



Bylaw Number 1

Bylaw Concerning the General Administration of the College



This Bylaw was adopted for the first time by Board of Governors resolution number 1529 on June 17, 1994 and subsequently amended by resolutions:

560	December 14, 1979	1360	December 6, 1991
696	June 19, 1981	1371	March 20, 1992
790	October 29, 1982	1372	March 20, 1992
915	March 23, 1984	1373	March 20, 1992
952	September 28, 1982	1430	December 11, 1992
965	December 7, 1984	1496	December 8, 1993
1053	June 13, 1986	1528	April 29, 1994
1111	April 10, 1987	1613	December 13, 1995
1112	April 10, 1987	1698	April 25, 1997
1211	February 10, 1989	2206	May 6, 2005
1266	March 2, 1990	2460	October 24, 2008
1276	April 20, 1990	2484	April 24, 2009
1286	April 20, 1990	2696	May 9, 2012
1315	December 7, 1990	2793	October 25, 2013
1338	April 19, 1991	2954	March 18, 2016

Resolution number 1430, December 11, 1992 replaced Bylaw Number 1 in its entirety. Articles subsequently amended are indicated by the resolution number of the amendment appearing at the end of the article.

Table of Contents

Preamble	5
Article 1 General Provisions	5
1.1 Definitions	5
1.2 Head Office (College Administrative Services)	6
1.3 Seal	7
1.4 Purpose.....	7
1.5 Designation.....	7
Article 2 Board of Governors	7
2.1 Composition	7
2.2 Vacancies.....	8
2.3 Jurisdiction.....	9
2.4 Exercise of Powers.....	9
2.5 Records.....	10
2.6 Election of Board Members.....	11
Article 3 Meetings of the Board.....	14
3.1 Schedule of Meetings	14
3.2 Sending of Agenda.....	14
3.3 Preparation of Agenda	14
3.4 Adoption of the Agenda	15
3.5 Notice of Meetings	15
3.6 Agenda.....	15
3.7 Emergency Meetings	15
3.8 Meetings without Notice.....	15
3.9 Quorum	16
3.10 Maintenance of Quorum	16
3.11 Place of Meeting.....	16
3.12 Attendance at Board Meetings by Persons other than Governors	16
3.13 In Camera Meetings	16
3.14 Information to the College Community.....	17
3.15 Majority Required for the Adoption of a Proposal.....	17
3.16 Adoption, Amendment or Rescindment of a Bylaw/Notice of Motion	17
3.17 Casting Vote of the Chairperson.....	17
3.18 Voting	17
3.19 Recording of Dissent.....	18
3.20 Minutes	18
3.21 Adoption of Minutes	18
3.22 Distribution of Minutes	18
3.23 Procedure	19

3.24 Appeals Committee	19
Article 4 Officers of the College	19
4.1 List of Officers.....	19
4.2 Accountability.....	19
4.3 Plurality of Office.....	19
4.4 Chairperson	20
4.5 Vice-Chairperson	20
4.6 Director General	20
4.7 Director of Studies.....	21
4.8 Campus Director – Lennoxville, Campus Director – St. Lambert, Campus Director – St. Lawrence	22
4.9 Director of Human Resources/Secretary General	22
4.10 Director of Financial Services	23
4.11 Director of Material Services.....	24
4.12 Removal from Office.....	24
4.13 Delegation of Powers	25
Article 5 Executive Committee	25
5.1 Composition	25
5.2 Vacancies.....	25
5.3 Meetings of the Executive Committee.....	26
5.4 Attendance at Meetings by Persons who are not Executive Committee Members	26
5.5 Quorum	26
5.6 Concordance.....	26
5.7 Reporting to the Board.....	26
5.8 Jurisdiction.....	26
Article 6 Management Plan	27
6.1 General Management Plan.....	27
6.2 Annual Plan.....	27
6.3 Coordination and Reporting	27
Article 7 Audit.....	28
7.1 General Provisions.....	28
7.2 College Audit Committee	28
7.3 Financial Statements	28
7.4 Comments and Observations	28
7.5 Approval of Financial Statements.....	28
7.6 Appointment of External Auditors	28
Article 8 Signing Officers and Legal Proceedings	29
8.1 Signing Officers.....	29
8.2 Legal Proceedings.....	29
Article 9 Protection of Board Members	29
9.1 Protection and Compensation.....	29

9.2 Insurance	29
Appendix “A” Board Representation	30

Preamble

This Bylaw respects the requirements of the College Act, Government and Ministerial Regulations, and all other provincial laws and regulations, and this Bylaw takes into account the uniqueness of the regional nature of this College.

Article 1 General Provisions

1.1 Definitions

Unless otherwise indicated, for the purpose of applying this present Bylaw, and any other Bylaw or Policy of the College, words, terms and expressions the meaning of which are defined hereafter, shall have the meaning and application respectively as follows:

- a) “ACT”: the General and Vocational Colleges Act, 1977 Revised Statutes of Québec, Chapter C-29 and its amendments.
 - a.1) “CHAMPLAIN ACT”: An Act respecting Champlain Regional College of General and Vocational Education (1996 Statutes of Québec, Ch. 99).
- b) “COLLEGE”: Champlain Regional College of General and Vocational Education.
- c) *Article repealed.*
- d) “BOARD”: the Board of Governors of Champlain Regional College of General and Vocational Education.
- e) “MEMBER”: a governor, a member of the Board.
- f) “MINISTER”: the *Ministère de l’Enseignement supérieur, de la Recherche, de la Science et de la Technologie* responsible for the application of the Act.

