



BY-LAW NO. 3

**UNIVERSITY OF GUELPH ALUMNI ASSOCIATION
BY-LAW NO. 2
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Appendix A: Sample - Annual General Meeting Proxy Statement

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UNIVERSITY OF GUELPH ALUMNI ASSOCIATION

BY-LAW NO. 2

This by-law concerns the general business and affairs of the University of Guelph Alumni Association.

I. Interpretation

Definition of Terms In all by-laws of the Association, unless the context requires otherwise:

- ✦ Singular pronouns and numbers include plural, and vice versa
- ✦ “The Association” refers to the University of Guelph Alumni Association
- ✦ “The University” refers to the University of Guelph
- ✦ “Director” means a member of the Association’s Board
- ✦ “Officer” means an officer of the Association.

Headings are inserted for the readers’ convenience, and have no bearing on terms, provisions or interpretations of the by-laws.

II. Association

- a. **Head Office** The Association’s Head Office shall be in the City of Guelph, Ontario.
- b. **Seal** The official seal will be stored for safe keeping in the offices of Alumni Affairs & Development.
- c. **Emblem** The Association’s official emblem shall be the Identifier as noted in these by-laws.
- d. **Identifier**



Note: Updated identifier approved at April 23, 2020 Board Meeting.

- e. **Colours** The Association’s official colours are those of the University of Guelph: red, black and gold.

III. Membership

- a. **Classification** There shall be four classes of members:
 - ✦ Regular
 - ✦ Ex-officio Regular
 - ✦ Associate
 - ✦ Honorary

Regular Members	Regular membership includes all graduates having degrees or diplomas conferred by any of the University's past and present colleges, campuses, faculties and schools.
Ex-Officio Regular Members	<p>Ex-officio Regular Membership includes anyone who holds one of the following offices, and who is not already qualified as a Regular Member:</p> <ul style="list-style-type: none"> ✦ All Governors on the University's Board of Governors ✦ The University's Vice-President, Alumni Affairs and Development ✦ The University's senior staff member of Alumni Affairs and Development, normally the Director, Alumni Affairs. <p>Upon ceasing to hold these offices, Ex-officio Regular Members cease to be members of the Association.</p>
Associate Members	<p>Associate Membership includes anyone who holds one of the following offices, and who is not already qualified as a Regular Member:</p> <ul style="list-style-type: none"> • Former Governors on the University's Board of Governors • Current and former faculty and other staff of the University • Persons who have completed a certificate or diploma program offered by the University, and for which program graduates have been approved for membership by resolution of the Board. <p>The Board, at its discretion, may invite individuals to become Associate Members of the Association. The Board may also, upon written request, approve appointments of individuals as Associate Members.</p> <p>In addition, individuals are deemed to be Associate Members if they are identified in the University's alumni database as of June 21, 1992, as:</p> <ul style="list-style-type: none"> • "Class Friends" • "Retired Faculty" • "Retired Professional Staff" <p>Associate members may resign by submitting a written letter to the Secretary/Treasurer. The resignation takes effect on the date it is received.</p>
Honorary Members	<p>By passing a resolution unanimously, the Board may confer Honorary Membership in the Association on any worthy person who is not already a member.</p> <p>Honorary Members may resign by submitting a written letter to the Secretary/Treasurer. The resignation takes effect on the date it is received.</p>
b. Voting Privileges	<p>Each Regular Member in good standing is entitled to one vote on each question arising at any annual or general meeting of the members.</p> <p>Associate, Ex-officio and Honorary Members are not entitled to vote or hold office.</p>

