
PART 1 - Interpretation

1. In these By-laws and the Constitution, 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 their address as recorded in the register of members;
 - (d) “Society” shall mean and include University of the Fraser Valley Alumni Association or such other name as may be given in the future;
 - (e) “alumni” means students who have graduated with a masters degree, bachelors degree, diploma, certificate or citation or who, prior to January 1, 2004, have earned 30 or more credits, or earned a certificate in a trades program from the University of the Fraser Valley including its predecessors.
 - (f) “members” means those persons described in Part 2 Membership;
 - (g) “ex-officio’ refers to a director who is not elected or appointed, but holds their directorship by virtue of another office that they hold. UFVAA ex-officio directors are non-voting.
 - (h) “office” means elected director position.
 - (i) Fraser Valley College shall be referred to as FVC, University College of the Fraser Valley shall be referred to as UCFV, and University of the Fraser Valley shall be referred to as UFV throughout this document.
 - (j) “Executive Director” means the individual who is assigned as the primary contact person between UFV and the UFV Alumni Association, and supports the activities of the UFV Alumni Association on a full-time basis.
2. Except where there is a conflict, the definitions contained in the Society Act apply to these By-laws on the date these By-laws become effective.
3. Words importing the singular include the plural and vice versa.

PART 2 - Membership

4. Regular Membership

The regular members of the Society shall be comprised of the following persons:

- (a) the applicants for incorporation of the Society, whether or not any such person shall subsequently cease to be a director of the Society, and who shall be entitled to vote at all meetings of the Society;
- (b) students who have graduated with a masters degree, bachelors degree, diploma, certificate or citation from FVC, or the UCFV, or the UFV or who, prior to January 1, 2004, completed 30 or more credits;
- (c) those who have been conferred an honorary Doctorate degree from FVC, UCFV and / or UFV;
- (d) students who have earned a certificate in a trades program from the University of the Fraser Valley including its predecessors.

5. Associate Membership

- (a) Any person not provided for in these By-Laws may be granted Associate Membership by resolution of the Board of Directors.
- (b) Associate members shall be non-voting members of the Association.

6. Honorary Life Membership

- (a) The Board of Directors may confer an Honorary Life Membership on any person who, in its opinion, has made an outstanding contribution to education.
- (b) Honorary Life Members shall be non-voting members of the Association.

7. *redacted*

8. *redacted*

9. *redacted*

10. Voting privileges and nomination for the Board positions are reserved exclusively for Regular Members in Good Standing.

11. Responsibilities of Members

All Members of the Society must:

- (a) abide by the constitution and by-laws of the Society;

- (b) abide by all resolutions passed by the Members at a general meeting and all resolutions passed by the Society's executive.

12. Cessation of Membership

A person shall cease to be a member of the Society

- (a) if a Member withdraws by giving written notice to the Society, or
- (b) on their death, or
- (c) on being expelled, or
- (d) having been a Member not in good standing for 12 consecutive months.

13. Suspension or Expulsion of a Member

- (a) A Member may be expelled by a special resolution of the members passed at a general meeting of the Society.
- (b) The notice of special resolution for suspension or expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed suspension or expulsion.
- (c) The person who is the subject of the proposed resolution for suspension or expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

14. Members in Good Standing

All Members are in good standing except a Member who has failed to pay their subscription or debt due and owing by the Member to the Society and the Member is not in good standing so long as the debt remains unpaid.

PART 3 - Meetings of the Members

- 15. General meetings of the Society may be held virtually or in-person, and at such a time, as the directors decide.
- 16. A general meeting, other than an annual general meeting, shall be an extraordinary general meeting.
- 17. The directors may, when they think fit, convene an extraordinary general meeting.
 - (a) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of planned special business, the general nature of that business.
 - (b) The accidental omission to give notice of a meeting to, or the non-receipt

of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

18. An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 - Proceedings at General Meetings

19. Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements for the fiscal year just ended;
 - (iii) the consideration of report of the directors and auditors;
 - (iv) the election of directors under Part 5;
 - (v) the appointment of an auditor, if required;
 - (vi) the other business that, under these by-laws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
20. (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum for general and special meetings is 1/3 of Directors.
- (d) A quorum for the annual general meeting shall not be less than 10 regular members in good standing or as otherwise determined by the Board of Directors of the Association.
21. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Should quorum not be achieved, at the request of the chair, a new meeting can be called to ensure

quorum or an email can be used as an acceptable vehicle to ensure motions are passed.