(R. 2793)
- g) “PARENT”: the father or mother of a regular student or any person recognized as a regular student’s guardian or any person who has legal custody of a regular student registered at Champlain Regional College.
- h) *Article repealed.*
- i) “REGULAR STUDENT”: any student registered in a program or a credited course offered in the regular sector.
- j) “STUDENT”: any person currently registered in a learning activity offered by the College.
- k) *Article repealed.*
- l) *Article repealed.*

- m) "FOREIGN STUDENT": a student who is not a Canadian citizen, a permanent resident, or on a diplomatic visa.
- n) *Article repealed.*
- o) *Article repealed.*
- p) "ACADEMIC YEAR": the ten (10) month period of availability within the twelve (12) month contract period provided for in an individual contract during which a faculty member is employed at the College.
- q) "FINANCIAL YEAR": July 1st to June 30th.
- r) "DIRECTOR GENERAL'S ADVISORY COMMITTEE" (DGAC): a committee comprised of the Director General, the Director of Studies, the Directors of Lennoxville, St. Lambert and St. Lawrence, the Director of Financial Services, the Director of Human Resources/Secretary General, and the Director of Material Services who provide input and advice to the Director General on matters affecting the operations of the College.
- s) "COMMISSION OF STUDIES": a body created by the Board whose principal function is to advise the Board as to the organization and development of instruction.

(R. 1496, 1528, 1613, 1698, 2696)
- t) "COLLEGE COMMUNITY": is composed of the students, the employees, the Board members and representatives with whom the College has a formal partnership agreement.
- u) "PUBLIC": members of the College community and parents of regular students.

1.2 Head Office (College Administrative Services)

The Head Office (College Administrative Services) of the College is located at:

1301 Portland Boulevard
Sherbrooke (Québec)
J1J 1S2

(R. 1496, 1613, 2696)

- 1.2.1 Champlain Regional College (Lennoxville Campus)
- Champlain Regional College (St. Lambert Campus)
- Champlain Regional College (St. Lawrence Campus)

Champlain Regional College (Lennoxville Campus), Champlain Regional College (St. Lambert Campus) and Champlain Regional College (St. Lawrence Campus) are constituent units of Champlain Regional College and the primary providers of educational services. These locations participate in assessing and responding to the educational needs of their local communities. They are located at:

Champlain Regional College
(Lennoxville Campus)
2580 College Street
Sherbrooke (Québec)
J1M 2K3

Champlain Regional College
(St. Lambert Campus)
900 Riverside Drive
St. Lambert (Québec)
J4P 3P2

Champlain Regional College
(St. Lawrence Campus)
790 Nérée-Tremblay
Québec (Québec)
G1V 4K2

(R. 1613, 2696)

1.3 Seal

An impression of the College seal appears below:



1.4 Purpose

The purpose of the present bylaw is to define the roles of the Board of Governors, the Executive Committee and the Officers of Champlain Regional College. It provides the framework within which the Regional College can function and its Officers can act.

1.5 Designation

The title of the present bylaw is “Bylaw Concerning the General Administration of the College” and is designated as “Bylaw Number 1”.

Article 2 Board of Governors

2.1 Composition

The Board of Governors is composed of twenty (20) members appointed in accordance with the provisions of the Act, namely:

- a) Five members appointed for a period of not more than three (3) years by the Minister as follows: two (2) following consultation with socio-economic groups, one (1) from among the persons proposed by university-level teaching institutions, one (1) from among the persons proposed by school boards and one (1) from among the persons proposed by regional councils of the *Ministère de l'Emploi et de la Solidarité sociale*;
- b) The Director General, *ex officio*;
- c) The Director of Studies, *ex officio*;
- d) Two (2) persons appointed for a period of not more than three (3) years by the Minister, chosen from within enterprises operating in the economic sectors corresponding to the College's programs of technical studies;
- e) Three (3) faculty members, one (1) each from the Lennoxville Campus, St. Lambert Campus and St. Lawrence Campus, elected by and from among his/her peers from the location represented for a mandate of three (3) years;
- f) One (1) member of the non-teaching professionals elected by his/her peers for a mandate of three (3) years;
- g) One (1) member of the support personnel elected by his/her peers for a mandate of three (3) years;
- h) Two (2) parents of students attending the College, who are not members of the College staff, elected as per Article 2.06 e) for a mandate of two (2) years;
- i) One (1) student registered in a program of technical studies, and one (1) student registered in a program of pre-university studies, elected as per Article 2.06 f) for a mandate of one (1) year;
- j) Two (2) persons holding a Diploma of College Studies from Champlain Regional College, who are not members of the College staff, one (1) of whom graduated from a program of technical studies, and one (1) of whom graduated from a program of pre-university studies, appointed by the Board for a period of up to three (3) years according to the procedures outlined in article 2.06 g).

(R. 1496, 1613, 1698)

2.2 Vacancies

- a) A vacancy occurs if a member's term expires or if a member dies, resigns or ceases to be qualified according to the Act.
- b) Any member except an *ex officio* member may resign by giving a written notice to the Secretary General. The resignation takes effect on the day such notice is received by the Secretary General or at the time indicated in the notice.

- c) It is the duty of the Secretary General to notify the Board of any vacancy which has occurred since the last meeting of the Board.
- d) Any member who fails to attend two (2) consecutive regular Board meetings without valid reason may be deemed to have resigned and the Secretary General shall so inform the member.

2.3 Jurisdiction

The Board, as a body, exercises the rights and powers of the College as prescribed by the Act, but as individuals, they have no authority except where certain powers have been specifically delegated to them by the Board.

The Board may rule on any matter which, under the regulations applicable to the College, comes under the competence of the Executive Committee or of an Officer. Such rulings may not, however, affect the rights of third parties. While notice to the members of the Board of Governors is notice to the College, notice to an individual member is not.

2.4 Exercise of Powers

Any decision which requires the approval of the Board must be endorsed by a resolution duly proposed and adopted in accordance with provisions contained in Article 3 of the present bylaw. Any such decision must subsequently be consigned in the official minutes of the meetings of the Board.

The recording of a Board resolution in the minutes or an extract thereof constitutes *prima facie* proof of its authenticity.

Any decision which does not comply with the first paragraph of the present article shall not be a decision of the College, shall not be binding upon the College and shall entail the personal liability of any person implementing such a decision.

The Board shall exercise its powers by simple resolution or by bylaw.

