

UNIVERSITY OF CALGARY ALUMNI ASSOCIATION

BY-LAWS

THE BOARD OF DIRECTORS OF THE UNIVERSITY OF CALGARY ALUMNI ASSOCIATION

BYLAWS

PART 1 – INTERPRETATION

1.1 In these Bylaws, unless otherwise defined:

- (a) “Act” means the *Post-Secondary Learning Act* S.A. 2003, c.P-19.5 or its applicable successor legislation;
- (b) “Annual General Meeting” means the annual meeting of the UCAA established in accordance with Part 7;
- (c) “Board” means the Board of Directors of the UCAA;
- (d) “Chair” means the Chair of the Board of Directors of the UCAA who is also the UCAA President;
- (e) “Director” means each of the individual members of the Board of Directors comprised of the individuals described in section 3.1;
- (f) “Executive Governance Committee” means a standing committee of the Board as specified in Part 8 herein, or its applicable successor committee;
- (g) “Member” or “Members” means a member or members of the UCAA;
- (h) “Nominations and Assessments Committee” means a standing committee of the Board as specified in Part 8 herein, or its applicable successor committee;
- (i) “Past Chair” means the outgoing Chair;
- (j) “Senior Director, Alumni Engagement” means the University position responsible for engagement with the University of Calgary Alumni Association or such comparable position in the event the title of the position changes from time to time;
- (k) “Special Meeting” means a special meeting established in accordance with Part 8;
- (l) “UCAA” means the University of Calgary Alumni Association;
- (m) “University” means the University of Calgary;
- (n) “Vice-Chair” means the Vice-Chair of the Board of Directors of the UCAA who is also the UCAA Vice-President and the Chair of the Executive Governance Committee.

PART 2 – MEMBERSHIP

2.1 Membership

The following individuals are Members of the UCAA:

- (a) All graduates from University degree programs; and
- (b) Other Members as determined by the University and the Board from time to time.

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2.2 Register of Members

The names of Members and contact information shall be maintained in a register under the direction of the University's Senior Director, Alumni Engagement and shall only be used for UCAA purposes.

2.3 Cessation of Membership

A person shall cease to be a Member of the UCAA:

- (a) By submitting a written request to the Senior Director, Alumni Engagement that they be removed from the membership of the UCAA; or
- (b) In the case of an individual on their death.

2.4 Removal from Communications

- (a) A Member may request that they be unsubscribed from some or all communications from the UCAA.

PART 3 – BOARD OF DIRECTORS

3.1 Composition of Board

The Board shall consist of between 11 and 17 Directors, comprised of the following:

- (a) Up to fifteen Members drawn from the membership of the UCAA, duly elected by the Members at an Annual General Meeting, together with such number or numbers as may be appointed by the Directors pursuant to section 3.1(b); and
- (b) At the Board's discretion, and to meet emerging needs of the Board, up to two additional Members drawn from the membership of the UCAA may be appointed to the Board in accordance with section 3.1(a). Such Members shall hold the position of Director until the next Annual General Meeting; and
- (c) The Past Chair, if appointed in accordance with section 3.2(m).

3.2 Election and Term

- (a) Directors are nominated by the UCAA after recommendation by the Nominations and Assessments Committee, approval by the Executive Governance Committee, and approval of the Board. Directors are elected by the UCAA membership at the Annual General Meeting, unless they are appointed in accordance with section 3.1(b).
- (b) Nominations for elected Directors may also occur by submitting a nomination to the University's Senior Director, Alumni Engagement at least 30 days in advance of the Annual General Meeting and supported and signed by 3 Members in good standing. There shall be no nominations from the floor at the Annual General Meeting.
- (c) A Director shall be elected at the Annual General Meeting for a term of 2 years. No Director may be elected for more than 6 consecutive years. Directors appointed pursuant to section

3.1(b) may subsequently be elected as a Director; however, their total term as a Director shall be for no more than 6 consecutive years. Any recommendation to extend the term of a Director beyond 6 years would only occur in exceptional circumstances and would only relate to the Chair or Vice-Chair in order to ensure the proper succession and transition of the Chair and Vice-Chair positions.

