BYLAWS

OF

THE ALUMNI ASSOCIATION OF THE UNIVERSITY OF VICTORIA

1. MEMBERSHIP

1.01 Categories of membership

There are 2 categories of membership in the Association:

a.) general members as described in subsections 1.02 and 1.03;

b.) honorary members admitted under subsection 1.04;

1.02 New general members

A person becomes a general member of the Association:

a.) on receiving a degree, diploma or certificate from the University of Victoria;

b.) on receiving an honorary degree from the University of Victoria.

1.03 Continuing general members

Those persons who are members of the Association immediately before the time these bylaws come into force continue as general members of the Association and, without limiting the generality of this, include those persons who are members by reason of any of the following:

a.) receiving a degree, diploma or certificate from the University of Victoria and being entered on the convocation roll of the University;

b.) receiving an honorary degree from the University of Victoria;

c.) having successfully completed 15 units of studies at Victoria College;
having graduated from the Victoria Normal School.

1.04 Honorary members

The honorary members of the Association are those persons who have been awarded honorary membership by the Board of Directors on the basis of their demonstrated support for the Association or the University of Victoria.

1.05 Responsibilities of members

To be in good standing, a member of the Association must:

a.) abide by the constitution and bylaws of the Association;

b.) abide by all resolutions passed by the members at a general meeting and all resolutions passed by the Board of Directors.

1.06 Fees and assessments

At any general meeting, the members of the Association may establish fees and assessments, if any, which may vary for each category of membership.

1.07 Termination of membership

Membership in the Association ends in any of the following circumstances:

a.) on a member's death;

b.) if the member withdraws by giving written notice to the Association;

c.) if the members is expelled under subsection 1.09.

1.08 Suspension or expulsion of a member

By special resolution passed at a general meeting, the members may suspend or expel any member if the following requirements are met:
a.) The notice of the proposed special resolution must be accompanied by a brief statement of the reason for the proposed suspension or expulsion;

b.) the person who is the subject of the proposed special resolution must be given an opportunity to be heard before the resolution is put to a vote.
2. GENERAL MEETINGS OF THE ASSOCIATION

2.01 Annual general meeting

Subject to compliance with the Society Act, the Board of Directors shall call an annual general meeting to be held once each calendar year within 90 days of the end of the Association's fiscal year, with the time and place of the meeting to be as determined by the Board of Directors.

2.02 Business of annual general meeting

At an annual general meeting, the following is not special business and no notice of this business is required:

a.) consideration of the reports of directors and auditors;

b.) consideration of financial statements for the fiscal year just ended;

c.) election of directors under section 4;

d.) business relating to the conduct of or voting at the meeting;

e.) the determination of fees and assessments for the ensuing year;

f.) the appointment of an auditor as provided in section 9.02 and the fixing of the auditor's remuneration.

2.03 Extraordinary general meetings

An extraordinary general meeting of the Association shall be held, with the time and place of the meeting to be as determined by the Board of Directors, in the following circumstances:

a.) on the resolution of the Board of Directors;

b.) on the written request of

10% or more of the members of the Association, or

50 members of the Association

whichever is the lesser number, setting out the special business proposed to be transacted at the meeting, delivered to the President or Secretary of the Association.
2.04 Notice of general meetings

A notice stating the day, hour and place of every general meeting and the general nature of any special business to be transacted at the meeting shall be published not less than 14 days before the meeting in one of the following:

a.) the official publication of the Association;

b.) a daily newspaper circulated within the Victoria area.

2.05 Voting

The following rules apply to voting at general meetings of the Association:

a.) every question shall be decided by a majority of the votes cast by members present at the meeting;

b.) each member of the Association is a voting member and each has one vote;

c.) the Chair of the meeting shall not vote except in the case of a tie vote, in which case the Chair shall cast the deciding vote;

d.) unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried, carried unanimously, carried by a particular majority, lost or not carried by a particular majority is conclusive evidence of that fact.

2.06 Quorum

A quorum of the Association is 25 members of the Association.

2.07 Rules of order

Rules of order at all meetings of members shall be those set out in Robert’s Rules of Order at the time of the meeting, to the extent that these rules are not inconsistent with the Society Act or these bylaws.
2.08 Adjournments

A general meeting of the Association may be adjourned even if there is not a quorum at the meeting and, on adjournment, the following rules apply:

a.) the meeting may be adjourned to any other time;

b.) any business that might have been transacted at the meeting which was adjourned may be transacted at the adjourned meeting;

c.) no notice is required of a meeting adjourned for fewer than 10 days.
3. **BOARD OF DIRECTORS**

3.01 **Association governed by Board of Directors**

The affairs of the Association shall be governed by the Board of Directors, who may exercise all of the powers of the Association subject to these bylaws.