- a) By resolution

The Board shall exercise its powers by simple resolution except for those matters which must be dealt with by bylaw, in accordance with the Act, the regulations of the Government and of the Minister, or the bylaws of the College.

- b) By bylaw

The Board may make bylaws concerning:

- 1- the general administration of the College;
- 2- the appointment, duties and obligations of the Officers of the College as well as its agents and employees;

- 3- the composition of the Executive Committee and of the Commission of Studies, the term of office of the members and the scope of the powers thereof;
- 4- the method of administration, of management and of control of the College's property, works and operations;
- 5- special conditions for the admission of students or certain categories of students, taking into account the restrictions or conditions affecting the exercise of this power set out in the *Régime des études collégiales*, and any special conditions established by the Minister under the *Régime des études collégiales* for admission to a program;
- 6- the composition, method of nomination, term of office, obligations and powers of the members of the committee established by virtue of Articles 17.1 and 17.2 of the Act;
- 7- the means required to attain the College's objectives;
- 8- student fees;
- 9- the modification or repeal of its bylaws.

(R. 1496, 1528, 2696)

2.5 Records

The Board shall maintain at its head office the following records:

- 1- the original or a certified copy of its letters patent;
- 2- the original or a certified copy of the appointment of its members by the Minister;
- 3- a certified copy of the bylaws adopted by virtue of the Act;
- 4- the minutes of the meetings of the Board, the Executive Committee, the Commission of Studies and of other committees of the Board;
- 5- the surnames, first names and addresses of all Officers and members of the Board of Governors;
- 6- the surnames, first names and addresses of all parents as established on the basis of the information contained in student registration forms;
- 7- the surnames, first names and addresses of all senior administrative and management personnel;
- 8- the surnames, first names and addresses of all faculty members;
- 9- the surnames, first names and addresses of all non-teaching professional personnel;
- 10- the surnames, first names and addresses of all support personnel;
- 11- the surnames, first names and addresses of all students;
- 12- the obligations guaranteed by mortgage, indicating in each case the amount of capital, a brief description of the mortgaged property and the name of the creditors or, in the case of a bond issue, the name of the trustee;
- 13- the budgets and the financial statements of the College for each financial year;
- 14- the information that the College must provide in its annual report.

(R. 1528, 2696)

2.6 Election of Board Members

a) General Procedures

The Secretary General of the College is responsible for the maintenance of register records as per Article 2.05 of the present bylaw.

The procedure for the election or appointment of Board members must be initiated no later than thirty (30) calendar days following a vacancy. However, if a vacancy occurs in the seat of a parent between May 1 and September 1 of any year, the Secretary General shall only initiate the election procedure within thirty (30) calendar days following the beginning of the fall session.

Three (3) faculty members, one (1) non-teaching professional, and one (1) support personnel member, shall be elected by their peers as Board members. Two (2) parents shall be elected as Board members according to paragraph e) of the present Article. Two (2) registered students shall be appointed as Board members according to paragraph f) of the present Article. Two (2) alumni members shall be appointed as Board members according to paragraph g) of the present Article.

In the event that for one reason or another a Parent member, an Alumni member, a Support Staff member or a Non-Teaching Professional member does not complete his or her term, the Executive Committee must be presented with the situation in order to exercise its discretion as to pursue with the rotation schedule as indicated in Schedule A or to allow for the constituent of the same location to elect a member to the vacant position.

(R. 1496, 1698, 2793)

b) Article repealed

(R. 1496, 1698)

c) Article repealed

(R. 1496, 1613, 1698)

d) Article repealed

(R. 1698)

e) Parent Members

- 1- The Secretary General is responsible for overseeing the election of parent members. Only parents of students at the location determined below shall be eligible to vote, be candidates and serve on the Board subject to Article 2.01 h) of this bylaw.
- 2- If the parent representative whose first mandate is ending is still qualified to serve as a parent representative and is eligible to serve a second mandate, the Board can nominate

the parent representative for a second mandate by resolution. If the parent representative is not eligible for a second mandate, paragraph 4 shall be applicable.

- 3- Within thirty (30) days from the occurrence of a vacancy, the Secretary General must, by at least an advertisement in the local English-language newspaper, call a meeting of these parents at the location due to have representation, giving a minimum of 15 days' notice. The Campus Director or his/her delegate shall chair the meeting and the Secretary General shall serve as Secretary. Robert's Rules of Order shall be followed for the election. Parents who are also members of college staff are not eligible for nomination. Quorum is constituted by the number of people attending the meeting.

(R. 1496, 1698, 2793)

f) Student Members

- 1- By February 15th of each year, the Secretary General will:
 - Inform each Campus Student Association of the Student Board Member vacancies for the proceeding academic year, indicating the Campus and sector (Pre-University Studies or Technical Studies) designations in accordance with the established rotation schedule; and
 - Invite the associations to submit, in writing, the name of the elected Student Members.
- 2- Elections for the Student Member positions shall be held in the spring at the same time as the elections for the Student Association Executive.
- 3- The steps to filling the Student Member seats will be as follows:
 - The campus that has the designated Pre-University Representative is responsible for scheduling and opening communication with the other campuses to ensure there will be Student Representation appointed for the next academic year.
 - If one (1) of the designated campuses is unable to fill its mandate in accordance with the rotation schedule, the first option will be to switch sectors (Pre-University Studies or Technical Studies) between the two (2) designated campuses for the given academic year in accordance with the established rotation schedule.
 - If this still results in a vacancy, then the empty seat will be offered to the third campus to fill.
 - Each year, there will be a return to the original rotation schedule regardless of any adjustments that might have been made the previous year.
- 4- Failing receipt of a nomination for the proceeding academic year prior to June 15th of each year, the College shall, in accordance with the *Loi sur l'accréditation et le financement des*

associations d'élèves ou d'étudiants, proceed to name the student representative of its choice by virtue of a resolution at its next scheduled Executive Committee.

- 5- The Student thus elected or appointed shall take office on July 1 and his/her mandate shall expire on June 30 the following year.

