

THE ALUMNI ASSOCIATION INC.
OF THE
UNIVERSITY OF MANITOBA

BY-LAWS PROPOSED AMENDMENTS
MATRIX

To be ratified at the Annual General Meeting
June 10, 2019

Summary of Changes

Current By-law Section	Current Wording	Proposed Wording	Reason for Change
1, Definitions and Interpretations	“Board Member” means a member of the Board of Directors of The Alumni Association of the University of Manitoba, in accordance with Section 6.1 hereof.	“Board Member” means a member of the Board of Directors of the Alumni Association of the University of Manitoba, in accordance with Section 6.1 hereof.	Removed incorrect capitalization of the word “The” in front of Alumni Association
1, Definitions and Interpretations	“Vice Chair” means the person(s) elected to support the Chair and serve as a chair of one of the Association’s Committees.	“Vice Chair” means the person elected to support the Chair.	Removed “and serve as chair of one of the Association’s Committees” from the definition.
4.4	The agenda shall appear on the Association website twenty-one (21) days prior to the meeting. Proposed agenda items should be forwarded to the Chair thirty (30) days prior to the Annual General Meeting. The final agenda shall be approved by the Executive Committee.	The agenda shall appear on the Association website twenty-one (21) days prior to the meeting. Proposed agenda items should be forwarded to the Chair thirty (30) days prior to the Annual General Meeting. The final agenda shall be approved by the Board.	Removed reference to Executive Committee.
4.8	The Chairman of the Annual General Meetings shall be the Chair, failing	The Chair of the Annual General Meetings shall be the Chair, failing whom; the Vice-Chair	Replaced “Chairman” to “Chair” to reflect move toward gender neutral language.

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	whom; the Vice-Chair shall act as Chairman.	shall act as Chair.	Updated text to reflect reduction of number of Vice Chair positions (from 3 to 1).
5.4	The Chair of the Association shall chair the meeting. In the event the Chair is not available, a Vice-Chair or one of the Past Chairs shall chair the meeting.	The Chair of the Association shall chair the meeting. In the event the Chair is not available, the Vice-Chair or the Past Chair shall chair the meeting.	Updated text to reflect reduction of number of Vice Chair positions (from 3 to 1).
6.1	At the conclusion of the respective terms of the Board Members elected at the June 15, 2010 Annual General Meeting, the Board shall consist of a minimum of ten (10) to a maximum of twelve (12) Board Members elected from among the membership. In addition, the Board shall include the following seven (7) ex-officio voting Board Members: i.) Three (3) Members, who have been elected by the alumni to the Board of Governors of the University; ii.) The President of the University or designate;	Upon ratification of these By-Laws at the June 10, 2019 Annual General Meeting, the Board shall consist of a minimum of five (5) to a maximum of seven (7) Board Members elected from among the membership. In addition, the Board shall include the following two (2) ex-officio voting Board Members: ii.) The President of the University or designate; iii.) The Chair of the Alumni Council.	Updated to reflect reduction in board size from ten (10) to twelve (12) to five (5) to seven (7). Added the Chair of the Alumni Council as ex officio member. Removed the Board of Governor members, the President of the Manitoba Students' Union, the President of the University of Manitoba Graduate Students' Association, and the Dean as appointed by Provost's council. The intention is that the Board of Governor members will be

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	iii.) The President of the University of Manitoba Students' Union or designate; iv.) The President of the University of Manitoba Graduate Students' Association or designate; and v.) A Dean as appointed by the Provost's Council.		represented on the Alumni Council. Student representatives and Dean representing Provost Council are removed.
6.3(vi.)	The election of Board Members shall take place at the Annual General Meeting. Voting will take place only when there are more Members nominated than positions available. Voting will take place by secret ballot. Three (3) Members who are not on the ballot, appointed at the meeting, will count the ballots. The Director responsible for Alumni Relations will oversee the process. Results shall be announced prior to the close of the Annual General Meeting.	The election of Board Members shall take place at the Annual General Meeting. Voting will take place only when there are more Members nominated than positions available. Voting will take place by secret ballot. Three (3) Members who are not on the ballot, appointed at the meeting, will count the ballots. The Director responsible for Alumni Relations will oversee the process. Results shall be announced prior to the close of the Annual General Meeting. Ballots will be destroyed two weeks post-election by the Director responsible for Alumni Relations.	Added text indicating the ballots (if used) will be destroyed two weeks post-AGM by the Director responsible for Alumni Relations.

