

Constitution and Bylaws of  
**The Alumni Association of  
The University of Northern British Columbia**

1. The Name of the Society is **The Alumni Association of The University of Northern British Columbia**.
2. The purposes of the Association are:
  - a) To foster and encourage the organization and activities of the Association and all its members.
  - b) To maintain contact with The University of Northern British Columbia.
  - c) To support The University of Northern British Columbia in continuing its efforts to provide post-secondary education.
  - d) To encourage friendship and support between all Association members.
  - e) To act as a liaison between The University of Northern British Columbia and the communities of Northern British Columbia.

**Bylaws:**

**1. Interpretation**

- 1.1 In these bylaws, unless the context otherwise requires,
  - a) “directors” means the directors of the Society for the time being;
  - b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - c) “registered address” of a member means her/his address as recorded in the register of members;
  - d) “University” shall mean the University of Northern British Columbia;
  - e) “Society” shall mean The Alumni Association of The University of Northern British Columbia.
  - f) “public location” means a location visible to all members of the Society and includes the Alumni Association website.
  - g) “website” means the website of The Alumni Association of The University of Northern British Columbia, with the address [www.unbc.ca/alumni](http://www.unbc.ca/alumni).
- 1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**2. Membership**

- 2.1 The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.
- 2.2 Every member shall uphold the constitution and comply with these bylaws.

- 2.3 Upon application accepted by the Association, every person who has graduated from the University of Northern British Columbia, has voting membership in the Society, starting on the day of their respective acceptance by The University of Northern British Columbia Senate, as a Graduate of the University. All members are in good standing except a member who has failed to pay their current annual membership fee, if any, and is not in good standing so long as the debt remains unpaid. Any member who has not paid all registration and tuition fees due to the University will not be a member in good standing.
- 2.4 The amount of the first annual membership dues, if any, shall be determined by the directors and after that the annual membership dues shall be determined at the annual general meeting of the Society.
- 2.5 A person shall cease to be a member of the Society,
- a) by delivering their written resignation to the Recorder of the Society or by mailing or by delivering it to the address of the Society, or
  - b) on their death, or
  - c) on being expelled from the Society, or
  - d) on having their degree declared null and void by the University Senate.
- 2.6
- a) A member holding voting membership or honorary lifetime membership and who is in good standing, may not be expelled from membership, except by a special resolution of the members passed at a general meeting.
  - b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - c) The person who is the subject of the proposed resolution for the expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
  - d) A member who is the subject of an expulsion must be personally given, or a reasonable attempt must be made, to give a written notice of such, fourteen (14) days before a general meeting to discuss the special resolution.
- 2.7 There are 2 classes of membership in the Society and are as follows:
- a) Voting membership;
  - b) Honorary lifetime membership.
- 2.8 Every person who is a graduate of the University has a voting membership in the Society during the period specified in bylaw 2.3.
- 2.9 Honorary lifetime members are non-voting members of the Society and are not permitted to hold any elected position within the Society. Honorary members are permitted to attend all general meetings.
- 2.10 Any member or members in good standing may nominate a person for a Honorary membership provided they have the signature of three (3) Society members. A person can only be nominated once in a calendar year.
- 2.11 Upon application accepted by the Association, holders of Honorary Degrees from The University of Northern British Columbia and noted Friends of the University become Honorary Lifetime members of the Society, but may not hold an elected position on the Society's executive.

### **3. Meetings of Members**

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, as the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they see fit, convene an extraordinary general meeting.
- 3.4
  - a) Not less than fourteen (14) days written notice of an annual general meeting shall be given to the members.
  - b) Notice of a general meeting shall specify the place, day and hour of the meeting, and in case of special business, the general nature of that business.
  - c) The accidental omission to give notice of a meeting to, or non-receipt of a notice by any members entitled to receive notice does not invalidate proceedings at the meeting.
  - d) Cost of all postage and notices shall be paid for by the Society.
- 3.5 The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
- 3.6 Meetings of the Board may be held by teleconference calls, video-conference or other electronic means, provided that the Directors have been so notified and provided that quorum of the Board participates in such proceedings.