IV Meetings: Annual and General

- a. Members' Meetings Location and Date** Annual and general meetings of the members take place at the Association's Head Office, or elsewhere in Ontario, as the Board determines.
- The Association must hold an annual meeting of its members not more than fifteen months after its last preceding annual meeting.
- Other meetings of the members (general meetings) may be convened by order of the Association's President, either Vice President, or the Board of Directors. In addition, should at least one-tenth of the regular members submit a written request to the Board asking for a general meeting, the President or the Vice Presidents shall convene such a meeting.
- b. Members' Meetings Notice of Meeting** For every meeting, the Association must notify each member, by either pre-paid post or electronic mail, not less than ten days before the meeting date, stating the time and place of the meeting. For the purpose of sending notice about meetings or other matters, the address of any member, director or officer is the last known address, deemed "active and preferred", as recorded in the database maintained by Alumni Affairs and Development.
- The Association need not provide public notice of annual or general meetings.
- c. Members' Meetings Error or Omission of Notice** If an error or omission occurs in the giving of notice for an annual or general meeting, or an adjourned meeting, the meeting will nevertheless be considered valid, and its proceedings not rendered void as a result of that error.
- d. Members' Meetings Annual Meetings** At annual meetings, the Board presents:
- ✦ A report regarding the affairs of the Association for the previous year
 - ✦ A financial statement of the Association
 - ✦ The auditor's report, and
 - ✦ Other information, relating to the Association's affairs, as the Board determines.
- Also at the annual meeting, the members elect Directors to the available positions, and the auditors are appointed.
- e. Members' Meetings Quorum** The quorum required for transacting business at any meeting of members consists of not less than twenty Regular Members present (in person or represented by proxy) provided that *at least* ten Regular Members are present in person.

f. Members' Meetings Proxies At any meeting of members, a proxy appointed by a Regular Member is entitled to exercise (subject to restrictions expressed in the instrument appointing the proxy) the same voting rights as that Regular Member would have, if he or she were present. A proxy need not be a Regular Member of the Association. Proxy forms shall be available from the Association's Secretary within two weeks of the meeting. (Appendix A).

g. Members' Meetings Voting In this section on voting, the phrase "Regular Member(s) present" means present in person or by proxy.

At all meetings of members, every question is decided by a majority of the votes of the Regular Members present, unless otherwise required by the Association's by-laws or by law. Votes are taken by a show of hands, unless a Regular Member present demands a poll.

A poll may be demanded, and the demand may be withdrawn. If a poll is demanded (and the demand not withdrawn) the question is decided by a majority of votes cast by the Regular Members present. The chair directs how the poll is taken. The result of the poll is deemed the Association's decision upon the matter in question.

Should an equal number of votes be cast for and against a matter, whether by show of hands or poll, the chair is entitled to cast a vote.

A declaration by the chair that a resolution has been carried or not carried, and the entry to that fact in the Association's minutes, provides sufficient evidence. The Association does not require proof of the number or proportion of votes accorded in favour of or against any resolution.

h. Members' Meetings Adjournment Any meetings of the Association may be adjourned, or adjourned temporarily to any future time. No notice of adjournment is required. A meeting may be adjourned even when no quorum is present.

Any decisions taken before the adjournment remain valid, unless and until they are revisited at a future date. Any business left outstanding at the time of the adjournment is carried over to the next meeting or the resumption of the meeting.

V Board of Directors

- a. Board of Directors Composition**
- i) The affairs of the Association are managed by a Board of Directors (the "Board") consisting of 14 directors. This number may be increased or decreased by a special resolution as defined in the *Corporations Act of Ontario*. The Board shall be composed of the following:
- ✦ University of Guelph President and Vice Chancellor (appointed, *ex-officio*, non-voting)
 - ✦ University of Guelph senior staff person for Alumni Affairs and Development (appointed, *ex-officio*, non-voting)
 - ✦ University of Guelph Vice President Alumni Affairs and Development (appointed, *ex-officio*, non-voting)
 - ✦ The Past President of the Association (appointed, *ex-officio*, voting)

- ★ Ten (10) Directors elected from among eligible members of the Association through a criteria-based nomination and selection process.

ii) Past President

The position of Past President shall be occupied by the individual who held the President's position immediately preceding the current President of the Board of Directors.

To be eligible, the individual must have served as President with the support of the Board for longer than six (6) months, and be available and willing to serve in the capacity of Past President.

