

## **Constitution of the Algonquin College Alumni Association – Effective September 6, 2007**

### ARTICLE I

#### NAME

The name of this Association is the Algonquin College Alumni Association, referred to hereafter as the Association.

### ARTICLE II

#### MISSION STATEMENT

The many thousands of graduates and former students of Algonquin College of Applied Arts and Technology and its predecessor organizations are a unique group of individuals who hold strong personal convictions and unforgettable memories of their alma mater as a distinctive institution where they received their education and training.

The mission of the Algonquin College Alumni Association is to offer to these alumni a focal point of support and coordination plus a package of services and activities for individual growth, group interaction, and ongoing career development. To accomplish this challenge the Alumni Association is committed to maintaining ongoing communication and contact with all alumni and to encourage a continuing interest in and support of the activities and education programs of the College.

### ARTICLE III

#### MEMBERSHIP

##### 3.1 Graduates

All graduates of Algonquin College and its predecessor institutions.

##### 3.1.1

The word "graduate" refers to any person formerly enrolled as:

##### 3.1.2

Full-time student at Algonquin College in any one its facilities, schools or institutes and having obtained a degree, certificate or diploma.

##### 3.1.3

Part-time student having obtained a degree, certificate or diploma.

##### 3.2 Faculty Members

All current and past faculty members of Algonquin College and its predecessor institutions.

##### 3.3 Honourary Members

Persons upon whom the Board of Directors confers honorary membership in recognition of outstanding contribution, financial or otherwise, to the Alumni Association or to the College.

##### 3.4 Associate Members

Persons upon whom the Board of Directors confers associate membership who are or have been a student, employee, advisory committee member or member of the Board of Governors of Algonquin College.

### ARTICLE IV

#### DIRECTORS AND OFFICERS

##### Section 4A. Board of Directors

The Board of Directors of the Algonquin College Alumni Association shall hereafter be referred to as the Board or the Board of Directors.

##### 4A1.

The Board of Directors manages the Association. The board shall consist of at least six appointed directors and one student representative (as per Article VII), and the Alumni Administrator as a non-voting ex-officio.

#### 4A1.1

Elected directors shall hold office for a term of 2 years, in accordance with Bylaw IV, Section 3, or until they are replaced by election or otherwise.

#### 4A1.2

Appointed directors shall hold office for a term of 3 years, renewable, or until they are replaced by appointment or otherwise.

Directors may resign from the Board by submitting a letter of resignation to the President or Alumni Administrator.

#### 4A2.

The first Board of Directors of the Association is: Bill Mantle, President; Merlyn Gamble, Vice-President; Bonnie Stuart Anderson, Director of Membership; Helen Clarke Hanna, Director of Finance; Stephen Kennedy, Director of Communications.

#### 4A3.

The Board of Directors shall exercise the following powers and perform the following duties:

#### 4A3.1

it shall meet as necessary in accordance with Article VI, Section 1

#### 4A3.2

it may hold an AGM if deemed necessary by a majority vote of the Board, in accordance with Article V, Section 1.1

#### 4A3.3

it may fill a vacancy in the Board, as needed, by appointment under the terms and conditions of Bylaw IV, and in accordance with Section 4.2

#### 4A3.4

it may amend the Constitution, in accordance with Article VIII

#### 4A3.5

Alumni Chapters will be officially recognized by the Board of the Alumni Association under the terms and conditions of Bylaw II, and in accordance with Section 5

#### 4A3.6

All other Alumni groupings may be recognized by the Alumni Association, without a right to vote or representation on the Board. They can, however, attend meetings of the Board as observers.

### Section 4B. Officers

#### 4B1. Prime Officers

The prime officers are President, Vice-President, and Director of Finance.

##### 4B1.1 President

The President exercises general supervision over all activities of the Association, and is member ex-officio of all committees. The President shall convene General Meetings, shall convene and chair Board and Executive meetings, and set up agendas. In the absence of the President, the duties and functions of the presidency shall be carried out by the Vice-President, or, in his or her absence, a chair is appointed by the alumni administrator. (as per Article 6, Section 3).

##### 4B1.2 Vice-President

The Vice-President performs such duties as the president or the Executive Committee delegates.

#### 4B1.3 Director of Finance

The Director of Finance manages and keeps records of the finances of the Association and presents an annual financial report to the Executive Committee and the Association. The Director of Finance performs other duties as may be delegated by the Executive Committee.

#### 4B2. Ex-Officio

The Alumni Administrator sits on the Board as an ex-officio member, and is responsible for the recording of minutes. The Alumni Administrator acts as a liaison between the Board and Algonquin College.

#### 4B3. Student Representation

A student in his or her graduating year, selected by the Board in consultation with the Students' Association, if available, may be selected to sit on the Board as a voting member.

