

B-2009(001)
A By-Law relating Generally to the Transaction of the Affairs of
the ONTARIO PUBLIC INTEREST RESEARCH GROUP-Windsor,
CONSTITUTION OF OPIRG-WINDSOR

BE IT ENACTED as a by-law of the OPIRG-Windsor as follows:

Article 1: Objectives

Ontario Public Interest Research Group-Windsor, OPIRG-WINDSOR has the following objectives:

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

Article 2: Seal

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

Article 3: Head Office

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

Article 4: Board of Directors

- 4.1 The affairs of OPIRG-Windsor shall be managed by a Board of Directors. There shall be nine members of the Board, unless specified by the Board by special resolution.
- 4.2 Any member of OPIRG-Windsor in good standing shall be eligible for the Board of Directors as outlined in Article 6.4.
- 4.3 Each Director, at the time of their election and throughout their office shall be a member of OPIRG-Windsor. In the event that the qualifications of a Director for membership in OPIRG-Windsor cease to exist, the Director shall forthwith cease to hold office.

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

Article 5: Meetings of the Board of Directors

- 5.1 The Board of Directors may transact any business of OPIRG- Windsor at a meeting of the Board, with the exception of those items of business for which a General Meeting must be called as specified in Article 12.
- 5.2 The Board of Directors shall meet regularly and adequate prior notice of meetings of the Board of Directors shall be given to the members of OPIRG-Windsor. Meetings shall be open to members and members may speak at meetings with the consent of the Board. A Board member who is absent from any three consecutive meetings without twenty-four hours prior notice or an adequate explanation shall automatically be removed from the OPIRG-Windsor Board of Directors. Appeal shall be to the remaining Board members. If a Director is so removed, replacement shall be according to Article 4.4.
- 5.3 The majority of the Board of Directors shall form quorum for the transaction of business.
- 5.4 In the event that a Board meeting begins with quorum, and because of the departure of one or more of the Directors quorum is lost, the Directors who remain, provided they number at least three, may continue to transact the business of the meetings.
- 5.5 Except, as provided in Section 5.7, questions arising at any Board meeting shall be decided by consensus. Training in consensus shall be part of the Board orientation every year. The working rules of consensus, as developed through this training process or adopted by the Board from another source, shall be made into OPIRG-Windsor policy and introduced to each new member of the Board.

- 5.6 Ex-officio members of the Board include OPIRG Windsor staff, representatives from community organizations and OPIRG Windsor members who attend more than four Board meetings. Ex-officio members of Board may attend and participate in consensus-based decision made at Board meetings but may not vote on questions at Board meetings.
- 5.7 If the Board is unable to reach consensus after discussion on a question at three Board meetings, a 3/4 majority of the Board of Directors present may call a vote. Once a vote is called, a 3/4 majority of the Board present at the meeting may pass a motion. Ex-officio members of the Board may not participate in the voting process.
- 5.8 Board of Directors' meetings shall be formally called by the Board's Secretary on direction in writing of two Directors. Notice of such meeting shall be delivered, telephoned, or telecommunicated to each Director not less than one day before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings at an hour and of such regular meeting, no notice need be sent.
- 5.9 No formal notice of any meeting of the Board of Directors shall be necessary if all of the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- 5.10 No error or omission in giving such notice for a meeting of Directors shall invalidate or make void any proceeding taken or had at such meeting. Any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Article 6: Membership

- 6.1 There shall be two types of voting members: student members and community members.
- 6.2 Each person who
 - (a) is a registered student at the University of Windsor, and
 - (b) has paid OPIRG-Windsor a student membership fee in such amount and in such manner as the Board shall from time to time determine, and who has not requested a refund,shall be accepted as a student member of OPIRG-Windsor.
- 6.3 Each person, who is not a student at the University of Windsor, and who has paid OPIRG-Windsor a community membership fee in such amount and in such manner as the Board shall from time to time determine, and has not received a refund for that fee, shall be accepted as a community member of OPIRG-Windsor.
- 6.4 A person who fulfills the requirements for student membership or community membership shall be considered a voting member in good standing.
- 6.5 Members who are graduating from the University of Windsor will be deemed to be attending University of Windsor for the semester they graduate until they actually graduate, provided that

they pay membership dues for that semester. This is to ensure Board continuity.

