

# Briefing Notes for STLHE / SAPES Steering Committee and the General Membership

## By-law Changes June 2007 University of Alberta

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### 1. Principles governing By-laws Changes

- For STLHE / SAPES to continue to fulfill its mission and goals in a modern world, it needed to define itself as a national organization but not as a trade or business.
- To be recognized as a legal body, STLHE / SAPES needed to set out a structure of incorporation and define that structure. There is no formal national legislation for Societies, only provincial legislation. These By-law changes permit STLHE / SAPES to apply federally under the Canadian Corporation Act as a not-for-profit Corporation.
- There is a high level of detail within these By-laws with respect to Members, Directors, Officers, Committees, and others who support SLTHE/SAPES. This detail is necessary for incorporation and for future insurance applications.
- These By-laws reflect our current structure:
  - Names SLTHE/SAPES as a bilingual organization (Article I).
  - Places SLTHE/SAPES head office in Hamilton where our administrative support resides (Article III).
  - Defines STLHE / SAPES membership categories (Article IV).
  - Clearly defines the Educational Developers Caucus (EDC) and the Council of 3M National Teaching Fellows (3M Council) as two constituencies within STLHE / SAPES (Article XIV).
  - The governance structure of SLTHE/SAPES is clearly laid out in these By-laws as a fully elected Board (Articles VII to XII).
  - These By-laws allow for future By-law amendments (Article XX) and for the dissolution of the Corporation (Article XXII).
- These By-laws clearly lay out a new governance structure involving an elected Board of Directors that includes student representation (Article VI).
- These By-laws allow for a Policy and Procedures Manual to be written relating to the management and operation of SLTHE/SAPES (Article XXIV).
- These By-laws do not include the mission and goals of STLHE / SAPES although they are referred to frequently within this new document as the 'objects of the corporation.' The mission and goals are clearly outlined in the Application for Incorporation as will the mission and goals of the two constituencies within SLTHE / SAPES, namely the EDC and the 3M Council.

### 2. Elements defining the working structure of STLHE / SAPES

The following section outlines the changes from the current STLHE Constitution and By-laws ([www.mcmaster.ca/stlhe/business/constitution/html](http://www.mcmaster.ca/stlhe/business/constitution/html)) and the attached By-laws that would permit application as a not-for-profit Corporation. These By-law changes reflect input from some founding

members of STLHE and others within the STLHE membership who responded when the first draft of these By-law changes was posted electronically in 2006.

### **Membership**

- There are now three categories of membership within STLHE / SAPES. Because members make and shape our organization, the categories of membership, voting privileges, and member meetings are laid out in detail. This has resulted in two full articles on membership (Articles IV and V). The only change seen in these articles, besides the amount of detail, is that now ten percent of members will be required to request a Special meeting. This reflects a change from 5% of members (or twenty people) as stated in our current By-laws.

### **Board of Directors**

- The current STLHE Steering group will become the STLHE / SAPES Board of Directors when these new By-laws are adopted. This transition is outlined in Article 6.07.
- The Chairs of EDC and the 3M Council have been named *ex-officio* Directors. This means that they are not elected from the general or regional membership as are all other Directors; rather they are elected from within the Constituency groups and come to the Board by virtue of being elected as Chair of either of these Constituencies.
- Terms of office for each of the Directors are limited to four years (Article 6.08). Rules governing vacating of positions (Article 6.10) and remuneration (Article 6.13) are detailed.
- Article VII deals with the powers of Directors.
- Article IX was added because of the completely elected Board

### **Executive Committee**

- In an organization the size of STLHE / SAPES, formation of an Executive Committee is necessary to assist with the planning and work of the organization. Article XIV details the powers and meetings of the Executive Committee.

### **Constituencies**

- At the time of the passing of our previous By-laws, the EDC was just forming but there was no mention of the 3M Council. Article XV clearly defines STLHE / SAPES's two constituencies (the EDC and the 3M Council) and their responsibilities to the Board. In response to feedback from the EDC and 3M Council, this is a new article.

### **Standing Committees**

- Section XVI reflects the new structure of STLHE / SAPES with respect to the committees and allows for expansion in the number of committees that are formed. Previously, the Steering Committee and the Publications Committee were the only two committees discussed in STLHE By-laws.

### **Special Interest Groups**

- Article XVII clearly defines a Special Interest Group (SIG) within STLHE / SAPES, what a group must do to become a SIG within the organization, and what the Board must do to terminate a SIG.

## **PROCESS**

The process for adopting these By-laws is outlined in the 2003 Constitution and Bylaws of STLHE, namely:

### **Article XII: By-Laws**

1. The Steering Committee shall have the responsibility to maintain a set of By-laws to direct the effective functioning of STLHE.
2. The Steering Committee may submit to any General Meeting for approval amendments to the By-laws. Such proposals submitted to the Steering Committee in writing by twenty (20) or more members of the Society must be submitted to the general membership for consideration.
3. Notwithstanding Section 2 of this Article, the Steering Committee shall have the power to change the By-laws of STLHE through a simple majority vote of Steering Committee members. Such changes shall remain in force as interim By-laws until presented to the next General Meeting.