

# UNIVERSITY OF SASKATCHEWAN ALUMNI ASSOCIATION GENERAL BYLAWS

*[Approved June 20, 2012]*

## **Interpretation**

1. In these bylaws:
  - (a) **“Association”** means The University of Saskatchewan Alumni Association;
  - (b) **“Board”** means the Board of Directors of the Association;
  - (c) **“Chair”** means the person who has been appointed to preside at any meeting;
  - (d) **“Executive Director”** means the Executive Director of the Association;
  - (e) **“Member”** means a member of the Association;
  - (f) **“University”** means the University of Saskatchewan; and
  - (g) **“Voting Member”** means an ordinary member or an honorary member.

## **Objectives**

2. The objectives of the Association are to:
  - (a) advise the University on alumni programs and services and advise Members about program and service offerings;
  - (b) act as the voice of its Members;
  - (c) support the University’s efforts to build resources, relationships and a reputation of excellence for the university; and
  - (d) celebrate alumni achievements, student success and the contribution of alumni volunteers.

## **MEMBERSHIP**

### **Ordinary members**

3. (1) person holding a University degree certificate or diploma is an ordinary member.  
(2) ordinary members may vote at all Association meetings.

### **Honourary members**

4. (1) The Board may, by resolution, admit a person for honorary membership in recognition of that person's exceptional service to, affinity for, or support of the University, but the resolution of the Board is not effective until it has been confirmed by the Members at an annual general meeting.
- (2) Honourary members may vote at all Association meetings, but in accordance with section 115 of *The Non-Profit Corporations Act*, honorary members may not vote regarding fundamental changes or dissolution.

### **Associate members**

5. (1) A person is entitled to associate membership upon request to the registered office of the Association if that person:
  - (a) has completed 30 credit units towards an undergraduate degree at the University and the class with which the person started University has graduated;
  - (b) has completed graduate program course work at the University but has not completed a thesis or dissertation;
  - (c) has completed one year of a program at the University that results in accreditation, such as medical residency; or
  - (d) is a retired University faculty member or staff member.
- (2) Associate members may not vote at Association meetings.

### **Cessation of Membership**

6. A person shall cease to be a Member
  - (a) on providing written notice of resignation to the registered office of the Association;
  - (b) on his or her death; or
  - (c) on his or her degree, diploma or certificate being revoked for cause by the University.

### **Reinstatement of Membership**

7. If the University reinstates a revoked degree, diploma or certificate to a person, the Association shall reinstate the person's membership.

## ASSOCIATION MEETINGS

### Meetings Generally

8. (1) Notice of a meeting shall indicate the time and place of the meeting and the business to be transacted at it.
- (2) An irregularity in a notice, in the giving of notice, or the non-receipt of notice by any Member entitled to it does not invalidate anything done or passed at the meeting.
- (3) Twelve Members constitutes a quorum.
- (4) The Chair may only vote in order to resolve a tie.

### Annual General Meeting

9. (1) an annual general meeting shall be held at such time and place in Saskatchewan as the Board may determine.
- (2) The Executive Director shall ensure that notice of an annual general meeting is provided to Members at least 30 days before the meeting.
- (3) The Association may publish a notice stating that the financial statements and the auditor's report are available at the registered office and that any Member may obtain a free copy on paper or in electronic format by making a request to the registered office of the Association.
- (4) The Board shall determine the order of business at an annual general meeting prior to the opening of the meeting.

### Special Meetings

10. (1) The Board may call a special meeting.
- (2) The Board must call a special meeting when directed to do so pursuant to subsection (3).
- (3) Voting Members may direct the Board to call a special meeting by filing with the Executive Director a written request signed by at least one percent of the Voting Members and setting out the reasons for the meeting and the business to be transacted at it.
- (4) A special meeting may be held at such time and place in Saskatchewan as the Board may determine, but in any event shall be held within 90 days of the call of the meeting.
- (5) The Executive Director shall ensure that notice of a special meeting, indicating the time and place of the meeting and the business to be transacted, is provided to Members within 14 days of the call of the meeting and at least 15 days prior to the date of the meeting.

## BOARD OF DIRECTORS

### Board of Directors

11. (1) Any Member is eligible to become a director, provided that he or she is qualified to be a Director pursuant to section 92 of *The Non Profit-Corporations Act*.
  - (2) Each of the directors shall be elected by the Voting Members at the annual general meeting based on the results from a call for nominations from the Members.
  - (3) At the first Board meeting following the annual general meeting, the Board shall appoint a President and Vice-President from among the directors.
  - (4) The Board may appoint from time to time such other officers, including Past President, as they deem advisable.
12. The Board shall:
- (a) determine policy required to meet the Association's objectives;
  - (b) report to members those transactions that are outside of the approved budget;
  - (c) delegate responsibility to Committees to meet specific objectives of the Association;
  - (d) at each annual general meeting, report fully to the members on the business transacted since the previous annual general meeting; and
  - (e) keep minutes of all its proceedings and any reports relating thereto and circulate those proceedings and reports once approved by the Board.

