

**CAPILANO UNIVERSITY ALUMNI ASSOCIATION
CONSTITUTION AND BYLAWS**



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CONSTITUTION

1. NAME

The name of the association will be the Capilano University Alumni Association.

2. PURPOSES

The purposes of the Capilano University Alumni Association are:

- a) to speak on behalf of the alumni community to internal governing bodies of the University;
- b) to represent the alumni community, their achievements, and their endeavours, to the external community; and
- c) to assist in the development of the University, including alumni benefits and services, through voluntary contributions, community engagement, and fund-raising activities.

BYLAW I – TERMS OF REFERENCE

1. In these bylaws, unless the context otherwise requires,

“associate member” means any person who has taken either a credit or non-credit course or class at Capilano University and identifies as a Capilano Alumni, but does not fit into the definition of “member”, as defined in these terms of reference. An “associate member” also means any person who is a retired Capilano University employee;

“board” means the board of directors of the Capilano University Alumni Association;

“Capilano University” means the post-secondary institution Capilano University and is inclusive of Capilano College;

“CUAA” means the Capilano University Alumni Association;

“chairperson” or “chair” means the chairperson of Capilano University Alumni Association board of directors;

“director” means director of the Capilano University Alumni Association board of directors, unless otherwise stated;

“Foundation” means the Capilano University Foundation;

“general meeting” means a meeting of the membership (i.e. annual or special);



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“honourary membership” means any person who has rendered valuable service to Capilano University and has been elected by the membership at a general meeting for such status;

“interim director” means a voting director of the Capilano University Alumni Association board, who has been appointed by the board but has yet to stand for election at a general meeting;

“member” means member of the Capilano University Alumni Association as defined within these bylaws;

“membership” means the collective body of Capilano University alumni;

“non-voting director” means the President of Capilano University, the President of the Capilano Students’ Union, the Chair of the Capilano University Foundation board, a member of the Capilano University Senate, the Past-Chair of the CUAA board, and the Director of Alumni & Development, or their designates;

“officer” means Chairperson/Chair or Vice-Chairperson/Chair;

“past-chair” means the immediate past chairperson who serves on the board as a non-voting member, and adds continuity to the board, especially during transition to the new chairperson of the board

“special resolution” means a resolution that requires at least 75% of the votes cast to be “in favour” in order to pass.

“University” means Capilano University and is inclusive of Capilano College;

“*University Act*” means the *University Act of British Columbia* from time to time in force and all amendments to it;

“vice-chairperson” or “vice-chair” means the vice-chairperson of Capilano University Alumni Association board of directors; and

“voting Director” means either an interim director appointed by the board or a director elected at a general meeting to serve on the board.

BYLAW II – MEMBERSHIP

1. Everyone is a member of the CUAA who is:
 - a) a credentialed graduate of Capilano University; or
 - b) a person who has successfully completed a minimum of 12 credits prior to September 1, 2017 or a minimum of 54 credits during any time on or after September 1, 2017; or
 - c) a recipient of an honorary degree from Capilano University, and

such persons will be eligible for membership once they are no longer registered as a student Capilano University.

2. Associate membership entitles the holder thereof to all of the rights, privileges and responsibilities of any member of the CUAA except voting at general meetings and eligibility to serve as a voting director.
3. Honourary membership entitles the holder thereof to all of the rights, privileges and responsibilities of any member of the CUAA except voting at general meetings and eligibility to serve as a voting director.
4. If a person qualifies as both a “member” and an “associate member” simultaneously, they shall be recognized as a “member”, and their status as a “member” will always supersede their status as an “associate member”.

BYLAW III – GENERAL MEETINGS

1. An annual general meeting of the CUAA will be held every calendar year at the place and time set by the board.
2. General meetings of the members may be convened by resolution of the board, or on receipt of a written request from no fewer than one hundred (100) members.
3. Motions from the membership will be placed on the general meeting agenda upon receipt of a request from a minimum of one hundred (100) members no later than fifteen (15) days prior to the general Meeting.