- (d) At the first meeting of the Board following the Annual General Meeting, the Directors will vote to affirm the positions of UCAA President and UCAA Vice-President and committee chairs, when required to do so.
- (e) The UCAA President shall act as Board Chair.
- (f) The UCAA Vice-President shall act as Vice-Chair of the Board.
- (g) The term of the UCAA President shall be for 2 years. Where circumstances require it, the term of the UCAA President may be extended by the Board for one year, with the approval of the President of the University.
- (h) If, at any time during the year, there is vacancy in the position of the Chair, the Vice-Chair will assume the position of Chair and UCAA President until the next Annual General Meeting. The 2 year term of the UCAA President for the purpose of section 3.2(g) shall commence at the next Annual General Meeting.
- (i) In the normal course, the Vice-Chair shall serve as Chair of the Executive Governance Committee.
- (j) If the Vice-Chair meets the criteria established by the Nominations and Assessments Committee and is approved by the President of the University and affirmed by the Board as Chair in accordance with section 3.2(d), the Vice-Chair shall assume the role of the Chair upon the expiry of the term of the current Chair.
- (k) Upon the Vice-Chair becoming Chair or otherwise ceasing to be Vice-Chair, the Nominations and Assessments Committees shall undertake the identification and recruitment of a new Vice-Chair.
- (l) In circumstances where the Vice-Chair is not able to assume the duties of the Chair, the Nominations and Assessments Committee shall recommend to the President of the University a preferred candidate to assume the Chair position. Upon approval by the President of the University and once affirmed by the Board in accordance with section 3.2(d), the preferred candidate shall become Chair of the UCAA Board.
- (m) The Board may appoint a Past Chair when a departing Chair has 1 or more years remaining in their final term on the Board. The Past Chair shall be nominated on recommendation of the Nominations and Assessments Committee. The Past Chair may serve a one-year term to expire at the close of the following Annual General Meeting.

3.3 Casual Vacancies

- (a) Directors will advise the Chair as soon as possible of any known or anticipated circumstances that would result in the Director being absent from two or more Board

meetings in a calendar year. In the event that a Director is absent from two or more Board meetings in a calendar year, the Chair may request that a substitute be appointed for the duration of the absence or may declare the Director's position vacant and, if desirable, ask that a replacement be appointed for the balance of the Director's term or a different term. Appointments under this provision will be conducted in accordance with the regular appointment process for that Director pursuant to section 3.1 (b).

3.4 Resignations and Removal

- (a) A Director may resign by delivering a written notice to the Chair;
- (b) A Director, including the UCAA President or Vice-President, may be removed from the Board by a 2/3 vote of the Board of Directors for:
 - (i) Acting contrary to the interests of the UCAA; or
 - (ii) Failing to carry out their duties and responsibilities as determined.

PART 4 – RESPONSIBILITIES OF THE BOARD

4.1 The Board shall oversee, manage and operate the UCAA.

4.2 Through the Nominations and Assessments Committee and the Executive Governance Committee in collaboration with the University, the Board shall ensure a transparent and effective process to fulfill the following statutory responsibilities under the Act:

- (a) Nominate 2 individuals to the Minister of Innovation and Advanced Education (or any applicable successor Minister) for appointment to the University's Board of Governors;
- (b) Appoint 2 Board Members to the University's Senate, in addition to the UCAA President and UCAA Vice-President who sit on the Senate under the terms of the Act;
- (c) Appoint 3 Members of the UCAA to any joint committee established by the University's Senate under section 7 of the Act for the selection of a University Chancellor;
- (d) Through its Nominations and Assessments Committee and in collaboration with the University, develop and implement a transparent and effective process to appoint alumni to various positions specified by the University as requiring alumni representation;
- (e) Advise the University on matters related to the alumni and the development and execution of the University's alumni strategy;
- (f) Together with the University, develop and oversee systems, processes and programs to achieve the goals within the alumni strategy;
- (g) Engage in work and projects to help the University execute on the alumni strategy, where the University, in collaboration with the Board, deems it is most beneficial for the work to be done by the Board and not the University;