(R. 2954)

g) Alumni Members

- 1- When the nomination procedure for a Board member from among persons holding a Diploma of College Studies from Champlain Regional College must be initiated, the Secretary General shall inform the constituent communities according to Appendix "A". Nominations shall be opened by the posting of a notice in the location of the Campus, and by any other means of advertisement the Board deems necessary. The notice must include the type of program to be represented, either pre-university or technical studies, the location to be represented, the length of the mandate, and the deadline for the receipt of such nominations. The deadline provided for in this paragraph may be no less than fifteen (15) days or more than thirty (30) days from the date of posting.
- 2- The Secretary General shall receive the nominations, verify the nominees' status as graduates from the appropriate location, and present the nominations at the next regular Executive Committee Meeting.
- 3- The Executive Committee shall review the nominations and propose a candidate for nomination by means of a Board resolution. Such resolution must state the term of office as well as the constituency represented by the member. The Minister shall be informed of appointments made by virtue of this Article.
- 4- Should no nominations be received within the prescribed time limits, or if in the opinion of the Executive or the Board, no suitable candidate has been nominated, the Board shall direct the Secretary General to re-initiate the nomination process from the following location as per Appendix "A".

(R. 1496, 2793)

h) Internal Members

- 1- The election of the Support Personnel and the Non-Teaching Professional Member shall be conducted on a rotational basis according to the schedule in Appendix "A".
- 2- For the purpose of the election of the Support Personnel, the Non-Teaching Professional and Faculty Members, the Secretary General shall notify the community of the location of the vacancy on the Board of Governors and invite every member of the community to submit, in writing to his attention, their candidacy. The nomination period shall be of at least fifteen (15) days.

- 3- Should no candidate present themselves as the Support Personnel or the Non-Teaching Professional Member at the end of the nomination period, the Secretary General shall inform the members of that community and proceed with the rotation of location as per Appendix “A”. He shall pursue the election process accordingly.
- 4- At the end of the nomination period,
 - a. when only one person has indicated interest, the Secretary General shall declare this person elected by acclamation;
 - b. when two or more persons indicate their interest, the Secretary General shall proceed with an election process by posting the list of candidates at each Campus and location of the College at least seven (7) days prior to the election. The notice must also include the date and means by which the election shall be conducted. The Campus Director or his/her delegate shall assist the Secretary General in the supervision and coordination of the election.

In all instances the Secretary General shall inform the community at each location of the results of the election.

(R. 2793)

Article 3 Meetings of the Board

3.1 Schedule of Meetings

The Board shall meet at least five (5) times per year, with at least one (1) regular meeting every three (3) months.

3.2 Sending of Agenda

The Secretary General must send a proposed agenda along with the relevant documentation to each Board member and the college community no later than seven (7) full calendar days before each meeting. The proposed agenda must be available at the office of the Secretary General within the same time limit.

3.3 Preparation of Agenda

As a general rule, the agenda of a regular meeting includes the following items:

- announcements, presentations, modifications to the agenda
- adoption of the agenda
- approval of the minutes of previous meeting(s)
- Executive Committee reports and other committee reports
- officer(s) reports
- unfinished or deferred business

- question period
- new business
- adjournment

The Chairperson, in preparing the proposed agenda of a regular meeting shall consult with the Executive Committee and shall determine which items shall be in camera. The agenda may include items submitted by Board members provided that such requests, along with the relevant documentation, are received at the Secretary General's office no later than ten (10) full calendar days before the meeting.

(R. 2696)

3.4 Adoption of the Agenda

At the opening of the meeting, the agenda is adopted by majority vote and may be amended, if need be, if two-thirds (2/3) of the members present and eligible to vote agree.

Items which are not included with the proposed agenda, and are to be proposed for the Board to consider for adoption, shall be in the form of a written motion and deposited with the Secretary of the Board at the beginning of the meeting.

3.5 Notice of Meetings

At the request of the Chairperson of the Executive Committee or of three (3) Board members, the Secretary General shall call a special meeting by means of a notice which specifies the date, the hour and the agenda for the meeting. Such notice of meeting must be sent to each member by registered or certified mail, or by telecommunication, along with the relevant documentation, no later than seven (7) full calendar days before the meeting.

3.6 Agenda

At a special meeting, only the items mentioned in the notice of meeting may be dealt with, unless all the Board members in office are present at such special meeting and agree to the addition of other items.

3.7 Emergency Meetings

In the case of an emergency, the Chairperson or, in the absence thereof, the Vice-Chairperson may call a special meeting without observing the time limit prescribed in Article 3.05.

(R. 2696)

3.8 Meetings without Notice

A meeting of the Board of Governors may take place at any time without notice provided that all Board members are present or have signed a waiver of the notice of such meeting and this in conformity with Articles 3.09 and 3.10.

3.9 Quorum

The quorum for Board meetings is one-half plus one of the total number of members in office. The quorum is not affected by the fact that a member is not entitled to vote on a given subject.

3.10 Maintenance of Quorum

It shall be assumed that the quorum which is verified at the beginning of a meeting is maintained throughout the meeting; however, any member may request that quorum be verified during the meeting.

The official verification by the Chairperson that a quorum does not exist shall bring the meeting to a close and invalidate further deliberations but shall not affect decisions made before the quorum was verified.

3.11 Place of Meeting

Board meetings are held on a rotational basis at the various College locations or at any other location deemed appropriate by the Chairperson.

Meetings may be held via telecommunications technology when, in the judgement of the Chairperson, unforeseen circumstances merit their use.

(R. 2793)

3.12 Attendance at Board Meetings by Persons other than Governors

Meetings of the Board of Governors shall be public.

The right of a person other than governors to speak at Board meetings shall be determined by the Chairperson.

Unless excused or excluded by the Executive Committee or the Director General, the Officers of the College, as defined in Article 4.01, shall be present at all Board meetings.

The Board may inform any person employed by the College that his or her presence is required at any meeting of the Board for the conduct of its business.

3.13 In Camera Meetings

At any meeting, the Board may decide, by a majority of the members present, to hold the meeting in whole or in part in camera, notwithstanding the determination of the Chairperson.

