

Draft

1. General Information

1.1 Definitions

Below is a glossary of terms used within the Hill School of Business Alumni Association Bylaws:

Act – means The Non-Profit Corporations Act (Saskatchewan) or successor thereof

Association – means The Hill School of Business Alumni Association

Board – means the Board of Directors of the Hill School of Business Alumni Association

Chair – means the person who has been elected or appointed to preside at any meeting

Ex-officio – means “by virtue of one’s office”

Executive – means the Executive Committee of the Board as provided for in section 4 of these bylaws

Member – means a person who supports the aims and objectives of the Alumni Association and qualifies to be a member under section 2 of these bylaws

University – means the Hill School of Business and/or the University of Regina

1.2 Name

The name of the organization is the Hill School of Business Alumni Association.

1.3 Vision

The vision statement of the Association is, “Hill Alumni are inclusive, connected, and engaged with one another.”

1.4 Mission

The mission statement of the Association is, “The Hill School of Business Alumni Association enables Alumni connectivity by providing meaningful balance of education, events, and online engagement.”

2. Membership

2.1 Members

A member of the Association is one who:

- a. has completed an accredited program of the Hill School of Business; or “University of Regina Faculty of Business Administration,” and
- b. has the permission of the Board.

2.2 Loss of Privileges

Any and all rights and privileges of being a member can be revoked by the Board with cause.

3. Board of Directors

3.1 Responsibility of the Board

The Board of Directors is responsible to the members.

3.2 Authority of the Board

The Board has authority to:

- a. Establish policies of the Association and ensure they are implemented satisfactorily.
- b. Make decisions and take all such actions as are necessary to further the objectives of the Association.
- c. Generally manage the affairs of the Association and exercise all powers the Association is entitled to exercise.
- d. Ensure that the Association complies with its legal and financial obligations. Although not a registered non-profit corporation, the Board will follow the Non-Profit Corporations Act (Saskatchewan).

3.3 Composition of the Board

The Board shall consist of a minimum of seven (7) and a maximum of ten (10) elected directors;

At the discretion of the Board, the following may be appointed ex-officio Board members:

- a. the Levene Alumni Association executive member;
- b. the Business Students' Society executive member;
- c. a representative of the Hill School of Business Faculty.

3.4 Duties of the Officers

- a. **President** – Duties of the President shall be to preside at all Annual, Special, Executive and Board meetings. It shall be the President's duty to ensure that leadership and direction is provided to ensure that the activities of the Association and the presence of the Association is felt in all areas of activity at the University. The President shall submit to the Annual General Meeting a report of the affairs of the Association, present to the members from time to time through the alumni publication a brief account of the activities and program of the Board, and perform such duties which usually pertain to such office. The President shall be an ex-officio member of all committees.
- b. **Vice-President** – Duties of the Vice-President shall be to perform all duties of the President in that officer's absence or during the President's inability to act. The Vice-President shall have such other powers and shall perform such other duties as may be assigned to the Vice-President by the Executive. If both President and Vice-President are absent from a meeting the members present shall elect a person to act as Chair for that specific meeting.
- c. **Treasurer** – The Treasurer shall have the custody of the funds and securities of the Association subject to the direction of the Executive and the Board. The Treasurer shall submit at the Annual General Meeting, if required by the members, an audited statement of the financial condition of the Association whenever required by the Board and shall make and render a statement of the Treasurer accounts and such other instruments as may be required.
- d. **Secretary** – Duties of the Secretary shall be to maintain agendas and minutes of the Board meetings.

- e. Director of Finance – The Director of Finance supports the Treasurer by helping reconcile bank accounts, prepare financial statements, and other task as required.
- f. Director of Marketing – Duties of the Director of Marketing include creating the association’s visual identity, as well as maintaining the webpage and social media accounts. This includes any media relations and press releases.
- g. Director of Membership – Duties of the Director of Membership include maintaining the contact database, creating and maintaining a welcome package and seeking out members.
- h. Director of Events – Duties of the Director of Events include planning and executing all association events within a predetermined budget.
- i. Member-at-Large – Duties of the Member-at-Large shall be to act as a liaison to the general membership. This role maintains a voting position.
- j. Past-President – Duties of the Past-President shall be to attend Board meetings and give counsel and assistance consistent with service as a member of the Board. The Past President will be a non-voting member of the executive.