Duties of the Past President shall include:

- i) Serve as the Chair of the Nomination Committee
- ii) Serve as the Elections Chair for the election of officers
- iii) Perform such duties as are designated by the President or by the Board.

iii) Honorary President

The President and Vice Chancellor of the University shall be the Honorary President of the Association.

iv) Directors Emeriti

At the discretion of the board, a retiring director having served a minimum of five years, may be appointed *Director Emeritus(a)*. This will be an honorary, life-time, non-voting position, to acknowledge and reward distinguished service to the Association.

A Director Emeritus(a) shall have all the privileges of a director, such as committee membership and attendance at meetings, except that a Director Emeritus(a) cannot make or second motions.

- b. Board of Directors Qualification of Directors** Directors must be at least eighteen years of age. They must be Regular Members of the Association at the time of becoming a director, or within ten days thereafter, and throughout the term of their office. No undischarged bankrupt may be a director. If a director becomes a bankrupt, he or she thereupon ceases to be a director.
- c. Board of Directors Election of Directors** New directors, equal to the number of vacancies, shall be elected by the members at the annual meeting. Nomination Forms (Appendix B) for the upcoming board year shall be received by the Nomination Committee Chair until April 30th of each year.
- d. Board of Directors Terms of Office** Each elected director's term of office begins at the conclusion of the Annual General Meeting at which he or she is elected by the membership and normally continues until the end of the third annual meeting thereafter (approximately three years).
- e. Board of Directors Re-Election** Subject to the provisions of this by-law, directors are eligible for re-election. No director may serve on the Board for more than ten (10) consecutive years, including time served in any Office, but excluding time served in any *ex officio* capacity.

- f. Board of Directors Vacancies** If a vacancy occurs in the Board and there is a minimum of six directors in office, the directors may fill the vacancy from the Association's Regular Members, or the vacancy may be filled at the next annual meeting of members.
- Any director, appointed or elected to fill such a vacancy, shall hold office for the un-expired term of the director who caused the vacancy.
- If a vacancy occurs and there are fewer than six directors in office, the remaining directors shall immediately call a meeting of the members to fill the vacancy.
- g. Board of Directors Vacation of Office** A person ceases to be a director of the Association:
- ✦ If the person resigns from office by giving notice in writing to the Association's Secretary/Treasurer
 - ✦ If the person is found by a court to be mentally incompetent or of unsound mind, or
 - ✦ If a person becomes disqualified or dies.
- h. Board of Directors Powers** The Association's directors may exercise all powers and do all acts that the Association may do, except those expressly required to be done by the Association at a meeting of members.
- i. Board of Directors Quorum** The presence of at least six voting members of the Board of Directors in person, by telephone or video conference, shall constitute quorum at a board meeting. No business shall be transacted at any meeting unless the requirements of quorum are met at the commencement of business.
- j. Board of Directors Meetings** A meeting of the Board may be called by the President, the Vice Presidents, or any two directors at any time. The Secretary/Treasurer shall convene a meeting of the Board on direction of the President, the Vice Presidents, or any two directors.
- Except as otherwise required by law, the Board may hold its meetings wherever it determines.
- k. Board of Directors Notice of Meetings** Before a Board meeting takes place, notice must be provided to each director:
- ✦ If mailed, the notice must be sent not less than seven days before the meeting.
 - ✦ If delivered, telephoned or communicated electronically, the notice must be provided not less than two days before the meeting.
- A statement by the Secretary/Treasurer or President that notice has been given pursuant to this By-law will be sufficient evidence that such notice was given. If an error or omission occurs in the giving of notice for a Board meeting, the meeting will nevertheless be considered valid, and its proceedings not rendered void as a result of that error.

The Board may hold meetings without notice under the following conditions:

- ✦ Immediately following any annual meeting of the Association.
- ✦ At any other time if all the members are present when the meeting is convened, or if those absent have consented to the meeting being held in their absence.
- ✦ At an hour on a day (or days), in any month (or months) designated by the Board for regular meetings. After notifying the directors initially, the Board need send no further notice of these regular meetings.

i. Board of Directors Voting

At any Board meeting, questions are decided by a majority of votes. Should an equal number of votes be cast for and against a matter, the chair is entitled to cast a vote. All votes are taken by a show of hands, unless any Director demands a poll.