22. Subject to bylaw 23, the chair of the Society, the vice-chair or, in the absence of both, one of the other directors present must preside as chair of a general meeting.
23. If at a general meeting
 - (a) there is no chair, vice-chair or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the chair and all the other directors present are unwilling to act as the chairthe regular members present must choose one of their number to be the chair.
24.
 - (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) Where a meeting is adjourned for ten 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.
25. In case of a dispute the most recent edition of Roberts Rules of Order shall govern proceedings.
26. The following rules apply to voting at general meetings of the Society:
 - (a) *redacted*
 - (b) A person who is entitled to vote in an Alumni Association Board of Directors Election may appoint another association member as his/her voting proxy by using the prescribed form available from the Alumni Association Office. The proxy vote form must be filled out and be submitted to the Alumni Association Office prior to the commencement of the vote. A proxy is eligible to vote proxy for one absent member, in addition to their own vote.

PART 5 – Governance and the Board of Directors

27. The affairs of the Society shall be governed by the Board of Directors, who may

exercise all of the powers of the Society subject to

- (a) this constitution and these by-laws, and
 - (b) all laws affecting the society, and
 - (c) rules, not being inconsistent with these by-laws, that are made from time to time by the society in a general meeting.
28. A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
29. (a) The Board of Directors consists of the following voting and non-voting appointed members of the Society:
- Voting Members: Chair, Vice-Chair, Associate Vice-Chairs (x2), and Directors-at-Large (x12).
 - Non-voting ex-officio Members: UFV Chancellor, Chair Emeritus (immediate) of the UFV Alumni Association, UFV Alumni Association Representative on the UFV Senate, and Alumni Representatives on the UFV Board of Governors.
- (b) The subscribers shall appoint, at the date of incorporation of the Society, up to five (5) members, or such greater number as may be determined from time to time by the Members, to serve as directors until the first annual general meeting of the Society.
- There shall be no more than 16 elected directors at any given time. Of the 16 directors, no more than 8 shall be odd year elected directors (four of those positions having been allocated to the four executive positions) and no more than 8 shall be even year elected directors
- (c) No director shall hold office for more than 6 *consecutive* years.
30. (a) Separate elections will be held for the positions of: Director-at-Large, Associate Vice-Chair and Vice-Chair.
- (b) The position of Vice-Chair shall also be considered to be that of "Chair Elect" (though this title shall not be used for operational purposes). As such, the Vice-Chair shall automatically become the Chair once the current Chair completes their two-year term.
- (c) If the Vice-Chair position is vacant, the board may appoint a third Associate Vice-Chair position until such a time as the Vice-Chair position is filled. The Executive will always have a maximum of 4 members.
- (d) The Chair may only serve a maximum of one, two-year term, subject to the exemption outlined in Section (30)(e).

- (e) Should the position of Chair become vacant prior to the Chair completing their two-year term, the Vice-Chair shall automatically become the Chair and shall complete the current term of office left vacant, as well as their own two-year term of office, successively.
 - (f) If the Vice-Chair declines the position of Chair, the Board of Directors – under the authority granted to them in Section (31)(a) – shall appoint a Chair to complete the current two-year term.
 - (g) If the person elected to the position of Vice-Chair has already completed a total of four (or more) years of service, their overall term of service may exceed the maximum defined in Section (29)(c).
 - (h) Any person wishing to seek election (or appointment) to the position of Associate Vice-Chair or Vice-Chair (or Chair), must have served as a Director-at-Large, unless nominated by the Governance Committee
 - (i) All persons who at any time, and for any length of time, have served as Chair of the UFV Alumni Association Board of Directors will be given the title “Chair Emeritus” upon completing their service (retroactive to the “Founding Chair”), unless they have resigned as a result of – or are removed by Special Resolution as per Section (32)(a) for – inappropriate conduct.
 - (j) The immediate “Chair Emeritus” will automatically be appointed to a two-year term as an Ex-Officio member of the UFV Alumni Association Board of Directors; said position is not subject to Section (29)(c). Additionally, the role “Chair Emeritus” can only be filled by the most immediate past-Chair. If said person chooses not to avail himself or herself of this opportunity, then the position of “Chair Emeritus” shall be left vacant. A person who has resigned as a result of – or is removed by Special Resolution as per Section (32)(a) for – inappropriate conduct shall not be afforded this title or the opportunity to serve as an Ex-Officio Board Member.
 - (k) An election may be by acclamation; otherwise it shall be by ballot.
 - (l) If no successor is elected the person previously elected or appointed continues to hold office until a successor is found.
31. (a) The board of directors may appoint a regular member as a director to fill a vacancy in the directors or Executive Committee.
- (b) Directors must disclose to all other UFV Alumni Association directors all material interests in matters that may conflict with their duties to the society.
- (c) The Board of Directors must ensure that all of its directors and senior managers meet qualifications. An individual who is an undischarged bankrupt is not qualified, nor are individuals found incapable by a court, nor are individuals under the age of 18 years old, nor are individuals convicted of fraud-related offences, nor are individuals convicted of certain criminal offences in the past five years.
- (d) All directors, except those elected or appointed at a meeting they attend,

must provide written consent to act as a director of the UFV Alumni Association.