- 6.6 The Board may create, modify or eliminate categories of non-voting membership, and may set fees and grant various privileges within OPIRG-Windsor for members in these categories. Non-voting members shall not be granted any privileges which are not available to voting members.
- 6.7 Non-voting members shall not be granted any of the rights of voting members which are provided for in the By-laws of OPIRG-Windsor, unless those non-voting members become voting members by satisfying the conditions of voting membership set forth in this Constitution.
- 6.8 Members have the right to reasonable use of the OPIRG-Windsor resources, provided that they respect the rules and responsibilities of the Resource Centre, as established by the Board of Directors.
- 6.9 Any person who is a member of another local of the Ontario Public Interest Research Group is not eligible for membership in OPIRG-Windsor.
- 6.10 OPIRG-Windsor shall administer, on a per semester basis, all fee refunds for any student members who choose not to support OPIRG-Windsor, after receipt of the first installment of funding and under the following conditions:
 - i) the refund period will run for ten academic days following the completion of the regular academic registration period;
 - ii) refunds will not be given outside of the refund period and;
 - iii) a student member wishing to obtain a refund must do so in person, and must present his or her validatd student card at the OPIRG-Windsor office or a designated place on campus to obtain the refund.

Article 7: Powers

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

- a) borrow money on the credit of the Corporation, or
- b) issue, sell or pledge securities of the Corporation, or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or any other debt, or any other obligation or liability of the Corporation.

7.3 The Board of Directors may from time to time delegate or designate such responsibilities and powers as they may determine and for such a time as they may determine at a meeting of the Board of Directors.

Article 8: Election of the Board of Directors

- 8.1 Elections shall be held annually at General Meetings for which voting members have been notified that elections will be held.
- 8.2 Each director shall be elected to hold office for one year after he or she shall have been elected, or until his or her successor shall have been duly elected.
- 8.3 Prior to the date for election, the Board of Directors shall appoint a Chief Returning Officer (CRO) for the election. The CRO shall be responsible for accepting nominations and supervising the election in accordance with the OPIRG-Windsor constitution and by-laws. The CRO can not be a candidate for election to the Board during that election.
- 8.4 It shall be the responsibility of the CRO to adequately publicise the date, time and place of the election. It shall also be the responsibility of the CRO to publicise this information to individuals and organizations as indicated in Article 10.
- 8.5 At the close of nominations at the election meeting the CRO shall distribute ballots with the name of each nominated candidate and each candidate must be elected by a majority of members present as per Article 8.6
- 8.6 In advance of balloting, the CRO may advise voters of how the votes are to be counted, but after the counting is complete, the number of votes received by each candidate shall not usually be published. The names of elected candidates shall be announced in alphabetical or random order and the election shall be declared closed.
- 8.7 Candidates for the Board of Directors are entitled to have a scrutineer representing them present during voting and during the counting of the ballots. The Students' Administrative Council, or its successor, has the right to appoint a scrutineer for each OPIRG-Windsor election.
- 8.8 Seven seats on the Board of Directors shall be reserved for student members. All candidates shall be ranked in order of votes cast in their favour. The top seven student members shall be elected first to the Board, with other positions being filled by the remaining candidates in order of votes cast.
- 8.9 The CRO shall post the results of the election.

- 8.10 The incumbent Board shall call a meeting of the Board within one month of the date of election, at which meeting power shall be transferred to the Board-elect. The Board-elect shall see to the appointment of Officers and setting of Board terms at this meeting.
- 8.11 Each member of OPIRG-Windsor shall have a single vote and each member of OPIRG-Windsor shall be entitled to vote for as many directors as are to be elected. Voting shall be by secret ballot.
- 8.12 For elections, voting members may authorise other persons to vote on their behalf by proxy. No more than one proxy may be carried by any one person. Proxies shall be authorized in a manner approved by the Board, and shall include the signature of the voting member authorising the proxy.

