

**THE ALUMNI ASSOCIATION OF THE
UNIVERSITY OF MANITOBA**

BY-LAWS

Ratified at the Annual General Meeting June 10, 2019, September 30, 2020
Effective Date June 10, 2019, September 30, 2020

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UNIVERSITY OF MANITOBA**

BY-LAWS

***Any notice required set forth in these by-laws may be provided by electronic means.**

This by-law is enacted in accordance with *The Alumni Association of the University of Manitoba Incorporation Act*, R.S.M. 1990, c.3.

DEFINITIONS AND INTERPRETATION

In this by-law:

“**Act**” means *The Alumni Association of the University of Manitoba Incorporation Act*, R.S.M. 1990, c.3.

“**Alumni Relations**” means the Alumni Relations Department of External Relations at the University of Manitoba.

“**Association**” means The Alumni Association of the University of Manitoba. “**Board**” means the Board of Directors of The Alumni Association of the University of Manitoba.

“**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.

“**Chair**” means the person elected to lead the Alumni Association. “**Vice Chair**” means the person elected to support the Chair.

“**Board of Governors**” means the Board of Governors of the University of Manitoba, as established under *The University of Manitoba Act*, C.C.S.M. c. U60.

“**Director responsible for Alumni Relations**” means the Director responsible for Alumni Relations at the University of Manitoba.

“**External Relations**” means the External Relations Division of the University of Manitoba.

“Graduate” means

- i.) Persons who have received a degree, diploma or certificate approved by the Senate of the University;
- ii.) Persons with a designation from the Institute of Chartered Accountants (prior to 1970); or
- iii.) Persons who have successfully completed a program requiring at least one (1) year's study and sponsored by or through the Extended Education Division of the University.

“Member” means a person described in Sections 3.1, 3.2 and 3.3 hereof.

“University” means the University of Manitoba, as established by *The University of Manitoba Act*, C.C.S.M. c. U60.

Words importing the singular number include the plural and vice versa, words importing the masculine gender include the feminine gender, and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.0 NAME AND LOCATION

1.1 The name of the Association shall be the “Alumni Association of the University of Manitoba.”

1.2 The Association’s head office shall be maintained in the City of Winnipeg, in the Province of Manitoba, at a location to be determined by the Board.

2.0 PURPOSE

2.1 The purpose of the Association shall be:

- i.) To connect alumni with each other and with the University;
- ii.) To provide guidance and the special perspective of alumni to the University to assist the University in setting their goals and objectives;
- iii.) To generally promote the image of the University in the community and specifically through programs and communication to facilitate the relationship between the University and its alumni to promote a continuing affiliation of alumni with the University;
- iv.) To advise the University on matters of interest to the alumni;
- v.) To advocate on behalf of alumni to further the purposes set forth in this section.

3.0 MEMBERSHIP

3.1 Regular Membership

Regular membership in the Association includes and is limited to Graduates.

3.2 Alumni Life Membership

Alumni who paid a life membership fee, prior to the termination of this category on March 31, 1990, shall continue to enjoy regular membership privileges for life.

3.3 Honorary Life Membership

Honorary Life Membership in the Association may be conferred from time to time by the Board for exceptional or meritorious service to the Association. Honorary Life Membership would include any friend or supporter of the Association who may not be a Graduate. Honorary Life Members shall be entitled to all privileges of the Association except the rights to vote or hold office.

3.4 In addition to membership in the Association as provided in Sections 3.1, 3.2, and 3.3 hereof, the Board may authorize such other categories of membership as it may determine from time to time.

3.5 The categories of membership in Sections 3.1 and 3.2 hereof have voting rights.

3.6 All memberships are terminated upon death of the Member. Regular memberships can be revoked as a result of the Senate of the University revoking a Member's degree. The Board may revoke an Alumni Life Membership or an Honorary Life Membership.

