

# hack the hill

## Constitution

Last Modified: Oct 28, 2023

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## Article I: Definitions

- 1.1. "Act" means the Canada Not-for-profit Corporations Act, SC 2000, c 23.
- 1.2. "Director" or "Executive" shall refer to a member of the corporation's executive board of directors under the Act.
- 1.3. "Expenditures" shall refer to all forms of monetary uses including but not limited to expenses, investments, purchases, and reimbursements.
- 1.4. "Finances" shall refer to all forms of monetary resources including but not limited to dollars, capital, and currency.
- 1.5. "Fiscal Year" or "Year" or "Term" shall begin on January 1st and end on December 31st of the following Year.
- 1.6. "Organization" shall refer to the Hack the Hill corporation.
- 1.7. "Semester" shall refer to each of the following periods: May 1st to August 31st, September 1st to December 31st, and January 1st to April 30th.
- 1.8. In the interpretation of this constitution, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- 1.9. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.
- 1.10. All other words shall carry their dictionary definitions, unless otherwise defined herein.

## Article II: Mandate

- 2.1. The name of the corporation shall be "Hack the Hill" under the Act, with the acronym "HtH".
- 2.2. The Organization shall strive to support students by providing real-world experiences, technological education, and professional opportunities.
- 2.3. The Organization shall foster innovation, creativity, collaboration, equity, diversity, and inclusion, aiming to empower students in the evolving technology industry.

## Article III: Membership

- 3.1. "Membership" shall include all Directors, Managers, and Coordinators, collectively "Organizers".
- 3.2. Membership shall be open to all registered students at a post-secondary institution located in Ottawa, Ontario.
  - 3.2.1. Members must be enrolled at least part-time to be eligible to join the Organization.
  - 3.2.2. Members who have interrupted their studies may remain in the Organization up to six (6) consecutive semesters after the most recent semester where they were enrolled in one (1) or more courses.
  - 3.2.3. Members may remain in the Organization after graduation for up to one (1) semester.
- 3.3. Members attempting to join shall be subject to the Membership Application and Interview Procedure.
- 3.4. Members may only be removed subject to the Membership Removal Procedure.
- 3.5. Unless they have another role, the title of Members shall be their Team name followed by "Coordinator".
- 3.6. Members may choose to become Advisors after the end of their mandate, allowing them to stay within the Organization's forums and attend Meetings with speaking but not voting rights.
  - 3.6.1. Advisors may be removed with a majority vote of the board of directors.
- 3.7. Non-voting "Representatives" from affiliated student groups shall have access to the Organization's forums.

## Article IV: Teams

- 4.1. Teams are led by one (1) or more Directors.
- 4.2. The Community Team shall:
  - 4.2.1. Foster an inclusive and respectful community;

- 4.2.2. Facilitate Member collaboration through team bonding activities;
  - 4.2.3. Coordinate and run Hacker Series events, workshops, and social events;
  - 4.2.4. Create a schedule of its events, working to ensure that the schedule is communicated to all stakeholders, including attendees, sponsors, and volunteers;
  - 4.2.5. Interface and engage with hackers to obtain feedback and answer their questions, while also providing forums for networking, team building, and socializing.
- 4.3. The Competitions Team shall:
- 4.3.1. Be responsible for providing an inclusive, fair, equitable, and enjoyable competitive experience for Event participants, promoting creativity and innovation;
  - 4.3.2. Oversee matters relating to judging, contest rules, event challenges, project submissions, and hacker applications;
  - 4.3.3. Ensure rules and challenges are properly communicated;
  - 4.3.4. Guide sponsors to create interesting, appropriate, and relevant challenges;
  - 4.3.5. Make decisions related to prize purchasing and distribution.
- 4.4. The Design Team shall:
- 4.4.1. Create a cohesive and appealing visual identity and design language for the event, including logos, mascots, color palettes, and typefaces;
  - 4.4.2. Create assets needed as part of the products created by other Teams.
- 4.5. The Development Team shall:
- 4.5.1. Develop the software used for the activities of the Organization, prioritizing innovation and user experience;
  - 4.5.2. Be responsible for the Organization's website, event management software, internal tooling, and infrastructure projects;