However, when Article 12 of the Act is invoked, the meeting automatically moves in camera after employee members have had the opportunity to present their views and have withdrawn from the meeting.

Officers of the College who are not members of the Board are not present at in camera meetings unless ruled otherwise by the Chairperson.

(R. 1698)

3.14 Information to the College Community

For each meeting of the Board and subject to the time limits prescribed in Articles 3.02 and 3.05, the Secretary General shall post the proposed agenda in a public place in the College and within the same time limits, forward same to the various unions and employees' or Students' associations of the College.

3.15 Majority Required for the Adoption of a Proposal

Decisions of the Board are taken by simple majority of votes of the members present and entitled to vote. An abstention shall be deemed to be a refusal to express an opinion and not a negative vote and shall not be taken into account when calculating the simple majority.

3.16 Adoption, Amendment or Rescindment of a Bylaw/Notice of Motion

The adoption of a bylaw requires a notice of motion presented at a previous regular meeting. Such notice must include a summary of the content of the proposed bylaw. The text of the proposed bylaw must be sent to the members with the notice of the next regular meeting of the Board for consideration and approval.

In order to adopt its bylaws, the Board shall proceed by resolution. A bylaw may be adopted at any regular meeting of the Board by a two-thirds (2/3) majority vote of the members in office and eligible to vote, provided notice of motion with a summary of the content was presented in writing at the previous regular meeting.

The amendment or rescindment of a bylaw requires a notice of motion presented at a previous regular Board meeting. Such notice must delineate each amendment or rescindment proposed to the content of the bylaw. The text of the amendment or rescindment of the bylaw must be sent to the members with the notice of the next regular meeting of the Board for consideration approval.

In order to modify or rescind its bylaws, the Board shall proceed by amendment. A bylaw may be amended at any regular meeting of the Board by a two-third (2/3) majority vote of the members in office and eligible to vote provided notice of motion was presented with a summary of the amendments or rescindments in writing at the previous regular meeting.

3.17 Casting Vote of the Chairperson

The Chairperson has the right to vote. In the case of a tie at a Board meeting or when a further vote is needed to achieve an absolute majority, the Chairperson shall have a casting vote.

3.18 Voting

Voting shall be by a show of hands. A member may, however, request that a vote be taken by secret ballot; the Secretary General, or an individual designated by the Board of Governors, shall be responsible for counting the ballots.

Only members present at a Board meeting shall have the right to vote.

Unless a ballot is requested, a declaration by the Chairperson that a resolution has been adopted or defeated and which is recorded as such in the minutes constitutes prima facie evidence of the adoption or defeat of such resolution without requiring evidence of the number or percentage of votes registered.

A resolution by the Board of Governors may only be adopted during a meeting provided for in the present bylaw.

(R. 1496, 2696)

3.19 Recording of Dissent

Except upon a vote by secret ballot, any member present at a meeting shall be entitled to have his or her dissent as well as his or her name recorded in the Minutes.

3.20 Minutes

Minutes of each Board meeting shall be kept by the Secretary General and shall include:

- The date, location and opening and closing times of the meeting;
- The names of the members present;
- A declaration of quorum;
- The agenda of the meeting;
- All proposals considered by the meeting including the amendments as well as the preamble of any such proposal;
- The result of all votes.

3.21 Adoption of Minutes

Unless decided otherwise by a Board resolution, the Secretary to the Board shall be excused from reading the minutes before their adoption provided that a copy shall have been sent to each member at least three (3) working days prior to the day of the meeting.

Upon adoption, the minutes shall be signed by the Secretary General or the Secretary to the Board and by the Chairperson of the meeting.

(R. 2696)

3.22 Distribution of Minutes

After adoption, minutes of Board meetings shall be distributed to all appropriate bodies including all unions and employee and student associations in the Regional College.

(R. 2696)

3.23 Procedure

Subject to the present bylaw, the Board may adopt rules of procedure to govern its meetings.

In the absence of rules of procedure for any given question, Robert's Rules of Order shall apply to Board meetings.

3.24 Appeals Committee

The Appeals Committee is a standing committee of the Board consisting of three (3) external Board members. Committee members are elected annually at the last regular Board meeting of the year. The Appeals Committee rules on matters of Board policy where an appeals mechanism exists.

(R. 1613)

Article 4 Officers of the College

4.1 List of Officers

The following are Officers of the Regional College:

- a) Chairperson
- b) Vice-Chairperson
- c) Director General
- d) Director of Studies
- e) Director – Lennoxville
- f) Director – St. Lambert
- g) Director – St. Lawrence
- h) Director of Human Resources/Secretary General
- i) Director of Financial Services
- j) Director of Material Services

(R. 1496, 1613, 2696)

4.2 Accountability

The Chairperson, the Vice-Chairperson and the Director General are directly accountable to the Board of Governors for the observance of the Act, of collective agreements and of the management policy for senior and management personnel, and of the bylaws of the College. All other Officers of the College, within their respective areas of responsibility, are directly accountable to the Director General.

4.3 Plurality of Office

A person may hold more than one position as an officer, provided that the Chairperson and Vice-Chairperson are not the same person, and that the Director General and the Director of Studies are not the same person, except as provided in Bylaw 3.

(R. 1496)

4.4 Chairperson

In accordance with the Act, the Board shall elect annually, at the last regular Board meeting of the financial year, a Chairperson. The Chairperson must be elected from among the members of the Board defined in Article 2.01 a), d), h) and j) only. In the case of a vacancy in the position of Chairperson, the Board must proceed with the election of a replacement during the first regular meeting of the Board following the vacancy.

The Chairperson of the Board:

- a) chairs all meetings of the Board;
- b) with the Director General, represents the College in its dealings with external organizations;
- c) shall have such other responsibilities as the Board may assign to the Chairperson by bylaw.

(R. 1496, 2696)

4.5 Vice-Chairperson

The Board shall elect annually, at the last regular Board meeting of the financial year, a Vice-Chairperson. The Vice-Chairperson must be elected from among the members of the Board defined in Article 2.01 a), d), h) and j) only.