- (h) Work with the University to increase alumni recognition within the university and broader community;
- (i) Foster collaboration and community connections between alumni and the University's research initiatives;
- (j) Develop an environment in which alumni are supportive of the fundraising ambitions of the University;
- (k) Carry out other objectives as agreed upon from time to time by the University and the Board; and
- (l) From time to time, make requests to the University's Senior Director, Alumni Engagement for funding from the University to meet the shared objectives of the University and the Board.

PART 5 - RESPONSIBILITIES OF DIRECTORS

5.1 Directors of the Board are required to:

- (a) Be a Member of the UCAA;
- (b) Act in the best interest of the UCAA;
- (c) Comply with the University's Code of Conduct as amended from time to time and other applicable policies;
- (d) Participate in orientation and ongoing education regarding their role and responsibilities and the role and responsibilities of the Board and the Board's strategic priorities; and
- (e) Diligently engage in Board and committee work to help the Board fulfill its mandate and strategic priorities.

5.2 Directors will not be remunerated for their service. Directors may be reimbursed for expenses incurred in the discharge of their duties as directed by the Board.

PART 6 – PROCEEDINGS OF THE BOARD OF DIRECTORS

6.1 The proceedings of the Board are as follows:

- (a) The Board shall hold a minimum of four meetings per year.
- (b) The authority for meeting procedures followed by the Board is the most recent edition of Robert's Rules of Order.
- (c) Upon request by the Chair, the University's Senior Director, Alumni Engagement shall mail, e-mail or deliver a notice of each Board meeting to each Director at least 7 business days before the Board meeting. This notice shall state the place, date, time and purpose of the meeting.
- (d) Agendas for Board meetings shall be formulated by the Chair, in consultation with the Senior Director, Alumni Engagement and the Executive Governance Committee.
- (e) A Director intending to introduce a new matter at a meeting shall give written notice of the matter and any materials for the Board's consideration, to the Chair at least 2 days in advance of the meeting at which the matter is intended to be introduced.
- (f) Notwithstanding the paragraph above, a matter may be introduced to a meeting of the Board without the specified notice having been given and without it having been included in the agenda if the matter is communicated in advance to the Chair, and its introduction to the meeting is approved by the Chair.
- (g) Generally, meeting materials will be provided to Directors electronically at least 7 days in advance of the meeting. However, meeting materials may be provided to Directors at any time prior to or during the meeting.

