

SIMON FRASER UNIVERSITY ALUMNI ASSOCIATION CONSTITUTION & BYLAWS

CONSTITUTION

Article I - The name of this Association is "The Alumni Association of Simon Fraser University" and the Association shall hereafter be referred to as "the Association."

Article II - The purposes of the Association are:

- To promote an engaging and mutually beneficial lifetime link between Simon Fraser University and its community of alumni
- To promote and further higher education
- To foster and encourage the organization and activities of branches and other alumni groups.

Article III - The operations of the Association are to be chiefly carried on in the City of Burnaby, in the Province of British Columbia.

Article IV - The purposes of the Association shall be carried on without pecuniary gain to its members and no dividends shall be declared or paid and any profits or other accretions to the Association shall be used in promoting its purposes. This paragraph is unalterable.

Article V - Upon a winding up or dissolution of the Association any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization or organizations having purposes of a like nature to the Association. This paragraph is unalterable.

BYLAWS

Bylaw I - Interpretation In these ByLaws unless the context otherwise requires, words importing the singular number shall include the plural number, or vice versa; and reference to persons shall include firms and corporations.

Bylaw II – Membership

Membership in the Association is open to all persons who:

- are granted a degree, honorary degree, diploma or certificate by Simon Fraser University or by an affiliated institution; - have successfully completed the Professional Development Program; - have successfully applied to Simon Fraser University for the award of a degree, diploma, or certificate; and - have been accepted in writing by Simon Fraser University for the award of an honorary degree.

Membership by Application

- Any qualified individual not accommodated through the procedures in Section 1 may seek membership by written application to the Association.

Associate Members The Alumni Executive Board may admit as Associate Members any person who:

- is a surviving partner of a person who was a member of the Association at the time of their death; - is a member or former member of the University Faculty, Staff, Senate or Board of Governors; and - is not otherwise eligible for regular membership.

Such Associate Members are not eligible to vote or hold office. **Cessation of Membership** Membership in the Association ceases upon death or upon revocation by the University of the credentials or qualifications upon which eligibility for membership was based.

http://www.sfu.ca/alumni/our_alumni_association/mission_values/constitutional_bylaw.html#t4 ((see also Bylaw III)) **Request for Withdrawal** Any member of the Association may withdraw from membership by written request to the Association.

Bylaw III - Membership Dues

Member in Good Standing

- Dues or fees payable by members, if any, shall from time to time be fixed by unanimous vote of the Alumni Executive Board. The Treasurer of the Association shall notify the members in writing of the dues or fees payable by them, and, if they are not paid within thirty (30) days of the date of mailing of such notice thereof the members who have not paid shall thereupon automatically cease to be members in good standing and shall have no right to vote or hold office. Members will be reinstated upon payment of any such fees or dues, or on such other conditions as may be determined by the Alumni Executive Board.

Bylaw IV – Meetings

Annual General Meeting

-The Annual General Meeting of the Association shall be held in April, May or June of each year at the place and time as the Alumni Executive Board may determine.

Other General Meetings

- Other general meetings of the members may be convened by resolution of the Alumni Executive Board or on receipt of a written request from no less than one hundred (100) members, at such place and time as the Alumni Executive Board may determine.

Notice

- Notice of the time and place of all general meetings and the general nature of the business to be transacted shall be communicated in any manner permitted by these ByLaws to each member whose address is known at least fifteen (15) days before the holding of the meeting. Members may also by writing waive notice of general and special meetings of the members.

Notice Deemed to be Given

- Whenever under the provisions of the By-laws of the Association, notice is required to be given, such notice may be given by a notice placed on the Association's Internet website, by way of a poster placed prominently in the Association's offices, or by a written notice sent to the members. A notice or other document shall be deemed to have been sent at the time when the same was accessible via the Internet, physically posted at the Association offices, or mailed. For the purpose of mailing any notice, the address of any member of the Association shall be the last address held to be current by the Association, as it is recorded on the books of the Association.

Waive Notice

- No error or omission in giving notice of any Annual General Meeting or other general meetings or any such reconvened meeting shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Quorum

- A quorum for the transaction of business at any general meeting of members shall consist of not less than twentyfive (25) members present in person.

Reconvened Meetings

- Any meetings of the Association or of the Alumni Executive Board may be adjourned to any time and from time to time and such business may be transacted at such reconvened meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such reconvened meetings.

Voting

- At any meeting of the Association each member shall have one vote, which must be given personally by each member.

Business of Meetings

- The members at a general meeting shall consider reports concerning the affairs of the University and of the Association, exercise such powers and perform such duties as are conferred upon it by the Bylaws, and make such recommendations to the Alumni Executive Board.