Article 9: Recall

- 9.1 Upon receipt by the Secretary of the Board of Directors of a petition signed by at least 10% of the members stating that it is their wish that the person named therein be removed as a Director of OPIRG-Windsor, the said director shall be removed from office immediately. Upon the request of three directors a special meeting may be called to put the motion to remove a director to the membership. Such a motion shall be passed if approved by 66% of those members present.

Article 10: Parity on the Board of Directors

OPIRG-Windsor shall strive to ensure broad and adequate representation on the Board of Directors of groups such as women, people of colour, lesbians, gays, bisexuals, members of different departments and faculties, community members, disabled individuals, working class and union members, and diverse religious and cultural communities. Should diverse representation be substantially or consistently lacking in the Board of Directors, the Board shall within a month of its election, send an invitation to community organizations and University clubs representing these communities inviting them to send a representative to be an ex-officio member of the Board with the purpose of facilitating networking, policy development and fulfilling OPIRG-Windsor's stated goals. This section is not meant to limit or to exclusively define the list of groups from which OPIRG-Windsor may solicit ex-officio Board members.

Article 11: Founding meeting

- 11.1 The OPIRG Organizing Group shall constitute an acting Board of Directors until the founding meeting. The Organizing Group shall be responsible for abiding by all other clauses this Constitution and overseeing that election processes are carried out according to this Constitution.
- 11.2 The nomination period of the Board of Directors for the founding meeting of OPIRG-Windsor shall be extended until 5:00 PM one day before the elections commence.

Article 12: Annual General Meetings

- 12.1 The Board of Directors shall hold an Annual General Meeting (AGM) to be held within each financial year, at which the Board shall report of activities of the previous financial year.
- 12.2 At this meeting, an externally reviewed financial report shall be presented for approval, and the membership shall be asked to approve the actions for the Board for the previous financial year. A proposed budget for the next fiscal year shall be presented to the membership for approval.
- 12.3 Elections for open seats on the Board shall usually be held at the AGM, a General meeting may be called for this purpose.
- 12.4 In all other regards, the AGM shall be held in the same manner as for other General meetings.

Article 13: Officers

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

Article 14: Duties of President

- 14.1 The President (Chairperson) shall, be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in the default of such election the then incumbent being a member of the Board, shall hold office until his or her successor is elected. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the board.
- 14.2 The President(Chairperson) shall, when present, preside at all meetings of the members of Corporation and of the Board of Directors. Upon completion of two consecutive one year terms as President, the President shall not be eligible for re-election at the next succeeding election.

Article 15: Duties of Secretary

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

Articles 16: Finances

- 16.1 The fiscal year of the Corporation shall terminate on the 31st day of August in each year.
- 16.2 The Directors shall ensure that all necessary books and records of the Corporation required by

the by-laws of OPIRG- Windsor or by and any applicable statute of law are regularly and properly kept.

Article 17: Duties of Treasurer

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

Article 18: Staff

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

Article 19: Dissolution

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

Article 20: Indemnification of Directors or Officers

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

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

Article 21: Adoption and Amendment

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

B-2009(002)

A By-Law to Provide a Mandate/mission statement and basis of unity:

Be it resolved that the Ontario Public Interest Research Group at the University of Windsor commits to:

Promoting research, education, action on environmental and social justice issues for a better world.

And to:

- creating a space free of sexism, racism, classism, heterocentrism, ableism and ageism;
- working in a non-hierarchical, cooperative and non-authoritarian way emphasizing consensual decision-making process and alternative organization structure;
- respecting diversity and fostering an inclusive environment;
- helping people learn the necessary skills to effect change and nurturing a milieu where learning is encouraged;
- bridging the gap that has developed between the academic world and the general community;
- providing the resources and support to individuals and groups to work on social change;
- making connections with other social movements and groups and linking the efforts of those groups with others pursuing similar goals on campus and in the community;
- challenging the existing social, political and economic order and offering alternatives;
- working on a broad range of issues, as identified by members, emphasizing research of issues concurrently, and working on issues in a unique way;
- encouraging citizens to participate in all their civic responsibilities.