### **4. Proceeding at General Meetings**

- 4.1 Special business shall consist of:
  - a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - b) all business transacted at an annual general meeting, except,
    - i) the adoption of rules order,
    - ii) the consideration of the financial statements,
    - iii) the report of the directors,
    - iv) the report of the auditor,
    - v) the appointment of the auditor,
    - vi) the election of directors,
    - vii) the review of annual membership dues,
    - viii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice of the convening of the meeting.

4.2

- a) No business, other than the election of a President and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
  - b) A quorum is a minimum of five (5) members present or a greater number that the members may determine at a general meeting.
  - c) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.3 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated: but in any other case, it shall stand adjourned to the same day of the following week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting the members present shall constitute a quorum.
- 4.4 Subject to bylaw 4.5, the President of the Society, the Vice-President, or in the absence of both, one of the other directors present shall preside as President of a general meeting.
- 4.5 If at a general meeting
- a) there is no President, Vice-President or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or
  - b) the President and all the other directors present are unwilling to act as President, the members present shall choose one of their number to be President.
- 4.6
- a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - b) When a meeting is adjourned to ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.7
- a) A resolution proposed at a meeting must be seconded and the President of the meeting may move or propose a resolution.
  - b) In the case of an equality of votes the President shall not have a casting or second vote in addition to the vote which the President may be entitled to as a member and the proposed resolution shall not pass.
- 4.8
- a) A member in good standing present at a meeting of members is entitled to one vote.
  - b) Voting is by show of hands other than for extraordinary business, which may be done by secret ballot where two (2) weeks previous notice is given.
  - c) Voting by proxy is not permitted.

## **5. Directors and Officers**

### 5.1

- a) The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
  - i) all laws affecting the Society,
  - ii) these bylaws, and
  - iii) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.
- b) No rule, made by the Society in general meeting invalidates a prior act of the directors that would have been valid if the rule had not been made.

### 5.2

- a) The Society shall have a minimum of five (5) directors and a maximum of fifteen (15), of which three (3) are Ex-Officio Directors as defined in 5.2 (d).
- b) Each director must be a voting member of the Society and ceases to be a director at any time such membership ceases.
- c) The President, Vice-President, Recorder, Treasurer, Directors-at-large, and Ex-Officio Directors shall be the directors of the Society.
- d) Ex-Officio Directors shall consist of a representative from the Northern Undergraduate Student Society (NUGSS) Board, a representative from the Graduate Student Society (GSS) Board, and a representative from UNBC. The NUGSS and GSS representatives shall be appointed by their respective boards, the UNBC representative shall be the UNBC Alumni Relations Officer. Ex-Officio directors will hold a vote at the monthly meetings but not at an annual general meeting.

### 5.3

- a) An election may be by acclamation, otherwise it shall be by ballot.
- b) The directors of the Society, other than Ex-Officio Directors, shall be elected, by way of a secret ballot to be conducted at the AGM in even numbered years for six (6) of the directorships, and in odd numbered years for the other six (6) directorships, with the day being selected by the directors.
- c) Candidates in an election will run for a directorship, not a specific executive position. Appointments to the specific executive positions shall be determined by the said elected directors.
- d) Nominations for the positions to be filled at the said election by secret ballot shall be filed with the Society no less than ten (10) days before the date of the election and shall include the supporting signatures of two (2) members of the Society as well as the written consent of the member nominated.
- e) The period of an elected directorship shall be from June first (1) after the election of directors until May thirty first (31) two (2) years hence.

- f) Directors who are elected or appointed to fill a directorship after the resignation or removal of an elected director will only hold said office for the remaining period of the term.
- g) If no successor is elected the person previously elected or appointed continues to hold office.

5.4 An Executive Director and other Administrative staff may be hired as paid employees of the Society. All employees of the Society are to act only under the guidance of the Society President. Should an Executive Director position not be in place, the UNBC Alumni Relations Officer shall act as Executive Director of the Society.