Bylaw V - Alumni Executive Board

Composition

- The affairs of the Association shall be managed by the Alumni Executive Board consisting of fifteen (15) members elected or appointed as provided in the By-laws plus such ex officio members as are provided for herein. The immediate Past President of the Alumni Executive Board whose regular term of office on the Board has expired shall be an ex-officio non-voting member of the Alumni Executive Board until such time as a new Past President comes into being. The subscribers shall appoint, at the date of incorporation of the Association ten (10) members to serve as Directors until the First Annual Meeting of the Association. At the First Annual Meeting of the Association to be held after its incorporation one half of the total number of Directors shall be elected for a one year term and one half for a two-year term.

Term of Office

- At all subsequent Annual General Meetings each member of the Alumni Executive Board shall be elected for a three (3) year term.

Consecutive Terms

- No person who has been elected for two consecutive three (3) year terms shall be eligible to be elected as a member of the Alumni Executive Board for the next ensuing term.

Authority

- The affairs of the Association shall be managed by the Alumni Executive Board who may exercise all such power and do all such acts and things as may be exercised or done by the Association that are not by these By-laws or by law expressly directed or required to be done by the Association at a meeting or otherwise and may make or cause to be made for the Association in its name any kind of contract which the Association may lawfully enter into and in particular and without restricting the foregoing the Alumni Executive Board shall:

- Elect the officers specified in these By-laws and such other officers as they deem advisable; - Give consideration at the earliest possible time to all recommendations arising from general meetings; - Regulate the finances of the Association; - Supervise the program presented on any public occasion for or by the Association; - Arrange the program for general meetings; and - Submit to the Lieutenant Governor in Council the name of any person for appointment to the Board of Governors of the University, pursuant to the University Act.

- Further, the Alumni Executive Board may:

- in consultation with the appropriate officials of the university, appoint an Executive Director, who does not have voting privileges on the Alumni Executive Board and who shall have custody and preparation of the minutes of the Association. - from time to time appoint various classes of employees and determine terms and tenure of their employment.

Recall

- The actions of any member of the Alumni Executive Board, who is acting as a representative of the Association, may be reviewed by Special Resolution at any general meeting and such member of the Alumni Executive Board may be removed from office.

Quorum

- A majority of the members of the Alumni Executive Board shall form a quorum for the transaction of business. No formal notice of any meeting shall be necessary if all the members of the Alumni Executive Board are present, or if those absent have signified their consent to the meeting being held in this absence. Board meetings may be formally called by the President or Vice-President or on direction of two Board members.

Meetings

- A meeting of the Alumni Executive Board shall be held each year within 30 days after the Annual General Meeting.

Voting

- Questions arising at any meeting of the Alumni Executive Board shall be decided by a majority of votes. The Chair of a meeting shall not have a vote except in case of an equality of votes.

Election of Officers

- In the case of the election of officers, all members shall have the right to vote, including the Chair of the meeting, who if voting must vote at the same time as other members. In the event of an equality of votes for the top-ranking candidates, a runoff of the continuing tied candidates shall be held immediately and continue until one candidate is declared elected.

Resolution in Writing

- A resolution in writing signed by all members of the Alumni Executive Board personally shall be valid and effectual as if it has been passed at a meeting of the Alumni Executive Board duly called and constituted.

Remuneration

- No members of the Alumni Executive Board shall receive any remuneration from the Association for services rendered as a member of the Alumni Executive Board of the Association.

Duties of Officers

- The duties of all officers of the Association shall be such as the Alumni Executive Board requires.

Liability

- The members of the Alumni Executive Board shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent, employee or attorney selected by the members of the Alumni Executive Board with reasonable care or for any acts or omissions of any other officers.

Bylaw VI – Officers

Signing Officers

- All officers, as well as the Executive Director, shall be signing officers of the Association.

President

- Duties of the President shall be to preside at all general meetings and meetings of the Alumni Executive Board, to submit to the Annual General Meeting a report of the affairs of the Association, to present to the membership from time to time through the Alumni publication a brief account of the activities and program of the Alumni Executive Board, and to perform such duties which usually pertain to such office. The President shall be an ex officio member of all committees. The President is the chief executive officer and responsible to the Alumni Executive Board.

Vice-President

- Duties of the Vice-president shall be to perform all duties of the President in that officer's absence or during the President's inability to act. The Vice-president shall have such other powers and shall perform such other duties as may be assigned to the Vice-president by the Alumni Executive Board. If both President and Vice-president are absent from a meeting the members present shall elect a person to act as chair for that specific meeting.

Treasurer

- The Treasurer shall have the custody of the funds and securities of the Association subject to the direction of the Alumni Executive Board. When necessary or proper the Treasurer may issue cheques under countersignature for the Association and may endorse for the credit thereof cheques, notes and other negotiable assets. The Treasurer shall deposit the funds of the Association to the credit of the Association in such banks and depositories as the Alumni Executive Board shall from time to time designate. The Treasurer shall submit at the Annual General Meeting an audited statement of the financial condition of the Association whenever required by the Alumni Executive Board and shall make and render a statement of the Treasurer's accounts and such other instruments as may be required. The Treasurer shall cause to have kept or shall keep in books of the Association a full and accurate account of all monies received and paid by the Treasurer on account of the Association and shall perform such other duties as may from time to time be assigned to the Treasurer by the Association.