A declaration by the chair of the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes, provides sufficient evidence. The Board does not require proof of the number or proportion of votes recorded in favour of or against any resolution.

In the absence of the President, the duties of the chair may be performed by the Vice President External or, if he or she is absent or unable to act as chair, by a director whom the Board appoints for the purpose.

m. Board of Directors Reimbursement

Directors are eligible to receive reimbursement for costs associated with attending Board and Executive meetings, and other events/meetings sanctioned by the Association. Should a Director wish to be reimbursed, he/she shall notify the Treasurer prior to approval of the annual budget.

n. Board of Directors Conflict of Interest

Directors must declare any conflict of interest they have regarding any matter that comes before a Board meeting. Directors must also refrain from participating in the discussion about such a matter (unless and to the extent the other directors determine by resolution that they may participate) and from voting.

o. Board of Directors Indemnities to Directors and Officers

Every director or officer of the Association and his or her heirs, executors and administrators, and estate and effects, respectively shall at all times be indemnified and saved harmless out of the funds of the Association, from and against:

- ✦ All costs, charges and expenses whatsoever which he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and
- ✦ All other costs, charges and expenses he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default.

p. Board of Directors

Protection of Directors and Officers No director or officer of the Association shall be liable for:

- ✦ The acts, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Association, or
- ✦ Any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order to the Board or for or on behalf of the Association, or
- ✦ The insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited, or
- ✦ Any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her wrongful and willful neglect or default.

The directors for the time being of the Association shall not be under any duty or responsibility in respect to any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except as shall have been submitted to and authorized or approved by the Board.

If any director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer or shall be a member of a firm or shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of being a director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

**q. Board of Directors
Removal of Directors**

When both of the following conditions exist, Regular Members of the Association may remove any elected director before the expiry of his or her term of office:

- ✦ Notice of meeting has been given to the Regular Membership, specifying the intention to pass a resolution to remove the director, and
- ✦ A resolution to remove the director is passed by at least two-thirds of the votes cast at the general meeting.

The membership may, by a majority of votes cast at that meeting, elect a replacement director for the remainder of the term.

VI Officers of the Association

a. Election of Officers

i) Definition of Officers:

There shall be four (4) elected Officers of the Association, including:

- ✦ President
- ✦ Vice President – External
- ✦ Vice President – Internal
- ✦ Secretary / Treasurer

ii) Eligibility:

The Board of Directors shall elect (in accordance with VI(c), Election of Officers) its Officers from amongst its eligible members. To be eligible for office, each member of the Board of Directors nominated for a position as an Officer must be a member of the Association in good standing, and have served a minimum of one (1) full year on the Board of Directors at the time of the next Annual General Meeting.

b. Terms of Office

The term of each elected Officer shall normally be two (2) years, and shall begin upon the conclusion of the Annual General Meeting. Officers may not serve more than two (2) consecutive terms in any one Office.

Subject to the provision of this by-law (V. e.), if a Director with less than two (2) years remaining in his or her current Director's term is elected to an Office, that term as a Director shall be automatically extended to coincide with the conclusion of the term of the Office to which he or she is elected.

c. Election of Officers

Every two years, the Board of Directors shall elect its Officers from amongst its eligible members. Election of Officers must be completed at the second-to-last scheduled meeting of the Board of Directors prior to the Annual General Meeting.

i) Elections Chair

The Past President of the Association shall be the Elections Chair. In the absence of a past President, the Board may elect, by two-thirds majority, an Elections Chair from amongst its members. To be eligible, that individual must not be a candidate for election to any Office.

ii) Nominations

The process for the call for nominations of the four (4) elected Officers will begin during the third-to-last meeting of the Board prior to the Annual General Meeting at which the terms of Office are to conclude. At that meeting, the Elections Chair will declare all Offices vacant as of the Annual General Meeting and ask for a motion to open the call for nominations for each of the four (4) Officer positions.