- (h) In the event that the Chair is unable to attend a Board meeting, the Vice-Chair shall act as Chair for that meeting.
- (i) In the event that both the Chair and the Vice-Chair are unable to attend a meeting, the Chair shall designate a Director to chair the meeting.
- (j) If none of the Chair, the Vice-Chair or the designated Chair is present within 10 minutes of the time fixed for the commencement of the meeting, the Directors present at the meeting may, by a duly passed motion, appoint a Member to act as Chair of the meeting.
- (k) A simple majority of Directors (50% plus 1) shall constitute a quorum for the transaction of business at any meeting of a Board. If a quorum for a Board meeting is not present within 10 minutes of the time fixed for the commencement of the meeting, the Chair of the meeting may adjourn the meeting or cancel the meeting.
- (l) A meeting adjourned for lack of quorum may be adjourned to a date and time that is not less than 1 business day after the date of the original meeting and the number of Board Members in attendance at the re-convened meeting shall constitute a quorum for that meeting and may transact the business for which the meeting was originally called.
- (m) The Chair will:
 - (i) Preside at all meetings of the Board, including the Annual General Meeting;
 - (ii) Be an ex-officio Member of all committees of the Board;
 - (iii) Provide leadership and management of the Board;
 - (iv) Represent the Board in communications with the University President and the University's Executive Leadership Team;
 - (v) Deliver the Annual Report on behalf of the UCAA at the Annual General Meeting;
 - (vi) Act for the Board in urgent situations as necessary; and
 - (vii) Be the only person authorized to speak for the Board.
- (n) The Vice-Chair will perform the duties of the Chair in the absence of the Chair.
- (o) Board meetings will generally be held in person; however, to facilitate quorum at any meeting, members may attend such meetings by telephone or such other electronic means that permits all participants to hear each other.
- (p) The Chair, or in their absence, the acting Chair of a meeting, shall be responsible for the orderly conduct of the meeting. Meetings shall be conducted in accordance with all applicable laws and these bylaws or, where applicable laws or these bylaws are silent on the matter, as determined by a ruling of the chair of the meeting.
- (q) Only Board Members may move, second and vote on motions. Motions will be decided by a show of hands, a roll call (voice), consensus, or otherwise in such manner that clearly

evidences a Member's vote and is accepted by the Chair of the meeting. Voting by proxy is not allowed. An affirmative vote of a simple majority (50% plus 1) of the Members present, or consent without objection, is required to pass a motion. The Chair of the meeting does not have a second or casting vote.

- (r) Resolutions in writing may be circulated for approval via facsimile or electronic mail. A resolution of the Board consented to in writing by a simple majority (50% plus 1) of the Directors, whether by signed document, facsimile or electronic mail, shall have the same force and effect as if it had been passed at a Board meeting duly called and held. Such resolution may be in two or more counterparts which together are deemed to constitute one resolution in writing. A resolution passed in this manner is effective on the date stated in the resolution or, if a date is not stated, on the latest date stated on any counterpart or the latest date on which the required number of affirmative votes is communicated to the Chair.
- (s) Guests may be invited to attend and speak at a meeting of the Board with the approval of the Chair given in advance of the meeting or, in the sole discretion of the chair of the meeting during the meeting.

PART 7 – ANNUAL GENERAL MEETING

- 7.1 The Annual General Meeting of the UCAA will be held in the Province of Alberta in the calendar month of September, or within 90 days thereof, or at such other time as may be unanimously designated by the Board.
- 7.2 The Board will determine the date, time, place and agenda of such meeting.
- 7.3 The notice will state the date, time and place of the meeting and any business, including the names of those Directors recommended for election to the Board.
- 7.4 Notice of the Annual General Meeting shall be in writing by publication on the UCAA website or such other applicable University website at least 21 days in advance of the Annual General Meeting. In addition, notice may be given through electronic alumni newsletters, where practicable.
- 7.5 The Annual General Meeting will deal with the following matters:
 - (a) Adoption of the minutes of the previous Annual General Meeting;
 - (b) Annual Report to be delivered by the Chair;
 - (c) Election of Directors to the Board; and
 - (d) Any other matter specified in the notice convening the meeting.
- 7.6 The Annual General Meeting will be open to all Members.
- 7.7 A quorum for the Annual General Meeting shall be a total of 15 Members present in person. In the event quorum is not met, the Chair of the meeting may adjourn or cancel the Annual General Meeting.

- 7.8 An Annual General Meeting adjourned for lack of quorum may be adjourned to a date and time that is not less than 1 business day after the date of the original meeting and the number of Board Members in attendance at the re-convened meeting shall constitute a quorum for that Annual General Meeting and may transact the business for which the Annual General Meeting was originally called.
- 7.9 Only Members shall be allowed to vote at the Annual General Meeting. Each Member will have 1 vote only and voting on all matters shall be by show of hands unless a ballot is directed by the Chair. Votes will be passed with a simple majority (50% plus 1). A Member may not be represented by proxy.