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6.4 (ii.)	A Board Member may serve a seventh (7 th) year only if it is in the role of immediate Past Chair, which is not an additional position. Elected Board Members must not exceed twelve (12) persons.	A Board Member may serve a seventh (7 th) year only if it is in the role of immediate Past Chair, which is not an additional position. Elected Board Members must not exceed seven (7) persons.	Updated to reflect reduction in size of Board.
6.4 (iii.)	A Board Member shall not hold the same Executive Committee position or act as Chair of the same committee for more than two (2) years.	A Board Member shall not act as Chair of the same committee for more than two (2) years.	Removed reference to Executive Committee.
6.5(ii.)	ii.) Develop the Mission and Vision of the Association;	ii.) Develop the Mission and Vision of the Association in consultation with External Relations at the University of Manitoba;	Inserted guidance to develop Mission and Vision in consultation with External Relations
6.5	--	<p>viii) Annually review the Association's by-laws and Terms of Reference of all committees and other related governance documents.</p> <p>vii). Guide the creation and oversee ongoing selection and appointment of members to the Association's committees including the Alumni Council.</p>	<p>Added the requirement to review by-laws and all committee and governance documents annually.</p> <p>Added responsibilities towards Alumni Council, how council and board intersect.</p>

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		viii.) Guide the setting of the agenda for the Board, Alumni Council and other Association committees	Added responsibilities for agendas for council and other committees.
6.8(i.)	The Board shall meet at least four (4) times annually. Meetings of the Board shall be called by the Chair, or when requested to do so, by at least five (5) Board Members. Twenty-one (21) days' notice should be provided where possible.	The Board shall meet at least three (3) times annually. Meetings of the Board shall be called by the Chair, or when requested to do so, by at least three (3) Board Members. Twenty-one (21) days' notice should be provided where possible.	Reduced board meeting requirements from four (4) to three (3) meetings. Reduced the number of board members required to call a Board Meeting from five (5) to three (3) to reflect new board size.
6.8(ii.)	Special meetings of the Board may be called by the Chair or by any five (5) Board Members. A minimum of two (2) business days' notice must be given.	Special meetings of the Board may be called by the Chair, or by any five (5) Board Members, or the President of the University or designate. A minimum of two (2) business days' notice must be given.	Reduced number of board members required to call a special meeting of the board to reflect size of new Board. Added ability of President of the University to call a special meeting of the Board.
6.9 (i)	Attendance at Board and committee meetings by Board Members is integral to the effective functioning of the Alumni Association. Therefore, if any elected	Attendance at Board and committee meetings by Board Members is integral to the effective functioning of the Alumni Association. Therefore, if any elected Board Member misses two (2) consecutive	Corrected capitalization of defined terms.

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	<p>Board Member misses two (2) consecutive regular Board meetings without reasonable cause, or who misses more than 50% of board and committee meetings in a calendar year, the Member will be contacted by the Chair of the board to discuss their attendance and the advisability of continued membership on the board.</p> <p>Based on the discussion, the Board Chair will determine whether or not to recommend to the board that the board member be removed from the Board.</p>	<p>regular Board meetings without reasonable cause, or who misses more than 50% of board and committee meetings in a calendar year, the Member will be contacted by the Chair of the Board to discuss their attendance and the advisability of continued membership on the Board.</p> <p>Based on the discussion, the Board Chair will determine whether or not to recommend to the Board that the Board Member be removed from the Board.</p>	
6.12	The Chairman of any meeting of the Board Members shall be the Chair, failing whom; the Chair will designate a Vice-Chair to act as Chair. If the Chair cannot designate a Vice-Chair, the board members present shall choose from the 3 Vice-Chairs to serve as Chair of they will	The Chair of any meeting of the Board Members shall be the Chair, failing whom, the Chair will designate the Vice-Chair to act as Chair. If the Chair cannot designate the Vice-Chair, the Board Members present shall choose one of the Board Members to be Chair.	<p>Reflecting change from 3 to 1 Vice-Chair.</p> <p>Replaced “Chairman” to “Chair” to reflect move toward gender neutral language.</p>

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	select one of the board members to be chair.		
7.1	The officers of the Association shall be Chair, Past Chair, 3 Vice-Chairs (each responsible for a major focus area), and Treasurer. The Board shall determine the slate of officers from the elected Board Members at the first meeting following the Annual General Meeting. If a Vice-Chair also serves as treasurer, an additional board member will be selected by the nominating committee to serve on the executive committee. This member will have full voting rights as an executive member.	The officers of the Association shall be Chair, Past Chair, Vice Chair and Treasurer. The Board shall determine the slate of officers from the elected Board Members at the first meeting following the Annual General Meeting.	<p>Changed to reflect removal of Executive Committee and multiple Vice-Chairs.</p> <p>Removed provision for additional board member to replace Vice-Chair if they are also Treasurer.</p>
7.2(i.)	Duties of the Chair: To be accountable to the membership for the actions of the Board; to chair the Executive Committee, Board and Annual General Meetings; to serve on the Finance Committee and	Duties of the Chair: To be accountable to the membership for the actions of the Board; to chair the Board and Annual General Meetings; to serve on the Finance Committee and Nominating Committee; to act as the primary liaison between the Board and the	<p>Removed Executive Committee</p> <p>Insert duty to be Vice-Chair of the Alumni Council.</p>