- 4.5.3. Meet the highest standards of code review and proper software development best practices;
- 4.5.4. Assist with hosting development related workshops.
- 4.6. The Logistics Team shall:
  - 4.6.1. Identify and secure a suitable venue for the hackathon, ensuring it meets the technical and logistical requirements of the event;
  - 4.6.2. Arrange for the necessary equipment to be available at the venue, coordinating with vendors and suppliers to ensure its timely delivery, setup, and maintenance;
  - 4.6.3. Conduct thorough inspections before and after the event to ensure the venue is clean and all equipment is accounted for;
  - 4.6.4. Conduct risk assessments to identify, develop, implement, and communicate necessary security measures, emergency response procedures, and safety protocols in collaboration with the venue management, security personnel, and local authorities;
  - 4.6.5. Manage all audio and visual aspects of events, including equipment setup, technical support, live streaming, backups, and content storage;
  - 4.6.6. Manage the sourcing, ordering, and distributing of all merchandise.
- 4.7. The Marketing Team shall:
  - 4.7.1. Promote the Organization's activities by creating and implementing a marketing strategy;
  - 4.7.2. Manage all social media platforms associated with the Organization;
  - 4.7.3. Uphold the public relations of the Organization, managing relationships with the media and other stakeholders;
  - 4.7.4. Track and analyze the effectiveness of marketing efforts and report these metrics to other Organizers if requested.
- 4.8. The Operations Team shall:
  - 4.8.1. Work with financial institutions to ensure a proper transition is conducted every year.

- 4.8.2. Maintain the organization's bank accounts and ensure that all transactions related to the organization are being processed through these accounts.
- 4.8.3. Work with the Directors of each team to create a comprehensive yearly budget aligning with the overall goals of the organization.
- 4.8.4. Ensure the Directors manage reimbursements in a timely manner.
- 4.8.5. Coordinate the organization's debts and investments.
- 4.8.6. Be responsible for tax returns and other financial government requirements.
- 4.8.7. Be responsible for the internal operations of the organization, including administration and governance, drafting legal documents, and alerting the board of directors of any potential legal exposure.
- 4.8.8. Complete annual return filings and all other reporting obligations under the Act.
- 4.8.9. Oversee identity access and password storage for any software used by the organization.
- 4.8.10. Assist with the administration of accounts and forums used across multiple teams.
- 4.8.11. Create, maintain, and communicate a comprehensive Hackathon shifts schedule for all Organizers.
- 4.8.12. Oversee the process of advertising, receiving, and reviewing new member applications.
- 4.8.13. Maintain accurate records of the organization's activities and organize documentation.
- 4.8.14. Harmonize team dynamics and enforce disciplinary decisions made by directors.
- 4.8.15. Diligently handle project management tasks, monitoring timelines, milestones, and resource allocation to fulfill organizational goals, driving unified strategic clarity.

4.9. The Sponsorship Team shall:

- 4.9.1. Develop a comprehensive sponsorship package that outlines various sponsorship levels, benefits associated with each level, and all relevant details, ensuring clarity and attractiveness to potential sponsors;
- 4.9.2. Identify and evaluate potential sponsors for the Organization by utilizing methods such as email outreach, phone calls, networking events, and leveraging leads from previous teams, maintaining a well-documented record of interactions;
- 4.9.3. Establish and maintain regular communication with potential sponsors, addressing inquiries, concerns, and updates related to the Organization's activities;
- 4.9.4. Collaborate with student groups and associations on campus to secure funding and collaboration opportunities;
- 4.9.5. Explore additional funding sources and investor opportunities that align with our mission and goals.
- 4.9.6. Ensure the delivery of promised benefits outlined in the sponsorship package upon securing sponsors;
- 4.9.7. Organize a career fair within the Hackathon;
- 4.9.8. Ensure sponsors' comfort and engagement during the Hackathon;
- 4.9.9. Optimize sponsor visibility and engagement throughout the event.
- 4.9.10. Continuously gauge sponsors' satisfaction, promptly address their needs, gather feedback, and implement improvements based on their experiences;
- 4.9.11. Select partnerships that align with the mandate and values of the Organization;
- 4.9.12. Ensure that all sponsorship agreements and interactions adhere to legal and ethical standards;
- 4.9.13. Regularly assess and refine the sponsorship process based on feedback, lessons learned, sponsorship trends, and evolving industry dynamics.