Any eligible board member may nominate her/himself for any office. All nominations shall be made in writing on Nomination Forms provided by the Elections Chair. Nomination Forms shall be submitted to the Elections Chair at any time following the opening of the call for nominations until the close of nominations at the second-to-last meeting of the Board, and shall remain confidential.

In the case of a lone nominee for an Office, a vote must still occur to confirm the nominee's inclusion in the slate of Officers presented to the Annual General Meeting. There shall be no election by acclamation. A successful lone candidate must receive a majority of the vote to be elected into their position.

In the event that a nominee is not available in person to state his/her willingness to stand for election, a written statement sent in advance to the Elections Chair shall be considered sufficient confirmation of the nominee's intention to accept the specified office(s) if duly elected.

If an Officer position does not receive any nominations, the Board shall proceed as per (vi) Vacancies.

iii) Voting Procedures

The elections for each Officer position shall be conducted through secret ballot cast by the voting members of the Board and submitted to the Elections Chair. The President of the Association shall also submit a ballot for each Office, which shall remain unopened unless required to break a tie vote.

Elections for each Officer shall be conducted individually and sequentially in the following order:

1. President
2. Vice President – External
3. Vice President – Internal
4. Secretary/Treasurer

The successful candidate for each Office shall be the individual receiving the majority of votes. If no one candidate has received the majority of the votes, the candidate with the least number of votes shall be dropped from the ballot and the members shall cast ballots again for the remaining candidates. This process is to be repeated until a candidate secures a majority of the votes.

The election for each Officer, in the prescribed order, shall be conducted as follows:

1. The Elections Chair shall make a final call for nominations
2. Receiving no further nominations, the Elections Chair shall request a motion to officially close the nominations
3. The Elections Chair shall identify all nominees, and then ask each nominee to confirm her/his willingness to accept the nomination.

4. Ballots are distributed, completed by each voting member and collected by the Elections Chair
5. Results are tabulated by the Elections Chair and confirmed by an Alumni Affairs & Development representative
6. The Elections Chair shall announce the successful candidate, and request a motion of approval by the Board of Directors for recording in the minutes.

iv) Confidentiality of Ballots

Following each election, ballots shall be sealed and secured at Alumni House. They may be made available to member(s) of the Board of Directors only when the request is approved as a motion by a two-thirds majority of the Board. After the Annual General Meeting, all ballots will be destroyed.

v) Presentation to the Membership

The slate of elected Officers shall be presented to the Association's membership at the Annual General Meeting.

vi) Vacancies

Should there be a vacancy in an Office at any time, the vacancy shall be filled for the balance of the term, at the discretion of the Board, by either of these prescribed methods:

- a) Appointment from among the eligible members of the Board,
or
- b) Election, in accordance with the Election of Officers procedure in the by-law, with the exception that the election be completed in one (1) board meeting.

The Board, at its discretion, may approve a motion, by a two-thirds majority vote, to waive the eligibility requirement of a minimum of one-year service on the Board, or the limit to the number of terms in Office.

d. Officers

**Delegation of Duties
Of Officers**

If the directors deem it necessary, they may delegate the powers of an officer to any other officer or director, for a period of time. This would apply, for example, if the President, the Vice Presidents or another officer were absent or unable to act.

e. Officers

Duties of the President The President shall:

- i) Preside as Chair at all meetings of the Board and the Executive Committee, as well as at the annual and general meetings of members
- ii) Be responsible to the Board for co-ordinating all affairs of the Association
- iii) Ensure that all resolutions of the Board are carried out
- iv) Lead the Board's planning and direction-setting process
- v) Orient new Board members
- vi) Serve as official spokesperson for the Association on behalf of the Board

- vii) Serve as liaison with the President of the University and its Board of Governors on behalf of the Board
- viii) In accordance with the Senate by-law, serve as the Association representative to the Senate Honours & Awards Committee
- ix) Serve as the Association's liaison with Alumni Affairs and Development on strategic and organizational matters on behalf of the Board, and
- x) In all matters affecting the Association, act under the authority and at the express direction of the Board or the Executive Committee.