3.02 **Composition of Board of Directors**

The Board of Directors consists of the following persons who shall be the directors of the Association:

a.) the elected directors referred to in subsection 3.03;
b.) the appointed directors referred to in subsection 3.04;
c.) the immediate Past President of the Association;d.) the University Alumni Relations Director, being the University of Victoria official responsible for relations with the Association.

3.03 **Elected directors**

There shall be 12 - 15 elected directors of the Association chosen from among the membership of the Association in accordance with section 4.

3.04 **Appointed directors**

The following persons are the appointed directors of the Association:

a.) the Honorary President for the year, if one is appointed by the Board of Directors;
b.) the Faculty Representative, if one is appointed by the Faculty Association from among the members of the Faculty of the University of Victoria;
c.) representatives of affiliated alumni organizations if any are appointed by the Board of Directors.
3.05 **Ceasing to be a director**

A person ceases to be a director of the Association in any of the following circumstances:

a.) on the director's death;

b.) if the director resigns by giving written notice to the Board of Directors;

c.) in the case of an elected director, if the members of the Association pass a special resolution to remove the person from office as a director;

d.) in the case of an appointed director, if the appointment is ended or rescinded by the appointing body; or

e.) *if a director has, without reasonable excuse, failed to attend 3 or more meetings of the directors during any 12 month period and the Board of Directors, at any regularly constituted meeting of the directors, passes a resolution to remove the person from office as a director by a majority of not less than 75% of the votes of the directors present at the meeting.*

*addition to Bylaw 3.05 approved at May 30, 2006 Annual General Meeting*

3.06 **Expenses incurred by director**

The Association shall not pay any director for services as a director, but the Association may defray expenses incurred by a director on behalf of the Association with the approval of the Board of Directors.
4. **ELECTIONS TO THE BOARD OF DIRECTORS**

4.01 **Election at annual general meeting**

An election shall be held at the annual general meeting of the Association to replace those elected directors whose term of office ends at the close of that meeting.

4.02 **Eligibility**

Any member of the Association is eligible to be elected to the Board of Directors, subject to the restriction that an elected director who is currently serving for a third consecutive elected term is not eligible for re-election for another elected term. An exemption from this restriction is provided for a director who is elected President during or immediately following his or her third consecutive term. In that case the director will continue to be eligible for a fourth term.

4.03 **Nominations**

Nominations for elected directors of the Association may be made by any member of the Association with the consent of the nominee. Nominations must be received in writing by the Alumni Relations office at least 7 days prior to the election.

4.04 **Election by ballot**

Unless the election is by acclamation, it shall be secret ballot.

4.05 **Term of office**

The term of office for elected directors, other than a director elected under section 4.07, shall be from the close of the annual general meeting at which they are elected until the close of the second annual general meeting following that election.
4.06  Appointment of replacement director

If the position of an elected director is vacant, the Executive may appoint a replacement from among the members of the Association who shall hold office until the close of the next annual general meeting.

4.07  Election of replacement director

If the position of a director elected under subsection 4.01 becomes vacant during the first year of that person's term of office, an election in accordance with subsections 4.02 to 4.04 shall be held at the next annual general meeting to elect a director to hold office until the close of the next annual general meeting.
5. **OFFICERS OF THE ASSOCIATION**

5.01 **Officers**

As soon as possible after each annual general meeting or at any time there is a vacancy, the Board of Directors shall elect the following officers from among the elected directors:

a.) President;

b.) Vice-President;

c.) Secretary;

d.) Treasurer;

e.) any other officer position that is established by the Board of Directors as an officer position of the Association.

5.02 **Duties of President**

The President shall:

a.) act as chief executive officer of the Association;

b.) supervise all other officers in the execution of their duties;

c.) preside as Chair at all general meetings of the Association and all meetings of the Board of Directors.

5.03 **Duties of Vice President**

The Vice President shall:

a.) in the President's absence, preside as Chair at all general meetings of the Association and all meetings of the Board of Directors;

b.) as directed by the President, assist or take the place of the President in any or all of the President's duties of office.
5.04 **Duties of Secretary**

The Secretary shall, unless one or more of these duties is assigned by the Board of Directors to the University Alumni Relations Director:

a.) issue notice of meetings of the Association and of the Board of Directors;

b.) prepare and keep custody of the minutes of all meetings of the Association and the Board of Directors;

c.) keep custody of all records and documents of the Association except those required to be kept by the Treasurer;

d.) keep custody of the seal of the Association;

e.) ensure that a register of members of the Association is maintained.

5.05 **Duties of Treasurer**

The Treasurer shall:

a.) keep such financial records, including books of account, as are necessary to comply with the *Society Act*;

b.) render financial statements to the Board of Directors, members and others when required.