3.5 Vacancies

In the event of a vacancy the Board may appoint someone to sit on the Board until the next Annual General Meeting, such appointment not being subject to renewal. At the next Annual General Meeting, the member may stand for election by the members.

3.6 Removal of Board Members

In addition to the provisions of the Act, the Board may with a $\frac{3}{4}$ majority vote, expel any Board member or alternatively require that any Board member resign his/her seat with cause. Written notice of said expulsion or request for resignation must be given to the Board member involved, outlining the reasons behind such contemplated action and advising of the member's right to make representations on his/her own behalf at a designated meeting of the Board. Thirty (30) days notice of said designated meeting must be given to the Board member in question.

3.7 Eligibility for Board

Any and all members of the Association are eligible to let their name stand for a position on the Board.

3.8 Terms of Office of Board Members

- a. All elected members of the Board shall be entitled to a term of two (2) years, and are eligible for re-nomination for up to two additional consecutive two-year terms. (Maximum of six (6) years.)
- b. Any Board member who has served for six (6) consecutive years may be re-nominated for a seat on the Board if at least ten (10) months has elapsed since the completion of his/her last term on the Board.
- c. The term of office for all elected Board members shall begin immediately following the AGM in the year they are elected.

3.9 Rotation

- a. All Board members shall stand for election with one-half of the directors elected for a one (1) year term; and, the other half elected for a two (2) year term; and, thereafter on a two (2) year rotation.
- b. In the event where $\frac{2}{3}$ or more of the Board turns over during the year, all newly elected members shall sit for two (2) years in order to establish due process. Once established, the rotation per section 3.8(a) will be followed.

3.10 Committees of the Board

- a. The Board may appoint or commission any committees of the Board.
- b. The Chairman of each and every committee of the Board must be a member of the Board.
- c. In addition to the standing committees established at the organizational meeting, the Board may establish special committees or sub-committees for such purposes as it may deem necessary.
- d. The Board may appoint any Board member to sit as Chairman of a committee of the Board. The Board can, however, appoint any ex-officio Board member or member of the Association to sit on a sub-committee of any committee of the Board or to Chair any such sub-committee.
- e. All committees and sub-committees of the Board are to present reports to each and every Regular Board meeting. Said reports are to be submitted in writing, unless no new information has occurred since the last Board meeting.
- f. A Nominations Committee shall be appointed to act under the auspices of the Board and whose purpose shall be to canvas the members to determine if any of them are interested in allowing their name to stand for a position on the Board.
- g. The Chairman of the Nominations Committee shall present the slate of candidates to the Annual General Meeting.

3.11 Meetings of the Board

- a. Unless otherwise arranged by appropriate Board action, the Board shall meet regularly in open session in accordance with the schedule of meetings established at the organizational meeting bi-monthly, or as deemed necessary at the most recent Regular Board meeting.
- b. Meetings will be conducted by parliamentary procedure in accordance with Robert's Rules of Order Revised.
- c. Insofar as is possible, the Board Chair shall arrange for the preparation of an agenda for delivery to the members of the Board one (1) full week prior to each meeting.
- d. Additional meetings of the Board may be called by the President at any time, or upon receipt of a written request signed by any three (3) members of the Board who shall state explicitly the reason therefore.
- e. No act or proceeding of the Board shall be deemed valid unless adopted at a properly called meeting at which a quorum of the Board is present.
- f. Only the Annual General Meeting shall be open to the members.

3.12 Agenda

- a. Items of business may be suggested by members of the Board, faculty administration staff, or organizations for inclusion on the agenda. Business items shall be received at

least fourteen (14) days before the meeting, in order to ensure inclusion on the written agenda.