**f. Officers
Duties of the Vice
President – External**

The Vice President - External shall:

- i) Serve as the Board's principal liaison with the Association's constituent alumni groups, including, but not limited to, the provision of leadership to:
 - ✦ Alumni Forum Events
 - ✦ constituent group communications
 - ✦ outreach to new constituent alumni associations or chapters
- ii) Fulfill the role of the President in her or his absence
- iii) Serve as a member of the Executive Committee

**g. Officers
Duties of the Vice
President – Internal**

The Vice President - Internal shall:

- i) Serve as the Association's representative on Senate, in accordance with Senate by-law
- ii) Chair the Alumni Senate Caucus
- iii) Ensure all designated constituent group senate seats are filled
- iv) Lead and coordinate the Association's representation on the University's committees and task forces
- v) Serve as a member of the Executive Committee

**h. Officers
Duties of the
Secretary/Treasurer**

The Secretary/Treasurer shall:

- i) As Treasurer:
 - Serve as chair of the Association's Finance and Affinity Programs Committee, in accordance with the committee terms of reference
 - Ensure that proper books of account, including all receipts and disbursements in the name of the association are accurately maintained
 - Prepare the annual operating budget for approval of the Board
 - Render to the Board, at its regular meetings (or whenever required), an account of the Association's financial position
 - Serve as liaison, on behalf of the board, to the auditor and present audited financial statements to the Board for presentation to the membership
- ii) As Secretary:
 - Ensure that minutes of all meetings of the Board and of members are duly recorded and retained
 - Ensure notices for all meetings of the Board, the Executive Committee and members are duly issued

iii) Serve as a member of the Executive Committee

The Secretary/Treasurer may seek assistance from staff of the University to carry out the duties of the office.

Should the Secretary/Treasurer be absent or unable to act, or refuse to act, the Board shall transfer his or her duties and powers to another director.

VII Committees

- a. Constitution of Committees** The Board may from time to time constitute committees to assist the directors in carrying on the affairs of the Association. The Board will prescribe the duties of such committees. These committees report to the Board.
- b. Appointment of Chairs** The President will appoint the chair of a committee, which may be a director, following each annual meeting or at the time the committee is created.
- c. Membership** Committee chairs appoint members to their respective committees, from among the Association's members, to assist in carrying out the duties of the committee.

VIII Executive Committee

- a. Executive Committee Composition** In this section VIII, the term "Committee" refers to the Executive Committee.
The Executive Committee of the Board is composed of:
- ✦ The Officers of the Association and
 - ✦ Two *ex-officio* members
 - i) The University's senior staff member for Alumni Affairs and Development, and
 - ii) The Vice-President of Alumni Affairs and Development.
- b. Executive Committee Powers** Between Board meetings, the Committee shall, subject to any restrictions imposed by the Board, exercise the powers of the Board.
- c. Executive Committee Quorum** At any meeting of the Committee a quorum consists of three committee members.
- d. Executive Committee Notice of Meeting** Executive Committee meetings may be called by:
- ✦ The President, or
 - ✦ Either Vice President on direction of the President, or
 - ✦ Written direction of any two of the Vice Presidents and the Secretary/Treasurer.
- Before an Executive Committee meeting takes place, notice must be provided to each member:
- ✦ If mailed, the notice must be sent not less than two days before the meeting.
 - ✦ If delivered, telephoned or sent electronically, the notice must be provided not less than one day before the meeting.

A statement by President or one of the Vice Presidents that notice has been given pursuant to this By-law will be sufficient evidence that such notice was given. If an error or omission occurs in the giving of notice for an Executive Committee meeting, the meeting will nevertheless be considered valid, and its proceedings not rendered void as a result of that error.

In addition, the Committee may hold meetings without notice under the following conditions:

- ✦ Immediately following any meeting of the Board
- ✦ At any other time if all the members are present when the meeting is convened, or if those absent have consented to the meeting being held in their absence

- ✦ At an hour on a day (or days), in any month (or months) designated by the Committee for regular meetings. After notifying the members initially, the Committee need send no further notice of these regular meetings.