#### 4B4. Other Officers

The Board may establish new officers of the Association and appoint the first incumbent for the duration of the Board's term. (See Section 4A1.1)

#### Section 4C. Election of Directors

The election of the directors shall be carried out under the terms and conditions of Article VII, and in accordance with Bylaw IV.

#### Section 4D. Indemnity of Directors

Every member of the Board of Directors, and his or her heirs, or assignees, are indemnified by the Association from loss and against all costs or charges whatsoever that a director sustains or incurs during the execution or non-execution of the duties of office, except those arising by his or her own willful neglect or default.

### ARTICLE V

#### MEMBERSHIP MEETINGS

##### Section 1. Meetings

##### 1.1 Annual General Meeting

If an Annual General Meeting is deemed necessary by the Board of Directors (See 4A1.2) the Board will then designate a date for the annual general meeting, notifies the membership 30 days in advance through the regular Association publication or publication in a newspaper having general circulation in the Ottawa-Carleton region, and makes necessary arrangement for the meeting. Reword to indicate that AGM is optional

##### 1.2 Special General Meeting

A special general meeting of a member is called by the Board:

- a) provided such a meeting is requested and passed by a vote of 2/3 of the Board or
- b) with a written request by 50 regular Association members sent to the Alumni Officer stating the proposed business to be conducted.
- c) notice of the meeting must be publicized.

##### 1.3 Error of Omission in Notice

No error or omission in giving notice to the members of the Association of any annual or special general meeting or any adjourned meeting whether annual or special general invalidates the meeting or makes void any proceeding taken at it and any member may at any time waive notice of any of these meetings and may ratify any proceedings of the meeting. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of that member, director, or officer is his or her last address recorded on the books of the Association.

Section 2. Elections moved to Article VI BOARD MEETINGS - Section 1.1 Elections

### Section 3. Proxy

Every voting member can designate another voting member to attend and act for him or her at the meeting. A proxy must be in writing and ceases to be valid after six months. The proxy must be deposited with the secretary prior to the start of the meeting. If the member by proxy attends the meeting in which the proxy is to be used, the proxy will no longer be valid and the secretary must be notified.

### Section 4. Quorum

Fifty members present in person or by proxy constitute quorum for an annual or special general meeting. If quorum is not met, the Board decides by a majority vote to proceed with the meeting if it is deemed to be in the best interest of the membership as a whole, provided sections 1.1 and 1.2 were respected.

### Section 5. Adjournments

Any meetings of the Association or of the Board may be adjourned to any time and from time to time and the business may be transacted at a subsequent meeting as might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjournment. The adjournment may be made in spite of no quorum being present.

## ARTICLE VI

### BOARD MEETINGS

#### Section 1. Regular Meetings

Meetings of the Board are scheduled as necessary. No formal notice of any such meeting is necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings of the Board are formally called by the president, vice-president, any two directors, or the alumni officer on direction of any of these officers. Notice of such meetings is delivered, telephoned, faxed, emailed or mailed to each director not less than five days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the annual general meeting of the Association. The Board may consider or transact any business, either special or general, at any meeting of the Board.

#### Section 1.1 Elections

Nomination and election to the Board is held at regular meetings of the Board of Directors.

#### Section 2. Quorum

Fifty percent (50%) plus one (1) of the voting members of the Board constitutes quorum.

#### Section 3. Chair

The president of the Association chairs the Board meetings. In the absence of the president, the vice-president acts as chair. In the absence of the president and vice-president, a chair appointed by the alumni officer. The duties and voting privileges of the chair are those outlined in "Robert's Rules of Order".

#### Section 4. Committees

The Board establishes or dissolves by resolution any committees it deems necessary to carry out the affairs of the Association. The Board establishes the terms of reference of each committee and appoints the chair of each committee.

All committees submit a report to the Board at each Board meeting.

#### Section 5. Show of Hands

Voting is by a show of hands unless a ballot vote is requested by a voting member.

#### Section 6. General Membership

Board meetings are open to members with prior notification of attendance. If a member wishes to address the Board, a written request must be submitted in advance of the meeting.

#### 6.1

Any Board member can designate items “in-camera” and ask that observers leave during the discussions.

### ARTICLE VII ELECTIONS

#### Section 1. Policy

Nominees for president and for vice-president on the Board of Directors are elected into the positions by a majority vote majority vote at a board meeting with the nominees abstaining from voting for the position that they seek to occupy.

#### Section 2. Other

The balance of the election procedures are outlined in Bylaw IV.

### ARTICLE VIII AMENDMENTS

#### Section 1. Constitution

The articles of the Constitution are amended by the vote of two-thirds of the members in attendance at an annual general meeting or by Directors at either a special general meeting called by the Board for the specific purpose of making amendments to the Constitution or at a regular Board meeting. The amendments documented and published in the Association publication or on the Alumni Association web site for review by the membership.

#### Section 2. By-Laws

The Board of Directors adopts, amends, or repeals by-law(s) by a majority vote of the Board. The amendments are documented and published in the Association publication or on the Alumni Association web site for review by the membership.