4. The board will provide at least thirty (30) days' notice of general meetings by publishing a public notice, by posting at the office of the CUAA, and/or by sending notices to members of the CUAA.
5. Quorum at a general meeting will be a minimum ten (10) members consisting of five (5) members who are not currently serving on the board and five (5) voting directors.
6. At any general meeting of the CUAA, each voting member in attendance is entitled to one vote per motion. Associate and honorary life members do not have voting rights at general meetings.
7. There will be no proxies for voting at any general meeting.
8. All general meetings of the CUAA will be chaired by the chairperson or the vice-chairperson of the board. In the absence of both the chairperson and vice-chairperson, the chairperson may designate another director to chair the general meeting.

BYLAW IV – ELECTION TO THE BOARD

1. Eligible members seeking election, or re-election, to the board must be recommended by the board, or by the membership pursuant to Bylaw III.3, in order to stand for election at a general Meeting.
2. Interim directors seeking election to the board must be recommended by the board, or by the membership pursuant to Bylaw III.3, in order to stand for election at a general meeting.
3. If an interim director fails to stand for election, or fails to be elected to the board, at the general meeting immediately following their appointment to the board, their status as an interim director is terminated immediately. They may stand for election at a future general meeting, but may not sit as an interim director again until at least one (1) additional general meeting has passed.
4. If an interim director resigns within the thirty (30) days prior to a general meeting, they may not return to sit as an interim director for a minimum of one calendar year from their resignation date.
5. Election results must be presented and ratified by the board at the board meeting immediately following the general meeting at which the incoming directors were elected.



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6. The following persons are ineligible to serve as directors:
 - a) Any person under the age of 18;
 - b) Any graduate who is registered in three credit-courses or more at Capilano University;
 - c) associate members; and
 - d) honorary Life members.

BYLAW V – TERM OF OFFICE

1. Once elected at a general meeting, the term of office for a director is three years, not including any time spent as an interim director, and may continue until their successor is elected at a general meeting.
2. An elected director may serve a maximum of two consecutive three-year terms, not including any time spent as an interim director, and may continue until their successor is elected at a general meeting.
3. In the event that an elected director wishes to serve a second term on the Board, they must stand for re-election at a general meeting and be successfully elected by the membership in order to continue serving on the board.

BYLAW VI – THE BOARD

1. The composition of the Board is as follows:
 - a) The number of directors serving on the board will be no more than sixteen (16), consisting of ten (10) voting Directors and six (6) non-voting directors.
 - b) The six non-voting directors will consist of the President of Capilano University, the President of the Capilano Students' Union, the Chair of the Capilano University Foundation Board, a member of the Capilano University Senate, the Past-Chair of the CUAA Board, and the Director of Alumni & Development, or their designates.
2. Meetings of the Board will adhere to the following bylaws:



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- a) The board will meet a minimum of four (4) times per year. The schedule of board meetings will be recommended by the chair and approved by the board;
 - b) The chair may call for any additional meetings of the board that they consider necessary;
 - c) Quorum for board meetings will be five (5) voting Directors, which must be achieved in order to conduct business;
 - d) Directors may attend meetings in person, by telephone or video conference;
 - e) Records of meeting activities will be kept by the Development & Alumni Relations Office;
 - f) Board meetings are open to the general membership, except during in-camera discussions; and
 - g) The most recent parliamentary procedures, as outlined by Robert's Rules of Order, will govern any and all Board meetings, general meetings, and committee meetings.
3. Voting on motions from the board will adhere to the following bylaws:
- a) There will be no proxies allowed for voting at any board meeting;
 - b) When an in-person meeting is not feasible, and with the authorization of the chair, a vote may be conducted by mail, electronic communication (i.e. email, video conference, videoconference) or telephone; and
 - c) Unless otherwise provided in these by-laws, a decision of the board will be made by a majority vote of voting directors present in accordance with Bylaw VI(3)(b).
4. A vacancy on the board will be filled by the board through the appointment of an interim director, who may then stand for election at the general meeting immediately following their appointment.
5. Leaves of absence may be considered by the board at their own discretion.