- e. **Executive Committee Voting** At any meeting of the Committee questions are decided by a majority of votes. Should an equal number of votes be cast for and against a matter, the chair casts the deciding vote. All votes are taken by a show of hands, unless any member of the Committee demands a poll.

A declaration by the chair that a resolution has been carried or not carried, and an entry to that effect in the minutes, provides sufficient evidence. The Committee does not require proof of the number or proportion of votes recorded in favour of or against any resolution.

IX **Nomination Committee**

a. **Nomination Committee Composition**

The Nomination Committee shall be composed of:

- ✦ The Association's immediate Past President, serving as chair
- ✦ The senior staff member for Alumni Affairs and Development, and
- ✦ One Board director who is not a member of the Executive Committee

b. **Nomination Committee Powers**

Subject to any restrictions imposed by the Board, the Nomination Committee:

- i) Confirms number of pending Board vacancies
- ii) Actively seeks out and advertises for candidates
- iii) Receives, and retains a file of Nomination Forms (Appendix B)
- iv) Assesses interested candidates, in accordance with the guidelines in the Nomination Form. [The committee shall disclose to the Board any real or perceived conflict of interest for any reason of any candidate presented for consideration of the Board, including an employment or family relationship with the University of Guelph or its senior administration.](#)
- v) At the regular meeting preceding the annual meeting, recommends for board approval, candidates to fill each vacant director position

- vi) At the annual meeting, the Nomination Committee Chair shall present to the membership, on behalf of the Board, the recommended full slate of directors. The full slate of directors shall be ratified by the members.

c. Nomination Committee All decisions of the Nomination Committee must be unanimous.
Voting

X Alumni Forum

a. Alumni Forum Purpose The Association shall convene, as determined by the Board, Alumni Forum meetings for the purpose of addressing areas of common interest among alumni constituent groups.

The Alumni Forum performs an important coordinating and information-sharing role by:

- ✦ Providing a key source of input to the Association's and Alumni Affairs and Development's planning process
- ✦ Sharing knowledge and best practices
- ✦ Addressing common leadership and development needs
- ✦ Exchanging information about activities.

XI Financial and Administrative

a. Financial Management The financial affairs of the Association shall be overseen by a Finance Committee, with the Treasurer serving as Chair. [The overall duties of the Treasurer are listed in Article VI h.](#) The composition, duties and operations of the Finance [and Affinity Programs](#) Committee are governed by the current board-approved committee Terms of Reference [appended in this bylaw.](#)

b. Membership Fees No dues or fees are payable except those fixed by unanimous vote of the Board. Such a vote takes effect only when confirmed by a vote of the Regular Members at an annual or other general meeting.

c. Financial Year Unless otherwise ordered by the Board, the fiscal year of the Association terminates on the [thirty-first day of March](#) each year.

d. Budget [The Committee shall prepare a budget for the following year's operations and present a draft to the Board at its \(April\) meeting. The Board will approve a final budget at its May meeting and present it to members at the Annual Meeting.](#)

e. Cheques, etc. By passing a resolution, the Board authorizes officers or agents of the Association to transact the [business pertaining to:](#)

- ✦ All cheques, drafts or other orders for payment of money
- ✦ All notes, acceptances and bills of exchange or other evidences of indebtedness issued in the name of the Association
- ✦ Notes and drafts for collection on account of the Association through its bankers
- ✦ Notes and cheques for deposit with the Association's bankers for the credit of the Association.

Alternatively, for these last two bulleted items above, the Association's rubber stamp may be used to endorse them "for collection" or "for deposit" with the bankers of the Association.