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	Nominating Committee; to act as the primary liaison between the Board and the Director responsible for Alumni Relations.	Director responsible for Alumni Relations; to act as the Vice-Chair of the Alumni Council.	
7.2(ii.)	Duties of the Past Chair: To serve on the Executive Committee and to chair the Nominating Committee. If the Past Chair is unwilling or unable to chair the Nominating Committee for any reason whatsoever, the Board shall appoint another Board Member to chair the Nominating Committee.	Duties of the Past Chair: To chair the Nominating Committee. If the Past Chair is unwilling or unable to chair the Nominating Committee for any reason whatsoever, the Board shall appoint another Board Member to chair the Nominating Committee.	Remove reference to Executive Committee
7.2(iii.)	Duties of the Vice-Chair: a. To assume the duties of the Chair in the event of the resignation or removal of the Chair; the Vice Chair chosen to act on the Chair behalf will be chosen by the majority of the Executive members;. b. To act on behalf of	Duties of the Vice-Chair: a. To assume the duties of the Chair in the event of the resignation or removal of the Chair. b. To act on behalf of the Chair on a temporary basis, as required.	Removed reference to multiple Vice-Chairs Removed reference to Executive Committee

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	<p>the Chair on a temporary basis, as required. If the Chair is unable to designate, the Vice Chair chosen to act on the Chair behalf will be chosen by the majority of the Executive members.</p> <p>c. To serve on the Executive Committee; to lead a committee of a major focus area in alignment with the strategic resource plan for external relations.</p>		
7.2(v.)	<p>Duties of the Secretary: To act as the Secretary of all Board meetings; to enter or cause to be entered in records kept for that purpose the minutes of all proceedings thereat; to give or cause to be given all notices to Members, Board Members, officers, auditors or members of a committee; to have such other powers and duties as the Board or the Chair may specify. Secretarial duties may</p>	<i>Removed</i>	<p>Duties of the Secretary are now located under the Director Responsible for Alumni Relations (section 9)</p>

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	be delegated to a designate at the Secretary's discretion. The Director responsible for Alumni Relations shall serve as the non-voting secretary to the Board.		
8.1	Standing Committees of the Association shall be the: i.) Executive Committee; ii.) Finance Committee; and iii.) Nominating Committee.	Standing Committees of the Association shall be the: i.) The Alumni Council ii.) Finance Committee iii.) Nominating Committee	Removed Executive Committee and added The Alumni Council as a standing committee.
8.3	Membership on a committee shall be approved by the Board and may include Board Members, Members and/or such other persons permitted by the Board, for a term designated by the Board. The duties and terms of reference of all committees shall be set out in writing and approved by the Board. The Chairs of these committees shall be Board Members nominated and elected by the Board.	Membership on a committee shall be approved by the Board and may include Board Members, Members and/or such other persons permitted by the Board, for a term designated by the Board. The duties and terms of reference of all committees shall be set out in writing and approved by the Board. The chairs of all committees shall be approved by the Board.	Removed the Committee Chairs be nominated and elected by the Board; replaced "nominated and elected" with "approved".
9.0	9.0 EXECUTIVE COMMITTEE	<i>removed</i>	Removed the Executive Committee Section in its

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	<p>9.1 Executive Committee members will be chosen from among the elected Board Members and shall consist of the Chair, Past-Chair, 3 Vice-Chairs, and Treasurer. The Director responsible for Alumni Relations shall act as Secretary to the Executive Committee. If a Vice Chair also serves as treasurer, an additional board member will be selected by the nominating committee to serve on the executive committee. This member will have full voting rights as an executive member.</p> <p>9.2 The functions of the Executive Committee shall be:</p> <p>i.) To oversee the general administration, governance and management of the Association;</p> <p>ii.) To give preliminary</p>		entirety.