PART 8 – SPECIAL MEETINGS

- 8.1 A Special Meeting may be called at any time:
- (a) By a resolution of the Board to that effect;
 - (b) On the written request of at least 5 Directors. The request must state the reason for the Special Meeting and the motion (s) intended to be submitted at this Special Meeting; or
 - (c) On the written request of at least 15 of the Members submitted to the Chair. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.
- 8.2 Notification of the Special Meeting shall be given to all Members at least 21 days before the Special Meeting by way of publication on the UCAA website or such other applicable website. In addition, notice may be given through electronic alumni newsletters, where practicable. This notice shall state the place, date, time and purpose of the Special Meeting.
- 8.3 Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- 8.4 Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting

PART 9 - COMMITTEES

- 9.1 The Board has two standing committees:
- (a) Executive Governance Committee; and
 - (b) Nominations and Assessments Committee.
- 9.2 To support its work, the Board may, by resolution, establish additional standing or ad hoc committees with such responsibilities, authorities, membership and operational rules as it considers appropriate. The Board may also, by resolution, dissolve any committee.
- 9.3 The Board may delegate to a committee any of the Board's powers, duties or functions, except the power to make bylaws, on such conditions, if any, set out in the establishing resolution

or any subsequent resolution. The Board may also, by resolution, alter or revoke the delegation of any of its powers, duties and functions under this provision.

9.4 Rules and Procedures

- (a) Except where otherwise specified in these bylaws, the responsibilities, authorities, membership and operation of a Board Committee shall be set out in terms of reference approved by the Board.
- (b) Committees shall report their activities and decisions to the Board at such times and in such manner as required by the Board.
- (c) At least 2 Directors shall sit on each of the committees of the Board, one of whom will serve as chair of the committee.
- (d) All committees of the Board may include members-at-large of the UCAA who are not Directors.

PART 10 - RECORDS

- 10.1 The official records of the Board shall be maintained under the custodianship of the University and shall be available for inspection in their office by any Board Member or UCAA Member at any time during regular office hours upon reasonable advance notice to the University's Senior Director, Alumni Engagement.
- 10.2 The Board Chair or such other person designated by the Board for the purpose may, in a written certificate, certify that:
 - (a) A writing referred to in the certificate is a true copy of all or part of a minute of the proceedings of a meeting of the Board or a resolution of the Board; and
 - (b) The minute or resolution or part thereof is or is not in effect as at a date stated in the certificate.

PART 11 – VALIDITY

- 11.1 No action taken at a Board Meeting, Annual General Meeting or Special Meeting is invalid due to:
 - (a) Accidental omission to give any notice to any Member;
 - (b) Any Member not receiving any notice; or
 - (c) Any error in any notice that does not affect the meeting.

PART 12 – INDEMNIFICATION AND LIMITATION OF LIABILITY

- 12.1 Directors of the Board shall be covered by the applicable provisions contained within the Errors and Omissions Insurance Policy or such other applicable insurance policies as maintained by the University, including those provisions pertaining to the indemnification and defence of claims.

PART 13 – AUTHORIZATION AND EXECUTION

- 13.1 All documents or instruments in writing requiring execution on behalf of a Board shall be signed by the Chair or those signatories authorized by the Board.
- 13.2 All documents or instruments authorized and signed on behalf of the Board as provided herein shall be valid and binding on the Board.

PART 14 – AMENDMENT OF BYLAWS

- 13.3 Bylaws may be rescinded, altered or amended from time to time by agreement of the UCAA and the University. Either the UCAA or the University may provide notice of its intention to amend the Bylaws by providing a minimum of 21 days notice to the Chair of the UCAA and to the Senior Director, Alumni Engagement of the University. Such notice shall include particulars of the proposed amendments to the Bylaws. Any amendments to the Bylaws shall be agreed upon between the UCAA and the University within 90 days. Upon the agreement of both the UCAA and the University, the 90-day period may be extended.

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