Term of Office

- The officers of the Alumni Executive Board shall hold office for a term of (1) year and until their respective successors are elected or appointed in accordance with these By-laws. No officers shall hold the same office for more than two (2) consecutive years.

Bylaw VII - Borrowing Powers

Alumni Executive Board

- The members of the Alumni Executive Board, by resolution, may from time to time on behalf of the Association:
 - borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit; and - mortgage, charge, whether by way of specific or floating charge, or give other security on the undertaking, or on the whole or any part of the personal or real property and assets of the Association (both present and future), provided that such mortgage, charge, or other security shall not be granted without the sanction of a Special Resolution of the Association.

Bylaw VIII - Audits and Accounts

Auditor The Alumni Executive Board may from time to time appoint an auditor or auditors to hold office for such period as the members of the Alumni Executive Board may determine. **Reasonable Access to Records** The auditors and members of the Association shall have the right of access at all reasonable times to all records, documents, books, accounts and files of the Association and shall be entitled to require from the members of the Alumni Executive Board such information and explanations as may be necessary for the purpose of the duties of the auditors.

Bylaw IX - Seal

The Alumni Executive Board may adopt a seal which shall be the common seal of the Association and, if they do so, shall by resolution provide for the safe custody of the seal which shall not be affixed to any instrument except in the presence of the following persons:

- those persons which may be designated from time to time in a resolution of the Alumni Executive Board, or failing such declaration; - any two members of the Alumni Executive Board.

Bylaw X - Nomination and Election Procedures

Notice 1. Notice of Call for Nomination for the Alumni Executive Board shall be made at least sixty days prior to the close of nominations. Such notice shall contain information and guidelines with respect to membership eligibility, the University Act, procedures for nomination, the closing date for nomination, the number of positions open and other information as from time to time is defined by the Nominating Committee and ratified by the Alumni Executive Board.

Eligibility 2. Only members of the Association are eligible for election to the Alumni Executive Board.

Nominating Committee 3. The Nominating Committee shall be struck not later than the time of Notice of the Call for Nominations to the Alumni Executive Board. The composition of the Nominating Committee shall be:

- Not less than three nor more than five people who have been appointed by the Alumni Executive Board. - One member of the Nominating Committee must be an elected member of the Alumni Executive Board. - Members of the Nominating committee must not be nominees for the positions for which nominations are sought.

Duties of the Nominating Committee 4. The Nominating Committee shall be charged with the responsibility of ensuring that each nominee fulfills the eligibility requirements for nomination to the Alumni Executive Board.

Duties of the Alumni Executive Board 5. The Alumni Executive Board is responsible for providing a sufficient number of nominees for any election.

Close of Nomination 6. Nomination papers for the Alumni Executive Board must be signed by the nominee and nominator(s), and may include a candidate's statement of up to 250 words. The closing of nominations for the Alumni Executive Board shall be 1600 hours, at least forty five (45) consecutive calendar days prior to the Annual General Meeting of the Association.

Statutory Holidays 7. If the forty fifth day falls on a weekend or a statutory holiday, nominations would then close at 1600 hours on the first regular business day following the weekend or statutory holiday. Nominations shall be received at the registered address of the Association

Vote by Ballot 8. As determined by the Alumni Executive Board, election for the Alumni Executive Board shall be conducted by electronic means and/or by ballots distributed by hand to all members of the Association in attendance at an Annual General Meeting at which such elections are held.

Vacancies 9. If a vacancy occurs on the Alumni Executive Board, the position will be filled by appointment by the Alumni Executive Board. If a vacancy leaves the Alumni Executive Board without a quorum, a special meeting of the Association will be called to fill the vacancies.

Exceptional Circumstances 10. Under exceptional circumstances, the Board, upon a two thirds majority vote of all its members, may modify provisions contained in By-law X, Section 6, or By-law X, Section 9. Any such modification will be a onetime change and must be reported to the membership at the first Annual General Meeting of the Association held after the modification is put into effect.

Bylaw XI - Changes to Constitution and Bylaws

The Constitution and By-laws of the Association shall not be repealed, altered or amended except by Special Resolution, with requirement that at least thirty (30) days notice be given:

- in writing to all registered members whose addresses are deemed to be current according to the books of the Association; or - in person at any general meeting.

A Special resolution shall deem to be passed in a general meeting, of those registered members who vote in person; or - if the Association has adopted a system of indirect or delegate voting or voting by mail or electronic means, by a majority of not less than 75% of the votes cast in respect of the resolution.