In the case of a vacancy in the position of Vice-Chairperson, the Board must proceed with the election of a replacement during the first regular meeting of the Board following the vacancy.

The Vice-Chairperson exercises the powers of the Chairperson in the case of the Chairperson's absence or inability to act.

(R. 1496, 2696)

4.6 Director General

In accordance with the Act, the Director General is appointed by the Board. The Director General's position becomes vacant at the expiry of the Director General's term in office or upon the death, resignation or removal from office of the Director General. The Director General serves ex officio as a member and Chairperson of the Executive Committee and as a member of the Board.

The Director General:

- a) is the chief administrative officer of the College. As such, he/she assumes as a whole the duties related to the planning, organization, management, coordination, control and representation required for the functioning and the development of the College;
- b) is responsible for the efficient administration and the development of the College; with this end in view, he/she prepares on behalf of the Executive Committee and the Board of Governors resolutions or bylaws intended to establish or modify the rules of management of the current administration, the objectives, the policies, the general orientations, the

development plans and the global strategies of the College, all of these in accordance with the provisions of the Colleges Act and ministerial regulations;

- c) with the Chairperson, represents the College in its dealings with external organizations;
- d) ensures that decisions and resolutions adopted by the Board and/or the Executive Committee are carried out;
- e) is responsible for the overall budgetary control of the College and assures the preparation of the operating and capital budgets as well as the preparation of the financial reports and statistics that are presented to the Executive Committee and the Board for their approval;
- f) is responsible for the general application of Bylaw 4 pertaining to human resource management;
- g) is responsible for the general application of Bylaw 5 pertaining to financial management;
- h) is responsible for the application of Bill 17 concerning contracts for public organizations;
- i) under the authority of the Executive Committee over which the Director General presides:
 - sees to the general administration of the College;
 - ensures the coordination of all College services and personnel;
- j) is responsible for the preparation of the Annual Report of the College;
- k) is responsible for College-wide computer services;
- l) performs such other responsibilities as the Board shall assign to the Director General by bylaw or resolution.

(R. 1613)

4.7 Director of Studies

In accordance with the Act, the Director of Studies is appointed by the Board. The position becomes vacant at the expiry of the Director of Studies term of office, or upon the death, resignation or removal from office of the Director of Studies. The Director of Studies is an ex officio member of the Board and of the Commission of Studies.

The Director of Studies exercises the duties and powers of the Director General in the case of absence or inability to act of the latter.

Under the authority of the Director General and in cooperation with the Campus Directors (Lennoxville, St. Lambert, St. Lawrence) or their delegates, the Director of Studies:

- a) is responsible for matters affecting the pedagogical life at all locations of the College;
- b) oversees the improvement and development of the academic life at the College;
- c) ensures the quality of education in the College;
- d) is responsible for the application of policies resulting from the general regulations of the Government and the bylaws of the College pertaining to academic programs;
- e) performs other related duties assigned by the Director General;
- f) performs such other responsibilities as the Board shall assign to the Director of Studies by bylaw or resolution.

(R. 1496, 1528, 1613)

4.8 Campus Director – Lennoxville, Campus Director – St. Lambert, Campus Director – St. Lawrence

Under the authority of the Director General, each Campus Director:

- a) is directly accountable and responsible for all aspects of the general administration at his/her location within the structures of the Regional College;
- b) participates with other College Officers in the development and formulation of college-wide objectives and policies and establishes the appropriate mechanisms at his/her location to ensure their realization and implementation;
- c) represents his/her location in the local community;
- d) performs any other duties which may be assigned by the Director General;

(R. 1613)

4.9 Director of Human Resources/Secretary General

Under the authority of the Director General and in cooperation with the Campus Directors (Lennoxville, St. Lambert, St. Lawrence) or their delegates, as Director of Human Resource Services, the incumbent:

- a) ensures compliance by the College with all laws, regulations and labour agreements to which the College is a party, relating to the hiring and working conditions of the employees of the College;
- b) ensures that management of human resources is carried out in accordance with Bylaw 4 of the College;
- c) is responsible for the application of policies resulting from the regulations of the Minister and from the bylaws of the College pertaining to human resource management;
- d) is responsible for, and entrusted with, the care of records referred to in paragraphs 7, 8, 9 and 10 of Article 2.05 of the present bylaw;
- e) performs other related duties assigned by the Director General.

Under the authority of the Board of Governors, as the Secretary General, the incumbent:

- a) looks after the Secretariat;
- b) calls meetings of the Board;
- c) assisted by the records clerk, if need be, prepares and signs, with the Chairperson of the Board, the minutes of the Board meetings and enters them in the Minute Book;
- d) calls meetings of committees of the Board when requested to do so.

Under the authority of the Director General, as the Secretary General, the incumbent:

- a) assists and advises the Director General on all internal and external legal matters related to the Executive Committee, the Board of Governors and the general administration of the College;
- b) calls meetings of the Executive Committee;

- c) assisted by the records clerk, if need be, prepares and signs, with the Chairperson of the Executive Committee, the minutes of the Executive Committee meetings and enters them in the Minute Book;
- d) is responsible for the application of policies resulting from the regulations of the Government and the bylaws of the College;
- e) is entrusted with the care and preservation of the College Seal, the archives, and the papers and documents of the Board of Governors, the Executive Committee and the committees of the Board;
- f) is responsible for and entrusted with the care of the records referred to in paragraphs 1, 2, 3, 4, 5, 6, 11 and 14 of Article 2.05 of the present bylaw;
- g) sees to the preparation of the Annual Report of the College;
- h) performs other related duties assigned by the Board of Governors and agreed to by the Director General.