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	<p>study to matters coming to the Board and to make recommendations to the Board;</p> <p>ii.) To act on behalf of the Board, in between meetings of the Board; and iv.) To annually review the Association's by-laws.</p> <p>9.3 The Executive Committee shall meet at least four (4) times annually.</p> <p>9.4 The quorum for meetings of the Executive Committee meeting shall be the majority of Executive Committee Members.</p> <p>9.5 Voting at Executive Committee</p> <p>Matters before the Executive Committee shall be decided by a majority of Executive Committee Members present. Voting shall be by show of hands or other means recognized by the Chair,</p>		

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	unless a ballot is requested by any one Executive Member. The Chair shall not vote unless there is a tie. In the case of a tie, the Chair shall vote to break the tie.		
All sections from 10.0 on	10.0, 11.0, etc.	9.0, 10.0, 11.0, etc.	Renumbered all subsequent sections to accommodate removal of Executive Committee section.
10.2	The Director responsible for Alumni Relations or designate shall attend all Board meetings and shall be a non-voting Secretary to the Board and Executive Committee of the Association.	9.2 The Director responsible for Alumni Relations or designate shall attend all Board meetings and shall be a non-voting Secretary to the Board and on all the Board's standing committees.	Removed "executive committee" as required Expand obligation to be Secretary at all standing committees.
10.3	As Secretary, the Director responsible for Alumni Relations shall give notice of all meetings, keep records of the proceedings of all Board meetings and all Annual General Meetings and business matters, and perform any other duties pertaining to the office of Secretary. Where	9.3 Duties of the Secretary shall include: i.) Act as Secretary at all Board meetings. Secretarial duties may be delegated to a designate at the Secretary's discretion; ii.) Give notice of all meetings and give or cause to be given all notices to Members, Board Members,	Re-worded Duties of the Secretary to clarify roles and responsibilities and incorporate text previously in By-Law 7.2. Provide clarification in section 9.3 by breaking down text into sub-sections (i, ii, iii, etc).

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	the Director responsible for Alumni Relations is a Graduate of the University, their rights and privileges as a Member shall remain in full force and effect where expressly provided herein.	<p>officer, auditors, and committee members;</p> <p>iii.), Keep records of the proceedings of all Board meetings and all Annual General Meetings and business matters; and</p> <p>iv.) Perform any other duties pertaining to the office of Secretary and such other powers and duties as the Board or the Chair may specify.</p>	
11.1(iv.)	The procedure for nominations shall appear in the Autumn issue of UM Today The Magazine, or its successor, and/or other such printed or media that the Board may determine.	10.1(iv.) The procedure for nominations shall appear in the Autumn issue of UM Today The Magazine, or its successor, and/or other such printed or online forms of media that the Board may determine.	Updated to allow for online notification of Board of Governor nominations.
11.1 (v.)	The closing date for nominations shall be January 1 st of each year, or such other date as determined by the Association and the University, providing that it is in compliance with all requirements.	10.1(v.) The closing date for nominations shall be March 1 st of each year, or such other date as determined by the Association and the University, providing that it is in compliance with all requirements.	Change timeline for nominations for Board of Governor alumni positions to allow for additional time to accept nominations.

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11.4	The election shall be conducted by online voting, or by such other means as permitted by the Association.	10.4 The election shall be conducted by online voting, or by such other means as permitted by the Association. The Secretary or designate shall conduct the election in accordance with these by-laws.	Clarifies the Secretary is responsible for conducting the election on behalf of the Board.
12.5	The signing authorities of the Association shall be any three (3) of the Chair, designated Vice-Chair or Treasurer. The Chair shall designate which Vice-Chair will serve in this role.	11.5 The signing authorities of the Association shall be the Chair, Vice-Chair and Treasurer.	Updated to reflect change to single Vice-Chair.
14.1	Amendments to the by-laws may be made by either a recommendation from the Board or by any Member(s). The by-law recommendation must be forwarded to the Chair at least sixty (60) days prior to the Annual General Meeting or Special Meeting where such amendments are to be considered. Amendments to the by-laws must be approved by two-thirds (2/3) of those Members present.	13.1 Amendments to the by-laws may be made by either a recommendation from the Board or by any Member(s). The by-law recommendation must be forwarded to the Chair at least forty-five (45) days prior to the Annual General Meeting or Special Meeting where such amendments are to be considered. Amendments to the by-laws must be approved by two-thirds (2/3) of those Members present.	Changed from 60 days to 45, to give Alumni Relations staff and Board more time to amend future bylaws in advance of the AGM.

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14.2	Notice of proposed amendments must appear in a publication made available to the membership at least thirty days prior to Annual General Meeting.	13.2 Notice of proposed amendments must appear in a publication made available to the membership at least twenty-one (21) days prior to Annual General Meeting.	Changed thirty (30) to twenty-one (21) days to give Alumni Relations staff and Board more time to amend future bylaws in advance of the AGM.