- b. Items of business may be placed on the agenda for discussion and/or action at that same meeting by majority vote of the members of the Board present.
- c. The order of business at meetings shall be prescribed by the agenda and will generally take the following form:
 - a. Adoption of agenda;
 - b. Approval of minutes of last meeting;
 - c. Business arising from the minutes;
 - d. New business;
 - e. Notices of motion; and
 - f. Other business

3.13 Attendance at Meetings

Members of the Board are expected to attend all meetings of the Board. In the event that a Board member is unable to attend, said member must advise the Chairman of the expected absence 48 hours prior to the meeting except in the case of emergency.

3.14 Minutes of Meetings

The Board shall record the minutes of each meeting of the Board. Copies of the minutes shall be distributed to the Board members and to such other persons as the Board may designate within one (1) week of adjournment.

3.15 Quorum

At any and all meetings of the Board a simple majority of elected Board members shall constitute a quorum.

3.16 Voting

Only elected Board members may cast votes at Board meetings.

3.17 Chair

The President, Vice-President or the President's designate shall Chair any and all Board meetings.

3.18 Majority

A majority of 50% of the Board members present at the meeting, plus one, shall carry any and all motions.

3.19 Form of Voting

Voting matters of the Board may be conducted at a duly called meeting of the Board, or by telephone/video conference, when a meeting is not feasible, and only with the authorization of the President.

3.20 Organizational Meeting

The first Regular Board meeting held following each Annual General Meeting shall be an organizational meeting. The business to be conducted at said meeting shall include:

- a. the naming of such standing committees as the Board deems necessary for the effective discharge of its functions;
- b. the naming of standing committee Chairs for the ensuing year;

- c. and the setting of the time and place of Regular Board meetings.

4. Executive

4.1 Powers

The Executive shall have the obligation of conducting the affairs of the Association within the provisions of the bylaws.

4.2 Executive Members

The Executive shall consist of the following members:

- a. the President;
- b. the Vice-President
- c. the Treasurer
- d. the Secretary

4.3 Chair

The Chairman of any and all Executive meetings shall be the President, Vice-President or the President's designate. The President, or in his/her absence the Vice-President, or the President's designate, may call a meeting of the Executive.

4.4 Quorum

At any and all Executive meetings three (3) members of the Executive shall constitute a quorum. Fifty percent of the Executive members present at the meeting, plus one, shall carry any and all motions.

5. Financial Matters

5.1 Signing Authority

All cheques, documents or undertakings that bind the Association financially or legally must be signed by any two of the following four members: President, Vice President, Treasurer, and Director of Finance. No board member shall sign their own cheques.

5.2 Fiscal Year

The fiscal year for the Association shall commence on April 1 in any given year and end on March 31 in the subsequent calendar year.

5.3 Funding

The Board shall determine the manner and mode by which the Association is to be funded.

5.4 Committee Budgets

Each Board committee shall submit, at a date to be determined by the Executive, an annual operating budget for approval by the Board. Once approved by the Board, the expenditures contained in said budgets are authorized.

5.5 Approval for Expenditure of Funds

Notwithstanding the immediately foregoing, the Board may from time to time authorize a member of the Executive to expend funds up to a maximum of \$500.00, on the condition that a full and proper accounting of said expenditures shall be presented to the Board within sixty days for formal approval. In the event that any expenditures are found by the Board to be unnecessary

or unwarranted, the Board may seek reimbursement from the Executive member who authorized the expenditure(s), provided that such reimbursement can only occur upon a $\frac{2}{3}$ majority vote of the Board.

5.6 Contracts and Agreements

No Board member may make any representation or enter into any agreement without the written authorization of the Board.

6.0 Meetings of the Members

6.1 Annual General Meeting

The Association must hold an Annual General Meeting within ninety (90) days of the fiscal year-end.

6.2 Special Meetings

Special meetings may be called by the President of the Association at the written request of fifty (50) members. A written request, signed by all the members making the request for a special meeting, must be filed with the Secretary. The request shall set out the reasons for the meeting and the business to be transacted at the meeting. Special meetings may be held at such time and such place as may be determined by the Board.

6.3 Notice to Members

The Secretary shall provide notice to the members within thirty (30) days of each Annual General Meeting or Special Meeting.