Any two persons authorized by the Board may:

- ✦ Arrange, settle, balance and certify all books and accounts between the Association and Association's bankers
- ✦ Receive all paid cheques and vouchers
- ✦ Sign the bank's forms or settlement of balances and release or verification slips.

f. Deposit of Securities for Safekeeping

The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions selected by the Board. From time to time the Board may, by passing a resolution, authorize the withdrawal of any or all securities. This authority may be general or confined to specific instances.

g. Management of Financial Reserves

The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit of the proceeds thereof.

h. Signing Authority and Execution of Documents

The Association's reserve and surplus funds shall be managed in a prudent manner that will sustain the Association's operations and support an expanding range of services to members. These funds shall be professionally invested under the active supervision of the Finance and Affinity Programs Committee, and in accordance with investment guidelines laid out in terms of reference set by the Board.

The Board may authorize any person or persons to sign, on behalf of the Association:

- ✦ Deeds
- ✦ Transfers
- ✦ Licences
- ✦ Contracts
- ✦ Engagements.

The above documents must be signed by any two (2) of the following:

- ✦ The President
- ✦ The Vice President – External
- ✦ The Vice President – Internal
- ✦ The Secretary/Treasurer.
- ✦ One Designated non-executive board member.

The Corporate Seal shall be affixed to such documents, as required.

Persons authorized to conduct the following transactions include the President, the Vice Presidents, the Secretary/Treasurer or the Directors, or any other person so designated by the Board.

Any two (2) of those authorized may:

- ✦ Transfer any and all shares of stock, bonds or other securities
- ✦ Accept on behalf of the Association transfers or acceptances of transfers

- ★ Use the corporate seal in creating and executing any written instruments for such purposes, including appointing an attorney to make or accept such transfers.

Notwithstanding provisions to the contrary in the Association's by-laws, the Board may pass a resolution at any time directing the manner in which, and the person(s) by whom, any contract or obligation of the Association will be executed.

- i. **Unbudgeted Expenditures** In exceptional circumstances, the Executive Committee may approve expenditure of up to a total of \$2,500 on unbudgeted items without prior approval of the Board or the Finance and Affinity Programs Committee.

XII Enactment, Repeal and Amendment of By-laws

The Board may enact, repeal or amend the Association's by-laws by a majority vote of not less than six directors. Such a vote creates a new by-law, which must then be sanctioned by an affirmative vote of a majority of the Regular Members in attendance at a meeting of members called to consider the new by-law.

When a by-law is to be considered at an annual or general meeting of members (including a by-law that amends or repeals an existing by-law), the Board must notify each member, by either pre-paid post or electronic mail, not less than 10 days before the meeting date. By-law amendments will be made available to members upon request.

APPENDIX A

ASSOCIATION

SAMPLE

ANNUAL GENERAL MEETING

PROXY STATEMENT

I _____, the undersigned, a member in good standing of the University of Guelph Alumni Association (UGAA), hereby constitute and appoint the V.P., Internal of the University of Guelph Alumni Association as my Proxy to attend and to represent the undersigned, at the Annual General Meeting of the UGAA to be held a time and place determined by the Board of Directors and at any adjournment thereof as provided in the laws of the Association and for and on behalf of the undersigned, to vote on all issues which the undersigned would be entitled to vote if there personally, hereby notifying and confirming all that the said Proxy shall do in the premises and giving and granting unto the said Proxy full power of substitution and revocation n.

Dated this _____ day of _____, _____

Full Address: _____

 Signature of Member

*(Please indicate with an "✓" in the spaces provided whether you wish your vote to be cast for or against the Ordinary Resolutions as set out in the Notice of Annual General Meeting.
 In the absence of specific directions, the proxy will vote or abstain as they may think fit, as they will on any other matter arising at the Annual General Meeting.)*

Resolutions:

Motion	Vote For Motion	Vote Against Motion
Approve: Meeting Agenda		
Approve: AGM Minutes of the previous year		
Accept: Treasurer's Report & Appointment of Auditors		
Approve: "That all resolutions passed and all acts, contracts and business transacted by the Directors since the previous AGM, be ratified and confirmed by the members of the University of Guelph Alumni Association"		
Approve: Nominating Committee Report and Motions		

*Please deliver this form to the Recording Secretary, UGAA:
 Fax: (519) 822-2670
 Mail: University of Guelph, Alumni House, Guelph, ON N1G 2W1*