4.0 ANNUAL GENERAL MEETING

4.1 There shall be an Annual General Meeting of the Association to be held no later than ninety (90) days following the end of the fiscal year. Notice shall appear in the *UM Today The Magazine*, the Association website or other publications sent to Members at least forty-five (45) days prior to the Annual General Meeting.

4.2 Thirty days (30) prior to the Annual General Meeting, the Nominating Committee will provide a slate of nominees for election to the Board.

4.3 The agenda for the Annual General Meeting will include the following:

i.) Election of the Board;

- ii.) Minutes of the previous Annual General Meeting;
- iii.) The Chair's Annual Report;
- iv.) Any amendments to the by-laws;
- v.) The receiving and considering of Annual Financial Statements and the auditor's or accountant's report for the preceding year;
- vi.) The appointment of auditors or dispensing with their appointment in lieu of the appointment of accountants; and
- vii.) Any new business.

4.34.4 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 Board.

4.44.5 Any new business brought to the floor of the Annual General Meeting will only be discussed if the majority of those present approve the addition of the new business.

4.54.6 The quorum for Annual General Meetings shall be fifteen (15) voting Members. Attendance must be in person.

4.64.7 Annual General Meetings shall be held at the University or elsewhere in the City of Winnipeg.

4.8 The Board may determine that the Annual General Meeting shall be held entirely or partially by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.74.9 The Chair of the Annual General Meetings shall be the Chair, failing whom; the Vice- Chair shall act as Chair.

4.84.10 Voting at Annual General Meetings:

- i.) Each Member present shall have one vote; ii.) There shall be no provision for a proxy vote;
- iii.) The Chair does not have a second or casting vote. In the event of a tie, the motion is defeated;
- iv.) ~~A show of hands may decide every vote~~ Voting may be conducted by a show of hands, a ballot or electronic voting or a combination thereof; and
- v.) One voting Member may request a ballot vote.

4.94.11 If an Annual General Meeting is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of the Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

5.0 SPECIAL MEETINGS OF THE ASSOCIATION

5.1 A Special Meeting of the Association may be called:

- i.) By the Chair, or
- ii.) With prior written notice to both the Chair and the Director responsible for Alumni Relations, by either 50% of the Board or fifteen (15) voting Members of the Association.

5.2 Special Meetings shall be held in the City of Winnipeg with at least one (1) week's prior notice in a Winnipeg newspaper of general circulation. A copy of the agenda shall be posted on the Association website one (1) week prior and through to the completion of the meeting.

5.3 The quorum for Special Meetings shall be fifty (50) voting Members present in person.

5.4 The Chair of the Association shall chair the meeting. In the event the Chair is not available, the Vice-Chair or one of the Past Chairs shall chair the meeting.

5.5 Voting at Special Meetings:

- i.) Each Member present shall have one vote;
- ii.) There shall be no provision for a proxy vote;
- iii.) The Chair does not have a second or casting vote. In the event of a tie, the motion is defeated;
- iv.) A show of hands may decide every vote; and
- v.) One voting Member may request a ballot vote.

6.0 BOARD OF DIRECTORS

6.1 Composition

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 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:

- i.) The President of the University or designate; and
- ii.) The Chair of the Alumni Council.

6.2 Eligibility

Each Board Member shall:

- i.) Be at least 18 years of age;
- ii.) Not be an undischarged bankrupt;
- iii.) Be a Member of the Association, except the ex-officio voting Board Members;
- iv.) Further the objectives and act in the best interests of the Association.

6.3 Selection of Board Members

- i.) The Nominating Committee shall oversee the selection and nomination process.
- ii.) ii.) The Nominating Committee may nominate or accept nominations of members who meet the criteria set forth in Section 6.2 hereof.
- iii.) Any twenty-five (25) Members may nominate a candidate for the Board by written submission on a prescribed form to the Chair of the Nominating Committee (care of the Association) at least thirty (30) days prior to the Annual General Meeting. This submission must include the candidate's consent and the nominators' signatures.
- iv.) The Nominating Committee may choose to support or not support the nominations made under Section 6.3(iii) hereof.
- v.) Nominations will not be accepted at the Annual General Meeting.
- 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. Ballots will be destroyed two weeks post-election by the Director responsible for Alumni Relations.