- 4.10. Teams may receive help from a Member outside of their Team, provided the Directors of both Teams agree.
- 4.11. Teams can be created, amended, or removed by a supermajority ( $\frac{2}{3}$ ) vote conducted by the board of directors.
- 4.12. Organizers may decide to switch Teams only if the Directors of both teams agree.

## Article V: Directors

- 5.1. The Organization shall be governed by a maximum of eleven (11) Directors, who hold the highest-ranking position within the organizational structure.
- 5.2. Directors are responsible for setting strategic direction and ensuring the overall success of the Organization.
  - 5.2.1. The President shall serve as the head of the organization, responsible for managing the Directors, ensuring alignment with the organization's overall direction, and overseeing the general management of the organization. The President shall have the authority to make strategic decisions in consultation with the other Directors and report to the board of directors.
  - 5.2.2. Other Directors shall be responsible for the oversight of their respective Teams, and the title of such Directors shall be the name of the Team they preside over, followed by the term "Director".
- 5.3. Directors have the exclusive authority to speak on behalf of the Organization, with the President serving as the primary spokesperson for the Organization.
  - 5.3.1. Directors may approve content from other Organizers to be released on behalf of the Organization.
- 5.4. Directors have the exclusive authority to sign legal documents, commence legal proceedings, and settle any claims to which the Organization is a party.
- 5.5. Directors are elected to serve for a period of one Term.

- 5.6. If a Director role becomes permanently vacant during a Term, an Interim Director shall be appointed with a majority vote of the board of directors to serve for the rest of the Term.
- 5.7. In the event of a temporary absence or inability of a Director to perform their duties, an Interim Director may be appointed by the respective Director, or by a majority vote of the board of directors if one is not appointed.
- 5.8. An interim director must be appointed within one (1) week of a vacancy.
- 5.9. Directors shall be Signing Authorities of the Organisation.

## Article VI: Officers

- 6.1. The President shall serve as the highest-ranking officer of the Organization and shall be responsible for managing the overall operations and strategic direction. Responsibilities of the President include:
  - 6.1.1. Leading and presiding over Official Meetings and other organizational gatherings.
  - 6.1.2. Representing the Organization as its primary spokesperson to external parties.
  - 6.1.3. Collaborating with Directors and Officers to ensure the alignment of all organizational activities with the overall mission and goals.
  - 6.1.4. Overseeing the general management and administration of the Organization.
  - 6.1.5. Making strategic decisions in consultation with the board of directors.
  - 6.1.6. Serving as the point of contact for internal and external stakeholders on matters requiring the President's attention.
  - 6.1.7. Ensuring the fulfillment of the organization's legal and ethical obligations.
  - 6.1.8. Any other responsibilities related to the leadership and management of the Organization.
- 6.2. The Secretary shall serve as the official record-keeper and administrator of the Organization. Responsibilities of the Secretary include:

- 6.2.1. Maintaining accurate records of meetings, decisions, and actions taken by the board of directors and the organization as a whole.
- 6.2.2. Drafting and distributing meeting minutes and official documents.
- 6.2.3. Assisting with the preparation and distribution of meeting agendas.
- 6.2.4. Coordinating the submission and review of organizational reports.
- 6.2.5. Assisting with administrative tasks related to the organization's activities.
- 6.2.6. Serving as a point of contact for individuals seeking information on organizational matters.

## Article VII: Managers

- 7.1. Organizers from any Team may be appointed as a "Manager" by their respective Director.
  - 7.1.1. Managers should, where possible, have at least one (1) Term of experience on the Team for which they are being appointed as Manager.
  - 7.1.2. Managers should demonstrate a high level of commitment to the Organization necessary for handling elevated responsibilities.
  - 7.1.3. Managers may lead a portion of the Team ("Sub-team") of Organizers and assist the respective Director with overseeing them.
- 7.2. The mandate of each Manager shall be established by their respective Director.
- 7.3. The title of a Manager shall be decided by their respective Director and include the term "Manager" to reflect the designated role.
- 7.4. Managers may be removed from their position by their respective Director without any vote, but shall remain a Member unless the Membership Removal Procedure is followed.
- 7.5. The number of Managers on a given Team shall not exceed the number of other Members in their Sub-team, unless they have no Sub-team or there are no other Members on their Sub-team.

- 7.6. If a Team is led by multiple Directors, all decisions relating to the appointment, termination, and the delegation of duties and responsibilities of all Managers shall require the unanimous consent of all of the respective Directors.