5.06 **Duties of other officers**

The authority and duties of other officers, agents and employees shall be as determined from time to time by the Board of Directors.
6. PROCEEDINGS OF THE BOARD OF DIRECTORS

6.01 Required meetings

The Board of Directors shall hold meetings at least 4 times a year, with the time and notice for meetings to be as determined by resolution of the Board of Directors.

6.02 Calling of meetings

A meeting of the Board of Directors may be called by any officer of the Association or it may be called on the written request of any 2 of the elected directors stating the purposes for which the meeting is required.

6.03 Quorum

A quorum of the Board of Directors is 5 voting members of the Board of Directors.

6.04 Voting

The following rules apply to voting at meetings of the Board of Directors:

a.) every question shall be decided by a majority of the votes cast by members present at the meeting;

b.) each member of the Board of Directors, except for the University Alumni Relations Director, is a voting member of the Board of Directors and each has one vote;

c.) the Chair of the meeting shall not vote except in the case of a tie vote, in which case the Chair shall cast the deciding vote.

6.05 Procedure

The Board of Directors may regulate their meetings and other proceedings as they think fit, provided that any procedures established for the conduct of their business shall not be inconsistent with the constitution and bylaws of the Association.
6.06 Vacancy does not affect proceedings

No act or proceeding of the Board of Directors is invalid only by reason that not all positions on the Board of Directors are not filled at the time of that act or proceeding.
7. COMMITTEES

7.01 Appointment of committees

The Board of Directors may appoint standing or special committees to carry out those responsibilities as may be assigned by the Board of Directors.

7.02 Each committee to include a director

At least one member of each committee appointed under subsection 7.01 must be a director of the Association.

7.03 Terms of reference to be updated

Terms of reference for each standing committee must be brought up to date annually and given to all members of the Board of Directors and the committee.

7.04 Board of Directors may override committee

The Board of Directors may at any time revoke or override any authority given to or any act done by a committee appointed under subsection 7.01.
8. AFFILIATED ALUMNI ORGANIZATIONS

8.01 Recognition

The Board of Directors may recognize an organization that has an alumni-related interest as an Affiliated Alumni Organization.

8.02 Withdrawal of recognition

The Board of Directors may declare that an organization is no longer an Affiliated Alumni Organization.
9. **FINANCIAL MATTERS**

9.01 **Fiscal year**

The fiscal year of the Association shall be April 1 to March 31 in the following year, or such other period as the Board of Directors decides from time to time.

9.02 **Appointment of auditor**

At each annual general meeting of the Association, the members shall appoint a qualified person who is not a director, officer or employee of the Association to hold office as auditor until the close of the next annual general meeting.

9.03 **Remuneration and replacement of auditor**

The Board of Directors may:

a.) fix the remuneration of the auditor;

b.) appoint a qualified person as auditor in the event of a vacancy in the office of auditor.

9.04 **Annual financial reports**

At each annual general meeting, the following reports shall be presented to the members:

a.) a statement for the previous fiscal year showing the income and expenditures of the Association during the past year and the state of the Association's accounts, assets and liabilities;

b.) a report of the auditor certifying the correctness of the books and accounts of the Association.

9.05 **Borrowing**

The Board of Directors shall not borrow or raise or secure the payment of money unless authorized by a special resolution of the Association.
10. MISCELLANEOUS MATTERS

10.01 Seal of the Association

The seal of the Association shall only be affixed to an instrument in the presence of any 2 of the elected directors of the Association, or in the presence of such directors as may be prescribed by a resolution of the Board of Directors.

10.02 Amendment of bylaws

A bylaw of the Association may be amended or repealed by a special resolution of the members that is approved at a general meeting of the Association by 75% of the validly cast votes.

10.03 Interpretation of bylaws

The rules of interpretation contained in the Interpretation Act apply, with all necessary changes, to the interpretation of the bylaws of the Association.

10.04 Commencement of bylaws

These bylaws come into force at such time as to be in effect for the purposes of the annual general meeting following their acceptance by the Registrar of Companies.
AMENDMENTS TO BYLAWS

May 2006
Bylaw # 3.05 – Ceasing to be a director:
  • point (e.) was added

June 2011
Bylaw # 1.05 – Associate Members:
  • definition updated
Bylaw # 2.05 – Voting: point (b)
  • wording updated to include “except associate members”

June 2015
Bylaw # 1.01 – Categories of Membership:
  • removal of associate member category
Bylaw # 1.05 – Associate Members
  • removal of definition
Bylaw # 2.05 – Voting
  • removal of reference to associate members
Bylaw # 3.03 – Elected directors
  • change from 15 directors of the Association to 12-15 directors of the Association