6.4 Term of Office

- i.) Each Board Member shall be elected for a two (2) year term by the Members of the Association present at the Annual General Meeting. No Board Member can serve more than three (3) consecutive two (2) year terms.
- ii.) A Board Member may serve a seventh (7th) 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.
- iii.) A Board Member shall not hold act as Chair of the same committee for more than two (2) years.
- iv.) If a Board Member assumes their position on the Board in the midst of a term, they will have been considered to have served their first year at the following Annual General Meeting.

6.5 Power and Duties The Board shall:

- i.) Govern the affairs of the Association in accordance with applicable legislation, regulations, by-laws and policies;
- ii.) Develop the Mission and Vision of the Association in consultation with External Relations at the University of Manitoba;
- iii.) Participate in the various committees and activities of the Association;
- iv.) Ensure the financial solvency and integrity of the organization, which requires internal checks and balances;
- v.) Approve the Association's annual budget;
- vi.) Make representations on behalf of the Association;
- vii.) Annually review the Association's By-Laws, Terms of Reference of all committees and other related governance documents;
- viii.) Guide the creation and oversee the selection and appointment of members to the Association's committees including Alumni Council; and
- ix.) Guide the setting of the agenda for the Board, Alumni Council and other Association committees.

6.6 Vacancies

- i.) Should a vacancy occur in the position of a Board Member or an officer, the Board may appoint a replacement to fill the vacancy to complete the term.
- ii.) Vacancies should be filled within thirty (30) days where possible.

6.7 Resignation or Removal of a Board Member

A Board Member's position will be deemed vacant where:

- i.) A Board Member submits a written resignation to the Chair;
- ii.) A Board Member does not meet required attendance as per section 6.9;
- iii.) An elected Board Member ceases to be a Member of the Association;
- iv.) A Board Member dies;
- v.) At a special meeting of the Board, a resolution is passed by 3/4 of the Board Members present at the meeting to remove a Board Member from office for just cause. The Board Member being considered for removal shall not participate in the vote. A notice of motion must be sent out prior to the vote to the Board Members. This motion cannot arrive as new business at a Board meeting.
 - a. The Board Member being considered for removal, at their discretion, will have the opportunity to address the Board in person, by a personal representative or in writing.
- vi.) Anytime a Board Member resigns or is removed under any circumstance, a written letter must be sent to the Board Member by the Chair confirming the date of resignation or termination. A copy of such letter must be kept on file for the purposes of directors' liability insurance.

6.8 Board Meetings

- i.) 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.
- ii.) Special meetings of the Board may be called by the Chair, by any three (3) Board Members, or the President of the University or designate. A minimum of two (2) business days' notice must be given.

6.9 Attendance

- i.) 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 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.

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.

- ii.) Any Board Member unable to attend a regular or special Board meeting shall send regrets to the Chair of the Board and the Director responsible for Alumni Relations or to a person designated by the Director responsible for Alumni Relations prior to the start of the meeting.
- iii.) Where the Association is willing and able to facilitate, Board Members may participate in a meeting by means of any telecommunications device which permits all persons participating in the meeting to hear each other. Such Board Members shall be considered to be present at the meeting for purposes of quorum.

6.10 Voting

Matters before the Board shall be decided by a majority of Board Members present. Voting shall be by show of hands or other means recognized by the Chair, unless a ballot is requested by any one Board 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.

6.11 Quorum

Quorum at a meeting of the Board shall be a majority of Board Members.

- 6.12** 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.

- 6.13** Subject to the provisions of the Act, the Board shall have the full power in all things to manage and administer the business and affairs of the Association. The powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present.

