

# **By-law No. 2**

## **Governance and Policies**

A by-law relating to the governance and policies enacted by

**PHYSSEC EDUCATION**

(the "Corporation")

Commonly known as the

**PHYSICAL SECURITY VILLAGE**

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**BE IT ENACTED** as a by-law of the Corporation as follows:

## **Section 1 - General**

### **1.01 Definitions**

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

- a. "Binding Language" means language within a policy that indicates an obligation or a prohibition, including but not limited to the use of the words "must" or "shall";
- b. "Executive" means a member holding an office defined in the Policy on Executives;
- c. "Executive Committee" means a committee composed of all executives, in addition to any officers who are not executives, ex officio;
- d. "Policy" means a written set of rules or procedures that the Corporation uses to govern day to day business.

### **1.02 Interpretation**

In the interpretation of this by-law, all other by-laws of the Corporation and all policies shall be according to the "Interpretation" section of Bylaw 1.

## **Section 2 - Governance Structure**

### **2.01 Executive**

The Policy on Executives shall define which Executive roles exist within the Corporation, and their respective powers and responsibilities. The Executive Committee shall comprise all those currently holding an Executive office.

### **2.02 Officers**

The Officers of the Corporation are defined in Bylaw 1. A resolution of the Board shall appoint a Chair, and may appoint a Vice-Chair. A resolution of the Executive Committee may appoint a President, Treasurer or Secretary, or any of these positions may be left vacant.

### **2.03 The Board of Directors**

The Board shall comprise, ex officio, all Executives and all Officers. Additional at-large members of the Board may be appointed at a General Meeting.

### **2.04 Governing Documents**

The Corporation shall be governed by the following documents, in decreasing order of priority:

- A) All laws of Canada and Ontario, including the Canada Not for Profit Corporations Act;
- B) All laws of the United States;
- C) All laws of any other country, province or state in which the Corporation carries on activities
- D) By-Law No. 1 of the Corporation;

- E) All other By-Laws of the Corporation;
- F) All Policies of the Corporation;
- G) Robert’s Rules of Order, when a meeting is in session;
- H) The discretion of the Chair of the meeting, when a meeting is in session

## **Section 3 - Jurisdiction of By-Laws and Policies**

### **3.01 By-Laws**

By-laws of the Corporation shall be binding on all members when acting in their capacity as members, volunteers, or representatives of the company.

### **3.02 Policies**

Policies of the Corporation shall, when they use binding language like “must” or “shall”, be binding on all members when acting in their capacity as members, volunteers, or representatives of the Corporation.

A policy that does not use binding language should be followed as a guideline when appropriate, with members exercising their judgement when the policy does or should not apply. Members shall at all times strive to adhere to the spirit of the policy.

A vote of the Board or of the Officers may empower a member to act contrary to a policy despite binding language when they see it prudent.

## **Section 4 - By-Laws and Policies in Force**

### **4.01 Exhaustive List**

All By-laws and Policies in force shall be listed here. No By-law or Policy shall take effect until this By-Law is amended to include it.

### **4.02 By-Laws in Force**

The following By-laws are in force:

- a) By-law 1: General
- b) By-law 2: Governance and Policies

### **4.03 Policies in Force**

The following Policies are in force:

- a) Policy on Executives
- b) Policy on Code of Conduct and Accessibility
- c) Policy on Conflicts of Interest
- d) Policy on Approval for Travel to Conferences

- e) Policy on Paid Work
- f) Policy on Expenses
- g) Policy on the Administration of Expense Claims
- h) Policy on DEF CON
- i) Policy on Local Events
- j) Policy on Remote Events