### President

13. (1) The President shall:
- (a) chair all Association meetings and Board meetings; and
  - (b) be the official spokesperson of the Association.
- (2) The President is an *ex officio* member of all Committees.

### Past President

14. A Past President shall provide counsel and assistance to the Board.

### Vice-President

15. The Vice-President shall, in the absence of the President, fulfill the President's duties.

### **Executive Director**

16. The Executive Director shall serve as an effective administrator of Association resources and trusted advisor to the Board.

### **Term**

17. (1) Elections to fill vacancies on the Board of Directors shall be held annually.
- (2) A Director's term is two years, beginning immediately following the annual general meeting at which he or she is elected.
- (3) Notwithstanding subsection (2), at the first election after this bylaw comes into force, the Members shall elect the entire Board of Directors, half of whom shall serve for an ordinary two-year term and half for a transitional one-year term.

### **Vacancies on the Board**

18. (1) In accordance with section 98 of *The Non-Profit Corporations Act*, if a Director's position become vacant, the Board shall appoint a replacement for the remainder of the term of his or her predecessor.
- (2) If the office of President becomes vacant, the Board shall appoint a new President for the duration of the term of his or her predecessor.

### **Board Meetings**

19. (1) The Board shall meet at least three times each year, at a time and place to be designated by the Board, or, in the absence of designation by the Board, as designated by the President.
- (2) Where it is not feasible for the Board to meet in person, the President may authorize a Board meeting to take place by teleconference, videoconference or other appropriate technologies permitted by *The Non-Profit Corporations Act*.
- (3) A majority of the voting Board members constitutes a quorum.
- (4) Motions shall be determined by ordinary resolution unless the bylaws or the rules of order adopted by the Association require otherwise.
- (5) The Chair shall only vote in order to resolve a tie.

### **Signing Authority**

20. Signing authority shall be granted in accordance with the Memorandum of Understanding between the Association and the University.

## **COMMITTEES**

### **Committees of the Board of Directors**

- 21 The Board shall establish Committees annually as required to undertake the work necessary to fulfil the Association's objectives.

### **Terms of reference**

22. (1) The Board shall set the terms of reference for a committee.
- (2) Where it is not feasible for the committee to meet in person, a committee meeting may take place by mail, email, fax, teleconference or other appropriate technologies.
- (3) Each Committee shall report to the Board.

### **Composition and structure**

23. Committee members shall include members of the Board and Members with interest or expertise in the Committee's activities.

## **AFFILIATED ASSOCIATIONS AND ORGANIZATIONS**

24. The Association will build positive relationships with campus alumni associations, student associations and other organizations and bodies in an effort to advance the Association's objectives.

### **Indemnity**

25. All directors or officers of the Association authorized to undertake activity or to perform any activity on behalf of the Association and their heirs, executors and administrators, and estate and effects shall at all times be indemnified and saved harmless out of the funds of the Association from and against:
  - (a) all costs, charges and expenses which the director, officer or other authorized person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such person, for or in respect of any

deed, act, matter or thing whatever made, done or permitted by them in or about the execution of their office; and

- (b) all other cost, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such charges, costs or expenses as are occasioned by the person's own wilful neglect or default or activity contrary to law.

#### **Association Year**

- 26. The Association year shall run from the end of the annual general meeting to the end of the following annual general meeting.

#### **Fiscal Year**

- 27. The fiscal year of the Association ends on April 30 of each year.

### **FUNDING AND FINANCIAL REPORTS**

#### **Funding**

- 28. The Board shall secure funding for the Association.

#### **Audited financial statement**

- 29. Financial management of the Association shall be based on an annual review engagement report, conducted by a chartered accountant.

#### **Bylaws**

- 30. (1) A bylaw may only be made, amended or repealed by ordinary resolution at an annual general meeting, provided that notice of the proposed bylaw, amendment or repeal has been provided to all Members at least 30 days prior to the meeting.  
(2) Notice of the proposed bylaw, amendment or repeal may be provided by electronic means.

#### **Procedure**

- 31. The procedure at all meetings shall be governed by this bylaw and, in cases not provided for, by the rules set out in the most recent edition of M.K. Kerr and H.W. King, *Procedures for Meetings and Organizations*.