- 6.14** If a meeting of the Board is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a Board meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

6.15 Guests

With the exception of meetings or portions that are deemed closed by the Chair, meetings of the Board shall be open to all Members of the Association and to such other persons as permitted or invited to participate from time to time by the Chair or by the majority of the Board. The majority of the Board present may determine the Board meetings closed.

6.16 Conflict of Interest

On any matter before the Board or a committee, if any person has a real, potential or perceived conflict of interest, it must be declared to the Board or committee through the Chair. The person in a real, potential or perceived conflict shall refrain from influencing others on the matter prior to the meeting, shall not speak to the matter at meetings, shall excuse themselves from discussion on the matter and shall abstain from voting on the matter. Board Members and committee members shall act in accordance with the Association's Conflict of Interest Policy, which may be introduced and/or amended from time to time.

7.0 OFFICERS

7.1 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.

7.2 The duties and responsibilities of the officers shall be as follows:

- i.) 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 Director responsible for Alumni Relations; and to act as the Vice Chair of the Alumni Council.
- ii.) 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.
- 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.
 - b. To act on behalf of the Chair on a temporary basis, as required.
- iv.) Duties of the Treasurer: To oversee all financial matters related to the Association including investments; to chair the Finance Committee.

7.3 The Board may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

7.4 If any Board Member or officer is unable to perform his functions or discharge his duties as such Board Member or officer, the Board may appoint such other Board Member(s) or officers(s) to perform the functions and/or to discharge the duties of that Board Member or officer.

8.0 COMMITTEES

8.1 Standing Committees of the Association shall be the: i.) Alumni Council;

ii.) Finance Committee; and iii.) Nominating Committee.

8.2 Ad hoc committees shall be as designated from time to time by the Board.

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 all committees shall be approved by the Board.

8.4 The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committees may be held at any place the committee shall determine.

8.5 Unless otherwise determined by the Board, each committee shall have the power to: i.)

Fix its quorum at not less than a majority of its members; and

ii.) Regulate its procedure.

9.0 DUTIES OF THE DIRECTOR RESPONSIBLE FOR ALUMNI RELATIONS

9.1 The Association recognizes that the Director responsible for Alumni Relations shall report and be accountable to the Vice-President (External) of the University.

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.

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, officer, auditors, and committee members;
- iii.) Keep records of the proceedings of all Board meetings and all Annual General Meetings and business matters; and
- 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.

9.4 Where 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.

9.5 The Director responsible for Alumni Relations shall also have the following duties, as designated by the Vice-President (External) of the University:

- i.) Provide oversight of day to day administrative activities for the Association;
- ii.) Serve as a liaison between the Association and the University;
- iii.) Provide the Board with leadership, guidance and subject matter expertise on key activities and initiatives; and
- iv.) Assist the Board with strategic planning and goals.

9.6 The Director responsible for Alumni Relations shall be hired by the Vice- President (External), according to human resources policies and procedures of the University.

10.0 ELECTION BY GRADUATES OF ALUMNI REPRESENTATIVES TO THE BOARD OF GOVERNORS

10.1 Nominations

- i.) The Association shall annually nominate two (2) or more candidates for election as a member of the Board of Governors by the Graduates to succeed the elected member whose term is about to expire, and two (2) or more candidates for election as a member of the Board of Governors to fill any vacancy in the Board of Governors to be filled by election by the Graduates.
- ii.) For the purposes of this section, if the Association is unable to nominate two (2) or more candidates because of an unwillingness or lack of interest by those

approached, the conditions of this section will be deemed to have been met.

- iii.) The nomination of a candidate may also be made by twenty-five (25) Graduates and accompanied by the written consent of the nominee.
- iv.) The procedure for nominations shall appear in the Autumn issue of *UMToday The Magazine*, or its successor, and/or other such printed or online forms of media that the Board may determine.
- v.) The closing date for nominations shall be March 1st of each year, or such other date as determined by the Association and the University, providing that it is in compliance with all requirements.
- vi.) The Nominating Committee shall oversee the selection and nomination process.