## Article VIII: Elections

- 8.1. Elections shall take place annually in November, or as needed to fill vacant positions.
- 8.2. Eligibility for a Director position is restricted to Members who have retained their Membership status for a minimum of one (1) Term.
- 8.3. All Members may cast one (1) vote for each Director.
- 8.4. The incumbent Operations Director must designate an Elections Officer who is not a Member.
  - 8.4.1. The Elections Officer is responsible for ensuring that the election process is conducted in a manner that is both fair and seamless.
  - 8.4.2. The Elections Officer is responsible for accepting nominations, collecting votes, and declaring the results of elections.
- 8.5. "Candidate" shall refer to Members who have submitted their nomination to the Elections Officer.
- 8.6. Elections shall be conducted as secret ballots.
- 8.7. The Candidate with the highest number of votes shall be elected.
- 8.8. In the occurrence of a tied vote, a runoff election will be held within a period of one (1) week following the initial election.
- 8.9. Following the completion of the election process, an All-Hands Meeting shall be held, where the results must be ratified by the Membership, unless alternative Candidates are proposed.
  - 8.9.1. The incumbent Members shall retain their speaking and voting rights at this meeting.
  - 8.9.2. The newly elected Directors shall assume their responsibilities as of the adjournment of this meeting.

## Article IX: Impeachment

- 9.1. A Director may only be impeached for serious breaches of duty, including but not limited to abuse of power, mismanagement of funds, incidents of harassment, neglect of duties, gross misconduct, violations of the constitution and by-laws, or an indictable criminal offense.
- 9.2. The impeachment process may be initiated by any Member, with a written petition detailing the grounds for impeachment. This petition must be submitted to the entire board of directors for review.
- 9.3. A Directors' meeting shall be held within seven (7) days of the notification of intent to impeach.
  - 9.3.1. The Members who wish to impeach shall be allotted 30 minutes to present the evidence leading to the impeachment.
  - 9.3.2. The Director being impeached shall be allotted 40 minutes to present evidence of why they should remain in their role.
  - 9.3.3. The Members from both sides shall be invited to the meeting and may speak in person, be represented at the meeting by a person of their choosing, or submit a written statement.
  - 9.3.4. After both sides have presented their evidence, a majority ( $\frac{1}{2}$ ) vote of the board of directors is required for a successful impeachment.
- 9.4. If a Director is impeached, they will immediately be removed from their position.
- 9.5. An appeal hearing may be held before the board of directors, where the impeached Director will have the opportunity to present their case. A reversal of the impeachment decision requires a supermajority ( $\frac{2}{3}$ ) vote of the board of directors.
- 9.6. After the impeachment process ends, suggestions must be made by the Directors on how to improve the process and prevent the incident leading to impeachment from occurring again.

## Article X: Meetings

- 10.1. Meetings of the board of directors ("Directors' Meetings") are held at least monthly.

- 10.2. "All-Hands Meetings" are general meetings of the Membership held at least once every Semester.
- 10.3. "Official Meetings" include all Directors' Meetings and All-Hands Meetings.
- 10.4. Official Meetings shall be conducted in accordance with the latest version of Robert's Rules of Order Newly Revised, unless otherwise stated in this constitution or by-laws.
- 10.5. "Meeting Minutes" shall include an outline of a meeting's agenda, attendance records, relevant debate, and the results of any resolutions passed during the meeting.
- 10.6. Business conducted at Official Meetings should be recorded in Meeting Minutes.
- 10.7. Business conducted at Official Meetings must be recorded in Meeting Minutes and made available to all Members.
- 10.8. Quorum for Directors' Meetings virtual ballots shall be two thirds ( $\frac{2}{3}$ ) of the Directors.
- 10.9. Quorum for All-Hands Meetings shall be one half ( $\frac{1}{2}$ ) of the Membership.
- 10.10. "Notice" for all Official Meetings shall be provided to Members at least 24 hours in advance.
- 10.11. Notice for Official Meetings shall be provided with an agenda for the meeting.
- 10.12. Official Meetings shall be chaired by the President.
- 10.13. Official Meetings may be called by the President or a petition by at least one-third ( $\frac{1}{3}$ ) of the board of directors, with an announcement to all Members.
- 10.14. Members who are not on the board of directors may attend Directors' Meetings without speaking or voting rights, unless speaking rights are granted with a majority vote.
- 10.15. A resolution requiring a vote in a Directors' Meeting can instead be passed with a virtual ballot, provided that: all Directors are notified, quorum is reached, and the result is recorded alongside the other Meeting Minutes.