5.5

- a) The members may by special resolution remove a director before the expiration of their term in office, and a successor may be elected to serve during the balance of the term.
- b) A director may resign their position by submitting a written resignation to the directorship.

5.6

- a) In the event of a vacancy created on the board of directors between election periods, an interim director may be appointed by a majority of the directors.
- b) The President may appoint interim directors before the first (1<sup>st</sup>) annual general meeting.

5.7 No act or proceeding of the directors is invalid only by reason of their being less than the prescribed number of directors in office.

5.8 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society and may be remunerated for services to the Society outside the usual scope of a director including services as an officer of the Society.

## **6. Proceedings of Directors**

6.1

- a) The directors must meet together for a minimum of eight (8) times during a period of twelve (12) consecutive months, in places they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- b) Every meeting of directors shall be open to any member of the Society wishing to attend and any member in attendance may, at the discretion of the President, be given an opportunity to speak with respect to any matter then before the directors.
- c) The President shall preside over all meetings of the directors, but if at a meeting the President is not present within thirty (30) minutes after the

time appointed for holding the meeting, the Vice-President shall act as the President; but if neither is present the directors present may choose one of their number to be President at that meeting.

- d) A director, or Recorder acting on request of another director, may at any time convene a meeting of the directors.
- e) Each director must attend seventy-five per cent (75%) of the Executive meetings in a twelve (12) month period or the may be removed by a majority vote of the directors.

6.2

- a) The directors may delegate specific functions or groups of functions to committees consisting of such a director or directors as they think fit.
- b) A committee to be formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

6.3 A committee shall elect a chair of its meetings. If at any meeting the chair is not present within fifteen (15) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their members to be chair of the meeting.

6.4 The members of a committee may meet and adjourn as they think proper.

6.5 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

6.6 A director who may be absent temporarily from the Province of British Columbia may send or deliver to the address of the Society a waiver notice, which may be sent by letter or e-mail, of any meeting of the directors and may, at any time withdraw the waiver, and until the waiver is withdrawn:

- a) no notice of meetings of directors shall be sent to that director, and
- b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- c) a temporary absence by a director is defined as being for a period of not more than thirty (30) consecutive days.

6.7

- a) Questions arising at any meetings of directors and committee of directors shall be decided by a majority vote.
- b) In case of an equal vote the President does not have a second or casting vote and the resolution is not passed.

6.8 All resolutions proposed at a meeting of directors must be seconded and the President of a meeting may move or propose a resolution.

6.9 A resolution, in writing, signed by all the directors and placed with the minutes of the directors is valid and effective as if regularly passed at a meeting of directors.

## **7. Duties of Officers and Directors**

### 7.1

- a) The directors of the Society shall act as advocates before the Administration and Faculty of the University on behalf of the interest of its members.
- b) The directors shall ensure that all information relevant to any matter affecting the members is accessible to all members of the Society.
- c) At the first meeting of the directors held in June of each year the directors shall inspect the financial records, including books of account, of the Society.

### 7.2 The President of the Society shall:

- a) preside at all meeting of the Society and of directors,
- b) be the Chief Executive Officer of the Society and shall supervise the other officers and employees in the execution of their duties.
- c) represent the Society in such forms and upon such terms as the directors may from time to time direct, and failing such direction, as the President shall deem appropriate.
- d) the President will be designated as the contact between the Society and the University.

### 7.3 The Vice-President shall carry out the duties of the President during her/his absence and shall assist the President in her/his duties at such times as the President or directors may request.

### 7.4 The Recorder shall or will delegate duties to an Administrative Officer who shall:

- a) conduct the correspondence of the Society.
- b) issue notice of meetings of the Society and directors;
- c) keep minutes of all meetings of the Society and directors;
- d) have custody of all records and documents of the Society except those required and kept by the treasurer;
- e) have custody of the common seal of the Society;
- f) maintain the register of members;
- g) post the minutes of all meetings of the Society and directors in a public location within one (1) week of each meeting;
- h) provide any other assistance to the Society and directors as deemed appropriate by the directors.