(R. 1613, 2696)

4.10 Director of Financial Services

Under the authority of the Director General and in cooperation with the Campus Directors (Lennoxville, St. Lambert, St. Lawrence) or their delegates, the Director of Financial Services:

- a) is responsible for the management (planning, organization, direction, control, and evaluation) of all activities and resources related to financial services which include banking and investments, preparation of budgets and financial statements, budget control, internal auditing, accounting, financial analysis, and risk management;
- b) assists and advises the Director General on all internal and external financial matters;
- c) is responsible for the application of policies and procedures resulting from Government laws and regulations and the bylaws of the College pertaining to the management of financial resources, and, in particular, the specific application of Bylaw Number 5 regarding financial transactions;
- d) is responsible for the ongoing development, implementation and evaluation of internal controls;
- e) collaborates fully with the external auditor in the fulfilment of his mandate from the Board;
- f) provides advice and leadership to College management on the effective and efficient use of College resources, and ensures that the College's financial information and control systems meet both external and internal needs;
- g) develops and assists in the achievement of long-term budget, investment and operational goals and strategies;
- h) is responsible for, and entrusted with, the care of all official financial records of the College, and in particular, those records referred to in paragraphs 12 and 13 of article 2.05 of the present bylaw;
- i) is a signing officer of the College in accordance with Bylaw 5;
- j) performs other related duties assigned by the Director General;
- k) performs such other tasks as the Board shall assign to the Director of Financial Services by bylaw or resolution.

(R. 2696, 2793)

4.11 Director of Material Services

Under the authority of the Director General, and in cooperation with the Campus Directors (Lennoxville, St. Lambert, St. Lawrence) or their delegates the Director of Material Services:

- a) is responsible for the management (planning, organization, direction, control, and evaluation) of all activities and resources related to material services of the College, which includes procurement, risk management, insurance program, emergency plans, inventories, fixed assets, and facilities maintenance;
- b) assists and advises the Director General on all internal and external material resource matters;
- c) is responsible for the application of policies and procedures resulting from Government laws and regulations and the bylaws of the College pertaining to the management of material resources, and in particular, the specific application of the Policy Respecting Procurement Contracts for Goods, Services, and Construction;
- d) is responsible for the ongoing development, implementation and evaluation of internal controls;
- e) provides advice and leadership to College management on the effective and efficient use of College resources, and ensures that the College's material resources information and control systems meet both external and internal needs;
- f) develops and assists in the achievement of long-term budget, investment and operational goals and strategies;
- g) is a signing officer of the College in accordance with Bylaw Number 5;
- h) performs other related duties assigned by the Director General;
- i) performs such other tasks as the Board shall assign to the Director of Material Services by bylaw or resolution.

(R. 1613, 2696)

4.12 Removal from Office

Pursuant to the Act and the regulations thereunder, the Board of Governors may remove from office the Director General or the Director of Studies by means of a resolution adopted by two-thirds majority of the Board members at a special meeting duly called for such purpose.

Pursuant to the Act and the regulations thereunder, the Board of Governors may remove from office any Officer of the College, after receiving the recommendation of the Director General, by means of a resolution adopted by absolute majority of the Board members entitled to vote thereon pursuant to Article 12 of the Act at a special meeting duly called for such purpose.

Acts of commission or omission contrary to the Act, the regulation of the Government or of the Minister, or the bylaws of the College may constitute cause to remove from office, or dismiss, any officer of the College.

(R. 1496, 2696)

4.13 Delegation of Powers

The Board may, by resolution, delegate any or all of the power of an officer, other than those of the Chairperson, Vice-Chairperson, Director General or Director of Studies to any other Officer of the College.

The Board may also, taking into consideration the provisions of the Act and of Articles 4.03, 4.04, 4.05, 4.08, 4.09 and 4.10 of the present bylaw, appoint on an interim basis by resolution any other person to exercise the powers and responsibilities of an officer in case of the latter's absence or inability to act or in the case of vacancy.

(R. 1496, 1528, 2696)

Article 5 Executive Committee

5.1 Composition

- a) The Executive Committee shall be composed of the Director General, the Director of Studies, the Chairperson of the Board, the Vice-Chairperson of the Board, and four (4) other Board members, two (2) of whom shall be external members and two (2) of whom shall be internal members, elected annually at the last regular Board meeting of the financial year.
- b) The Director General shall act as Chairperson of the Executive Committee. The Director of Studies shall chair the Executive Committee in case of the absence or inability to act of the Director General.
- c) The Secretary General of the College shall act as Secretary of the Executive Committee. The Executive Committee may appoint another person to replace the Secretary General in the recording of the minutes of the Executive Committee.
- d) Membership on the Executive Committee is contingent upon membership on the Board as per Article 2.02 of the present bylaw.

(R. 1496, 2696, 2793)

5.2 Vacancies

A member of the Executive Committee, other than an ex officio member, may resign by so informing the Secretary General in writing. In the case of a vacancy on the Executive Committee, the Board must proceed with the election of a replacement during the first regular meeting of the Board following the vacancy.

Notwithstanding any vacancy, the members of the Executive Committee remaining in office may continue to act so long as a quorum remains.

(R. 2793)

5.3 Meetings of the Executive Committee

a) Regular Meetings

The Executive Committee shall hold regular meetings on the dates and at the times that it sets.

Meetings may be held via telecommunications technology when, in the judgement of the Chairperson, unforeseen circumstances merit their use.

b) Special Meetings

The Director General or two (2) members of the Executive Committee may call a special meeting. Notice of any special meeting shall be given by the Secretary General at least twenty-four (24) hours before the meeting. Such notice may be given verbally, in writing, or by telecommunication.

c) Telemeetings

A regular or special meeting of the Executive Committee may take place by means of telecommunication provided that:

1. all the participants are able to communicate with each other at the same time;
2. *mutatis mutandis*, all other provisions contained in the present bylaw regarding the notice of meetings and the running of meetings of the Executive Committee is observed.

5.4 Attendance at Meetings by Persons who are not Executive Committee Members

Meetings of the Executive Committee shall not be public.

However, at any meeting, when appropriate, the Chairperson of the Executive Committee may invite any person.

5.5 Quorum

The quorum for a meeting of the Executive Committee is four (4) members of whom one (1) must be the Director General or the Director of Studies subject to Article 5.01 b) and one (1) must be the Chairperson or Vice-Chairperson of the Board.

