in the campaign.
- c. The Chair shall not count towards quorum

6. Committee Business

- a. The Campaign Committee shall pursue consensus wherever possible, but shall require a simple majority of the present and voting members of the committee to vote in favour of any reports to make submissions to the General Assembly;
- b. Voting may be conducted electronically if necessary for the efficient conduct of business;
- c. Staff support will be provided to the ad-hoc campaign committee.



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