## Article XI: By-Laws

- 11.1. The Organization shall be empowered to adopt by-laws with a majority vote of the board of directors.
- 11.2. By-laws shall supplement this constitution, outlining specific procedures, guidelines, and regulations not explicitly covered herein.
- 11.3. By-laws shall contain operational details deemed necessary for the efficient and effective functioning of the Organization.
- 11.4. By-laws shall be subject to amendment or repeal through the same process as their adoption.

## Article XII: Events

- 12.1. The Organization shall organize and host a large-scale hackathon event every Year, the "Hackathon." This event shall be the flagship event of the Organization.
  - 12.1.1. Each Year, a set of "Categories" shall be determined for the main Hackathon event, focusing on popular or innovative educational topics.
- 12.2. The Organization shall organize and host a series of events known as the "Hacker Series" leading up to the Hackathon, aiming to foster a sense of community and providing additional learning and networking opportunities for participants.
  - 12.2.1. Workshops shall be organized periodically to cover topics related to the Categories.
- 12.3. Events shall be organized in alignment with the goals and objectives of the Organization with the resources allocation necessary for their successful execution.

## Article XIII: Finances

- 13.1. The Organization shall utilize all Finances towards the activities of the Organization, reinvesting any profits.
- 13.2. Assets owned by the Organization shall be held under the name of the corporation.

- 13.3. Finances shall be acquired in an equitable, disclosed, and public manner.
- 13.4. The Budget shall record all revenues and expenditures, and forecasts must be approved by a majority vote of the board of directors.
- 13.5. An expenditure may only be budgeted if it can be offset by a revenue source on the Budget.
- 13.6. Expenditures may only be incurred by Directors, provided that they are on the Budget.
  - 13.6.1. Directors are authorized to incur non-approved expenses only during the main Hackathon Event after receiving unanimous consent from at least two (2) other directors, at least one of whom is a Signing Authorities.
- 13.7. Reimbursements must be approved by two (2) directors ("Signing Authorities"), including either the Operations Director or Finance Director.
- 13.8. Reimbursements shall be properly documented for audit purposes.
- 13.9. All debts must be repaid by Directors before the end of the Year.
- 13.10. Financial statements shall be subject to approval at an All-Hands meetings and then subsequently made available for public access.

## Article XIV: Branches

- 14.1. The Organization shall operate a club ("Branch") at academic institutions in Ottawa in accordance with this constitution:
  - 14.1.1. "Hack the Hill uOttawa" at the University of Ottawa;
  - 14.1.2. "Hack the Hill Carleton" at Carleton University.
- 14.2. The executives of each Branch shall at minimum include an Executive Officer and a Finance Officer, who shall both be signing officers of the Branch.
  - 14.2.1. The Executive Officer shall be responsible for representing the Organization at the branch's academic institution, presiding over Branch meetings, and any administrative duties.
    - 14.2.1.1. The Executive Officer for the uOttawa Branch shall be bilingual.



- 14.2.2. The Finance Officer shall be responsible for managing the Branch finances and applying for funding at the Branch's academic institution.
- 14.2.3. Executives must be Members of the Organization and students at the Branch's institution.
- 14.3. Branches are empowered to adopt their own constitution and by-laws, provided that it is in compliance with the Organization's constitution and by-laws.
- 14.4. Branches shall periodically provide reports and updates to the board of directors to ensure transparency and alignment with the Organization.
- 14.5. Branches are not agents of Carleton University, the Carleton University Students' Association (CUSA), the University of Ottawa, or the University of Ottawa Students' Union (UOSU), and their views and actions do not represent any of theirs.

## Article XV: Amendments

- 15.1. This constitution may be amended or modified by a supermajority ( $\frac{2}{3}$ ) vote of the board of directors.
- 15.2. Proposed amendments, along with the rationale for the changes, must be submitted to the board of directors.
- 15.3. If a proposed amendment is approved, it shall become effective immediately, unless otherwise specified in the amendment itself.
- 15.4. The amendment shall be reverted if it is not ratified at the next All-Hands meeting.