5.6 Concordance

Articles 3.10, 3.11, 3.15, 3.18, 3.20 and 3.21 of the present bylaw apply *mutatis mutandis* to meetings of the Executive Committee.

5.7 Reporting to the Board

After each meeting of the Executive Committee, the Secretary General shall forward to all members of the Board a copy of the minutes and resolutions adopted by the Executive Committee.

5.8 Jurisdiction

The Executive Committee:

- a) oversees the general administration of the College;
- b) approves the annual management plan for the College submitted by the Director General;
- c) exercises the powers of the Board except those which are explicitly reserved by bylaw to the Board;
- d) in matters related to human resources, exercises the powers described in Bylaw Number 4 concerning human resource management of the College;
- e) in matters related to financial resources, exercises the powers described in Bylaw Number 5 concerning the management of the College's financial resources;
- f) approves the agenda of regular meetings of the Board;
- g) exercises the power specified in Article 6, paragraph d) of the Colleges Act;
- h) exercises such other powers as are delegated to it by Bylaw Number 1 of the College.

Article 12 of the Act applies to the proceedings of the Executive Committee.

Article 6 Management Plan

6.1 General Management Plan

At the beginning of the Director General's mandate, the Director General shall be responsible for the preparation of a general management plan covering all the activities of the College community.

The management plan shall distinguish between recurring activities and non-recurring activities (specific activities related to changes). It also shall define the long-term objectives sought by the College on important issues.

The general management plan shall be submitted to the Board for adoption.

6.2 Annual Plan

On the basis of the general management plan, the Director General, after consultation with the Director General's Advisory Committee, shall draw up an annual plan of the principal activities of a non-recurring nature that the College foresees in the current year at each of its locations.

Such activities shall be divided into themes defined on the basis of the general Mission Statement of the College.

The annual plan shall be submitted to the Board for adoption at the first regular meeting in the financial year.

(R. 1496, 2696)

6.3 Coordination and Reporting

The Director General coordinates the implementation of the general management and annual plans. A report on this implementation shall be made by the Director General to the Executive Committee on a regular basis.

Article 7 Audit

7.1 General Provisions

The accounting records and financial statements of the College shall be examined by one or more external auditors appointed by the Board.

7.2 College Audit Committee

The College shall appoint an Audit Committee. The Audit Committee is composed of the members of the Executive Committee, with the exception of the Director General and the Director of Studies, and with the addition of two members chosen by and among the members of the Board. Insofar as possible, these two persons shall have knowledge and experience in financial matters and will not be College staff members. The Director of Financial Services and the Director General shall act as resource persons to the Audit Committee.

(R. 1496, 2696)

7.3 Financial Statements

The audited financial statements and other related reports shall be submitted to the College Audit Committee and thence to the Board.

(R. 2696)

7.4 Comments and Observations

The comments and observations of the external auditors concerning internal controls shall be submitted to the College Audit Committee. The Director General and the Director of Financial Services will absent themselves to permit a full and frank discussion by the Committee with the external auditors. The comments or observations of the external auditors concerning internal controls shall be submitted to the Board.

(R. 2696)

7.5 Approval of Financial Statements

Once approved by the Board, the financial statements shall be signed and forwarded to the Minister within the time limits prescribed by the Act.

(R. 2696)

7.6 Appointment of External Auditors

At its first regular meeting following its approval of the financial statements, the Board of Governors shall, upon receipt of a favorable recommendation from the Audit Committee, appoint the external auditors by resolution.

(R. 2696)

Article 8 Signing Officers and Legal Proceedings

8.1 Signing Officers

The Board may, for specific purposes, designate by resolution or by bylaw, namely Bylaws Number 4 and Number 5, an officer or a person in the employ of the College to sign, alone or jointly with others, for an on behalf of the College, any contract or other document which requires the signature of the College.

Any contract or other document, other than those referred to in the preceding paragraph, which requires the signature of the College shall be signed by two (2) Officers designated by resolution of the Board of Governors.

8.2 Legal Proceedings

The Secretary General or any other person designated by the Director General, or any other person designated by resolution of the Board, shall be authorized to represent the College in any attachment, subpoena, garnishee order and to sign affidavits required by legal proceedings.

Article 9 Protection of Board Members

9.1 Protection and Compensation

Members of the Board of Governors shall be protected and indemnified in the following cases:

- a) for all expenses which may result from an action, lawsuit or proceedings taken, instituted or containing conclusions against them in the exercise of their functions as members of the Board or within a mandate conferred upon them by the Board;
- b) for all expenses incurred by a member in the course of business for which the member is duly mandated by the Board, except for the expenses voluntarily incurred through negligence or omission on the part of a member for which such member is responsible.

9.2 Insurance

Members of the Board (and resource personnel) are covered for loss of life or dismemberment, subject to the scale outlined in the policy, while travelling on assignment by or with the authorization of the College. There are specific limitations for the coverage, type and cause of injury, and definition of travel.

Members may, with notice, review the specific policies on request.

Appendix “A” Board Representation

For the Alumni Members and Parent Members, the mandates will be assigned on a rotational cycle among the three (3) Campuses.

For the Support Personnel Member and the Non-Teaching Professional Member, the mandates will be assigned on a rotational cycle among the four (4) locations, to account for the administrative office.

Mandate	1	2	3	4
Parent members (2-year mandate)	St. Lawrence	St. Lambert	Lennoxville	-----
Alumni- technical (3-year mandate)	Lennoxville	St. Lambert	St. Lawrence	-----
Alumni Pre-University (3-year mandate)	St. Lambert	St. Lawrence	Lennoxville	-----
Support personnel (3-year mandate)	College Administration	St. Lambert	St. Lawrence	Lennoxville
Non-Teaching Professional (3-year mandate)	St. Lawrence	Lennoxville	College Administration	St. Lambert

This schedule reflects the representation of these groups on the Board of Governors as of October 15, 2013.

(R. 2793)