10.2 Eligibility

For the purposes of this election, those eligible to vote and eligible for candidacy are Graduates with degrees, diplomas and certificates as approved by Senate.

10.3 Terms in Office

Alumni elected by the Graduates to serve on the Board of Governors may do so for a maximum of three (3) consecutive three (3) year terms.

10.4 Election

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.

10.5 Ballots

- i.) A ballot shall be provided to all Graduates as soon as possible following the close of nominations;
- ii.) Full biographical information and photographs of all candidates shall be available on the University's website; and
- iii.) The ballot shall include a section for voting purposes, on which the following is to appear:
 - a.) Voting procedure;
 - b.) Deadline for return of ballots; and c.) Address ballots are to be returned.

10.6 Counting the Ballots

- i.) The counting of ballots shall take place after the close of the election; and
- ii.) The counting of ballots shall take place in the Association offices by or under the supervision of the Director responsible for Alumni Relations. Candidates may jointly appoint two (2) scrutineers to witness the counting of the ballots.

10.7 Election Results

The results of the election shall be forwarded in writing, no later than May 31st of each year, to the Secretary of the Board of Governors.

10.8 Cost of the Election

The cost of the election and its related advertising is to be borne by the University, as legislated in subsection 12(1) of *The University of Manitoba Act*.

10.9 Failure to Hold an Election

In the event that only a single candidate is nominated, the Board shall appoint that candidate to succeed the elected member whose term is about to expire. This appointment is subject to the approval of the Board of Governors who, under subsection 12(4) of *The University of Manitoba Act*, may take alternative steps to fill the vacancy.

11.0 FISCAL POLICIES

11.1 The fiscal year-end of the Association shall be March 31.

11.2 Financial statements shall be presented at Board meetings and a complete financial report shall be given at the Annual General Meeting.

11.3 The Board shall have the power to borrow on behalf of the Association for a stated purpose which is compatible with Association objectives and subject to policies and procedures approved by the Board.

11.4 Board Members shall not receive any remuneration for serving as a member of the Board. However, Board Members may be reimbursed for reasonable expenses incurred on behalf of the Association in accordance with the Association's travel and business expense policies as may be introduced and or amended from time to time.

11.5 The signing authorities of the Association shall be the Chair, Vice-Chair and Treasurer.

11.6 The Association may accept any donation, grant or bequest in the form of funds or properties from any group or individual for a specific or general purpose as long as doing so is consistent with the purposes of the Association.

12.0 GENERAL PROVISIONS

12.1 Indemnification

The Association agrees to indemnify the Board Members and officers, and all former Board Members and officers, as well as their heirs and legal representatives against all actions undertaken by them in good faith on behalf of the Association, and all claims, suits, or proceedings brought against them, provided that no Board Member or officer, or former Board Member or officer, shall be indemnified in respect of any liability, cost charge or expense that they sustain as a result of fraud, dishonesty, willful neglect or willful default.

12.2 Limitation of Liability

No Board Member or officer shall be liable for the acts, receipts, neglects or defaults of any other member of the Board, officer or employee, or for joining in any other act or conformity, or for any loss, damage or expense occurring to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any Board Member or officer from the duty to act in accordance with *The Corporations Act* (Manitoba), C.C.S.M. c. C225, the Act or from liability for any breach of the provisions thereof.

12.3 The accidental omission to give notice to any Member, Board Member, officer, auditor or member of a committee or the non-receipt of any notice to any Member, Board Member, officer, auditor or member of a committee or any error contained in such notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

12.4 Robert's Rules of Order Newly Revised, or the most current edition, will be the recognized Parliamentary Authority for all meetings of the Association.

13.0 AMENDMENTS

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.

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.