BYLAW VII – OFFICERS

1. The board will elect a chairperson and a vice-chair from its voting directors.

2. The chair will act as chair at all meetings of the board and will be the official representative of the CUAA at all University events, as required.
3. In the absence of the chair, the vice-chair will perform the duties of the chair.
4. In the absence of both the chair and vice-chair, board members will appoint a director from amongst themselves to perform the duties of the chair.
5. Officers immediately cease to serve as officers at the end of their term as a voting director of the board or by a special resolution of the board.

BYLAW VIII – DUTIES AND RESPONSIBILITIES

1. Only the chair and vice-chair are authorized to communicate on behalf of the board, unless directed otherwise by the board.
2. The board will deliver an annual report to the members of the CUAA at each annual general meeting.
3. Pursuant to the *University Act*, the board will, on behalf of the CUAA, nominate candidates for Chancellor to the Capilano University Board of Governors. The Board of Governors appoints the Chancellor.
4. Pursuant to the *University Act*, the board will, on behalf of the CUAA, nominate a member to serve on Senate. Associate and honorary life members are ineligible to serve as the CUAA representative to Senate. The appointment to Senate is made by the University President. If the appointed member is not an elected director of the board, written reports from meetings will be forwarded to the board.
5. Pursuant to the *University Act*, the board will, on behalf of the CUAA, nominate candidates for two (2) positions on the Capilano University Board of Governors. The appointments are made by the Lieutenant Governor in Council for the Province of British Columbia. If the appointed member is not an elected director of the board, written reports from meetings will be forwarded to the board.
6. The board will appoint members to serve as representatives to various Capilano University entities as required. If the appointed member is not an elected director of the board, written reports from meetings will be forwarded to the board.



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7. The board will act honestly and in good faith, and in the best interests of the CUAA and the University as a whole, and exercise the care, diligence, and skill of a reasonably prudent person in carrying out their duties.
8. Directors will use the utmost care and discretion in the handling of confidential and privileged information and will not use such information for personal benefit or gain. Furthermore, directors will not disclose any information discussed in an in-camera meeting of the board without the authorization of the board by resolution.
9. Directors are expected to declare any real or apparent conflict of interest relating to any issue being deliberated by the board, and must recuse themselves from participating in a decision, exercising an official power, or performing an official function when they are in a real or apparent conflict of interest with respect to any such issue.
10. Each director of the board will:
 - a. uphold these bylaws;
 - b. make a reasonable effort to attend all meetings of the board;
 - c. serve as a voting member of at least one (1) committee;
 - d. make a reasonable effort to attend all general meetings of the membership; and
 - e. perform such other duties as may be assigned by the Board.

BYLAW IX – REMOVAL FROM THE BOARD

1. Any voting director who misses two (2) consecutive meetings of the CUAA board within a four-month period, without sufficient reason, will be considered as having resigned his or her position as a director. This determination will be made by the board.
2. The actions of any voting director of the board, may be reviewed by a special resolution at any general meeting. The director being reviewed may be removed from office also by special resolution.
3. The membership may petition for the removal of a voting director by a special resolution passed at a general meeting for which notice was properly given. The petition must be signed by no fewer than one hundred (100) members and must be presented to the board no fewer than fifteen (15) days prior to the general meeting.

BYLAW X – FISCAL YEAR

1. The fiscal year of the CUAA will be from April 1 to March 31 of the next ensuing year.

BYLAW XI - PARTNERSHIPS

1. The CUAA will collaborate with the Development & Alumni Relations Office in promoting and furthering the mutual purposes of the CUAA and the University.
2. The Foundation will be designated as the official financial entity for receiving contributions and revenues on behalf of the CUAA, maintaining and managing investments on behalf of the CUAA, and for distributing the proceeds for the benefit of the CUAA and the University.

BYLAW XII – APPEALS AND SOLICITATION

1. No official solicitation for funds will be conducted in the name of the CUAA without prior authorization by its board, nor will the records of the CUAA be used for fundraising or any other purpose without prior authorization by its board.