### 7.5 The Treasurer shall:

- a) keep such financial records, including books of account, as necessary to comply with the Society Act;
- b) render financial statements to the directors, members and others when required;
- c) provide a current general budget to the directors at each of the general meetings;
- d) prior to the fifteenth (15<sup>th</sup>) day of May in each year, reconcile and prepare the financial records and accounts of the Society, and, if an auditor is in place, obtain audited financial statements;



- e) at the April meeting of the directors, present an annual budget of the Society for the approval of the directors;
  - f) provide a copy of any budget within one (1) week to any member of the Society;
  - g) be directly involved in any areas of commerce, investment or management of assets allocated or owned by the Society.
  - h) handle all financial payrolls and record keeping pertaining to Alumni and employees.
- 7.6 The Director at-large shall:
- a) Fill any vacant directorship until said position has been filled.
  - b) Step in and fill the position of any director whom is unable to attend a general or committee meeting.
- 7.7 No director shall hold more than one position.
- 7.8 In the absence of the Recorder from a meeting, the directors shall appoint another person to act as Recorder at that meeting.
- 7.9 The Executive Director shall manage the daily operations of the Society, including: event planning, supervision of other staff, coordinating agreements between the Society and third parties, and developing organizational strategy in collaboration with the board of directors.

## **8. Seal**

- 8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the President and Recorder.
- 8.3 All cheques, drafts or other orders for payment of money notes or other evidence of indebtedness issued in the name or payable to or by the Society shall be signed or endorsed by two (2) of the President, Vice-President, Treasurer, or the Executive Director.

## **9. Borrowing**

- 9.1 In order to carry out the purposes of the Society, the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment in the manner they decide, and, in particular but without limiting the foregoing, by this issue of debentures.
- 9.2 No debenture shall be issued without the sanction of a special resolution.
- 9.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.
- 9.4 The fiscal year of the Society shall commence on the first (1) day of April.
- 9.5 Any expenses over the amount of two hundred (\$200.00) dollars must be voted on at a board meeting.

## **10. Auditor**

- 10.1 The Society is required to have an auditor upon obtaining charitable status.
- 10.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
- 10.3 At each annual general meeting thereafter the Society shall appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be promptly informed in writing of appointment or removal.
- 10.6 No director, employee of the Society, member of the Society, or employee of the University shall be elected or appointed auditor.
- 10.7 The auditor may attend all general meetings.

## **11. Notices**

- 11.1 A notice may be given to a member, either personally or by mail or electronic mail, to her/him at their registered address.
- 11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that the notices has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle with sufficient postage.
- 11.3 Notice of a general meeting shall be given to the auditor not less than fourteen (14) days prior to the meeting.
- 11.4 Notice of a general meeting or a meeting of the directors of the Society shall be given not less than fourteen (14) days prior to the meeting.

## **12. Bylaws**

- 12.1 On being admitted to membership, each member is entitled to and the Society shall give them, without charge, a copy of the constitution and bylaws of the Society.
- 12.2 These bylaws shall not be altered or added to except by special resolution.
- 12.3 A true copy of the bylaws shall be kept by the Recorder of the Society.
- 12.4 A true copy of the bylaws shall be kept at the Society office for the viewing of all members.

## **13. Funding for Related Groups**

- 13.1 The directors in their discretion, may provide funds of the Society to groups for the purposes of said groups.
- 13.2 Each request to the Society for funds shall be accompanied by a written budget and a written submission explaining the reasons for the request.
- 13.3 All groups before receiving Society funds must submit to the Society a written statement detailing expenditures and a background statement showing the purpose and mission of said group.

#### **14. Miscellaneous Matters**

- 14.1 The Society shall be carried on without purpose of monetary gain for its members, and any profits or other accretions to the organizations shall be used solely to promote its objectives.