### BY-LAWS OF THE ALGONQUIN COLLEGE ALUMNI ASSOCIATION

#### By-Law I

##### Duties of Officers

#### 1. President

presides at all Association Board meetings is responsible for the implementation of the Constitution and the By-Laws is Chief Executive Officer for the Association is spokesperson for the Association

performs other duties assigned by the Board has signing authority

#### 2. Vice-President

- performs such duties as the president delegates or the Board prescribes
- assumes the duties of the president in his or her absence
- liaises with the different school representatives performs other duties that may be assigned by the Board
- has signing authority

#### 3. Director of Finance

- manages and reports on the finances of the Association and presents an annual financial report to the Executive Committee and the Association
- coordinates a Finance Committee as required
- presents budgets and financial plans as required
- performs other duties as may be assigned by the Board
- presents a financial statement to the Board at each meeting
- has signing authority

#### 4. Director of Communications

- establishes and maintains communication among the membership, the College, the public, and the alumni officer
- creates an awareness and acceptance of the Alumni Association and its activities through publicity and advertising
- performs other duties that may be assigned by the Executive Committee

#### By-Law II

##### Committees and Subcommittees

##### Section 1. Executive Committee

Executive Committee is comprised of no more than five (5) members of the Board of Directors and includes at least two (2) of the following: the president, vice-president, director of finance, director of membership, or director of communications.

##### 1.1 Purpose

The Executive Committee is empowered for the Board of Directors to act during the summer months and at times when the calling of a Board meeting is not feasible or at any time as the Board requires.

##### Section 2. Nominations and Elections Committee

Board of Directors annually appoints members of the Association to a Nominations and Selections Committee. This committee prepares the ballot, conducts elections, canvasses the vote, and submits a report to the Board to be moved and seconded by members of the Association prior to the commencement of elections.

##### Section 3. Other Committees

The Board of Directors may appoint ad hoc committees from the membership to promote the aims of the Association.

##### Section 4. Chapters

Parameters for the establishment and maintenance of chapters of the Alumni Association may be outlined in a manual to be approved by the Board.

#### By-Law III

##### Policy

##### Section 1. Executive Committee

The Executive Committee is charged with the direction of the Association. Matters of standing policy regarding the function of the Association and its programs are recommended by the Board of Directors and set forth in a policy manual kept by the alumni officer of the Association.

##### Section 2. Order of Business

The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules, as laid down in "Robert's Rules of Order" govern all deliberations.

##### Section 3. Terms

The members of the Board of Directors of the Association are elected or appointed into each position and hold office for two years.

#### By-Law IV

##### Elections

##### Section 1. Call for Nominations

The call for nominations takes place two months prior to the election date.

Section 2. Nominations and Elections Committee Report  
See By-Law II, Section 2.

### Section 3. Procedure

Elections are held as required to appoint Directors. In the case of the early resignation of the president or vice-president, nominations are held at the next annual general meeting. Nominations from the Association membership are required one month in advance of the annual general meeting, provided the nominee and nominator are members of the Association and that the nominee is a current director on the Board.

### Section 4. Chief Returning Officers

The alumni officer and a representative of the Board act as the Chief Returning Officers, whose responsibility involves conducting the ballots at the meeting.

### Section 5. Voting

A closed ballot is cast for each elected position for which two or more nominees have been proposed. Prior to the casting of the ballot each nominee will have the opportunity to make a presentation to the Board for the position to which he or she has been nominated. If there is only one nominee for any Board of Director position, the nominee will be acclaimed to the position for which he or she was nominated and no ballot be cast. When an equality of votes is received by each candidate, successive ballots must be taken at the Board meeting until a candidate is elected.

## By-Law V

### Financial Policy

#### Section 1. Collection of Monies

The Association is empowered to collect fees and endowment funds and engage in fundraising activities as directed by the Board, for and on behalf of the Association.

##### 1.1 Deposits

All monies collected by the Association are deposited in the Association's name in a financial institution approved by the Board.

##### 1.2 Signing Authority

- i) A minimum of two signatures is required.
- ii) Authorized co-signers are the presidents, vice-president, director of finance, and the alumni officer.
- iii) At least one of the signatures will be that of the alumni officer or the president.

##### 1.3 Use of Funds

Money received by the Association is used for the operation of the Association in accordance with its mission.

###### 1.3.1

Any disbursement in excess of \$2500 must be approved by a majority vote of the board.

##### 1.4 Chapter Fees

A chapter may charge an activity fee to cover the cost of events for the year.

##### 1.5 Other Fees

Any committee or director may charge an activity fee, throughout the year, to cover the costs for any events held by the group.

## Section 2. Appropriation of Monies

A budget detailing the appropriation of the Association's monies is to be prepared and delivered by the Director of Finance to the Board.

#### 2.1 Budget Ratification

The budget is subject to ratification by the Board.