6.4 Organization of Meetings

The Board is empowered to make any and all decisions necessary for the organization of the Annual General Meeting or Special Meeting.

6.5 Quorum

At any and all Annual or Special Meetings of the Association fifteen (15) members present in person shall be a quorum.

6.6 Voting

- a. All members of the Association may vote at any and all Annual General Meeting or Special Meeting of the Association.
- b. Every member of the Board may vote at the Annual General Meeting to determine the composition of the Board, except the President or Chair, who shall only hold a casting vote.

6.7 Chair

The Chair of all duly constituted Annual and Special meetings shall be the President, Vice-President or President's designate.

6.8 Majority

A majority of 75% of the members present at the meeting, shall carry any and all motions. The Chair shall have only a casting vote at all such meetings.

6.9 Form of Voting

Voting matters of all Annual or Special Meetings shall be by show of hands of the members present. For election of Board or Executive members, voting shall be by secret ballot cast in person by members present.

6.10 Elections for Board

- a. The Chair of the Nominations Committee shall present the slate of candidates for the Board to the Annual General Meeting as provided by sections 3.9(f) of these bylaws.
- b. Nominations for vacant Board positions may also be made in writing from the floor at the Annual General Meeting provided that the nominee is a member and is personally present.
- c. If a vote to fill the vacant Board positions is required then the election shall be conducted by parliamentary procedure, in accordance with Robert's Rules of Order Revised.
- d. In the event of an election for vacant Board positions, the Chairman of the Nominations Committee shall be the Returning Officer, who shall conduct the election and report to the Annual General Meeting as soon as the results are known.

6.11 Appointment of Auditor

If deemed necessary by the members, an auditor may be appointed at the Annual General Meeting and shall have the authority to audit all books, examine all financial records of the Board; and examine and question all statements made by the Board. No compensation shall be paid to the auditor unless otherwise authorized by the Board.

7.0 Branches and Chapters

7.1 Organization of Branches and Chapters

From time to time, the Board may deem it necessary to organize branches or chapters to promote fellowship and maintain friendships of specific groups of alumni. Organization of, and support for, such branches and chapters shall be at the discretion of the Board.

8.0 Protection of Directors, Officers and Others

8.1 Activity of Directors or Officers

Every Director or Officer of the Association authorized to undertake activity or to perform any activity on behalf of the Association and their heirs, executors, administrators and estate shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- a. All costs, charges and expenses sustained or incurred in or about any action, suit or proceeding which is brought, commenced or prosecuted against such person, for or in respect of any deed, act, matter or thing whatever made, done or permitted by them in or about the execution of their office; and,
- b. All other cost, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such charges, costs or expenses as are occasioned by the person's own wilful neglect or default or activity contrary to law.

9.0 Dissolution of the Alumni Association

9.1 Disposal of Property

Upon the liquidation and dissolution of the Association, any remaining property of the Association shall be transferred to the Hill School of Business Students' Society.

10.0 Amendments

10.1 Amendments by the Board

These bylaws may be passed and amended by the Board, as it sees fit, in accordance with regular voting practices, and shall be of force and effect, from the date of said adoption. One (1) week's notice of bylaw proposals must be given to Board members.

10.2 Ratification at Next Annual General Meeting

All bylaws and amendments passed during any year must be subsequently ratified at that year's Annual General Meeting of the members of the Association. In the event that any bylaw is not ratified at said Annual General Meeting:

- a. it shall be deemed to be void and of no force or effect;
- b. for a period of one year thereafter, no subsequent bylaw or amendment having substantially the same purpose or effect shall be effective until confirmed as amended by the members of the Association; and
- c. any expenditures or actions taken in reliance on said bylaw(s) in good faith by the Board shall be deemed to be valid.

10.3 Notice to Members

Thirty (30) days notice must be given to the members of bylaw amendments to be proposed and/or ratified at an Annual General Meeting.

10.4 Coming into Force

A bylaw amendment shall become effective after adoption by the majority of voting members in attendance at the Annual General Meeting at which it is presented.