- (e) Any person who is newly appointed to the Board of Directors in-between Annual General Meetings shall be considered to be serving their first year of office and will complete their first year of office as of the next Annual General Meeting.
 - (f) A director so appointed holds office only until the next annual general meeting but is eligible for re-election at the meeting.
 - (g) Notwithstanding Section (31)(c), a director appointed to an executive position shall hold said executive position until such time the current two-year term of that position is over; meaning, until the next 'odd year' Annual General Meeting.
 - (h) The UFV Alumni Association must ensure that a majority of its directors are not employed by or under contract with the society or UFV.
 - (i) The Chair and Vice-Chair must not be employees of UFV.
 - (j) The Board may appoint an Executive Director by majority vote. It is common practice, but not a requirement, that this person will be UFV's Director of Alumni Relations.
32. (a) The regular members may by special resolution remove a director before the expiration of their term of office, and may elect a successor to complete the term of office.
- (b) Non-attendance for two scheduled board meetings between Annual General Meetings without sufficient cause – 'sufficient cause' as determined by the Chair of the board of directors – shall be regarded as an immediate resignation.
- The board member will be sent, to their home address, a letter from the chair stating acceptance of the board member resignation. The vacated position will then be filled by a newly appointed member who will serve out the term of the departing member. The newly appointed member may stand for re-appointment upon completion of the appointed term. Exceptional circumstances will be taken into consideration. The onus is on the absent member to communicate the circumstances of their absences to the board chair.
- (c) The Executive Director may have their appointment revoked by the Board. The Executive Committee may temporarily suspend the Executive Director from their office for up to 30 days until such time as the Board can be convened.
33. The activities of the Society shall be carried on without purpose of gain for its members and any income, benefits or other accretions to the Society shall be used in promoting the purposes as set forth in paragraph 2 of the Constitution of the Society. No Director or officer shall be remunerated for being or acting as a

Director or officer. This clause was previously unalterable.

34. Pursuant to paragraph 3 of the Constitution of the Society, no director or officer shall be remunerated for being or acting as a director or officer but a director or officer may be reimbursed for all expenses necessary and reasonably incurred by them engaged in the affairs of the Society if those expenses have been approved by the board prior to incurring them.

PART 6 – Duties of Officers and Ex-Officio Board Members

35. The Chair shall:
- (a) Preside as Chair at all meetings of the Society and of the Directors;
 - (b) Preside as Chair of the Executive Committee;
 - (c) Preside as Chair of the UFV Joint Chancellor Selection Committee;
 - (d) Serve as the primary liaison to the UFV President and the UFV Board of Governors;
 - (e) Serve as the primary Board contact for the Executive Director;
 - (f) Serve as the primary ambassador of the association at all formal (internal & external) events related to the Society and/or the Institution it serves;
 - (g) Serve – as requested – on additional institutional committees.
36. The Vice-Chair shall:
- (a) Carry out the duties of the Chair during their absence, or as delegated. These responsibilities may include – though are not limited to – the items listed in Section 34 (a), (b), (d), (e), (f), (g) and (h).
 - (b) Preside as Chair of the UFV Joint Chancellor Selection Committee (43(c)) in the event the Chair cannot – under any circumstance – fulfill this duty.
 - (c) Serve as the senior counselor to the Chair.
 - (d) Provide oversight of the Associate Vice-Chairs (x2).
37. The Associate Vice-Chairs (x2) shall:
- (a) Oversee the various committees of the board as determined by the Executive Committee.
 - (b) Will report directly to the Vice-Chair on the activities of the various committees of the board.
 - (c) The Executive Committee is excluded from points (a) and (b) noted above.
38. The Chancellor:
- a) This is strictly an honorary position given that the Chancellor is the Ceremonial Head of the University.
 - b) At the request of the Chair, the Chancellor may participate in certain activities/events relating to the UFV Alumni Association.
39. The Chair Emeritus shall:
- a) Make themselves available to the Board Chair / Executive Committee for the purpose of providing counsel.

- b) Assist with any matters deemed appropriate by the Board Chair.
 - c) Liaise with all previous Chair Emeriti for the purposes of maintaining relations with this unique stakeholder group within the Society.
40. The Executive Director shall:
- a) Attend regular meetings of the Board, Members, and Executive. Attend in-camera meetings of the same if invited by the Chair.
 - b) Serve as the primary liaison between the Board and UFV staff or departments.
 - c) Execute the Strategic Plan set down by the Board under the guidance of the Constitution, Mission, Vision, and Values.
 - d) Be accountable to the Board through expectations, metrics, or KPIs as determined by the Board.
 - e) Exercise any authority delegated to them by the Board through resolutions, terms of reference, or other motions made by the Board.
 - f) Carry out their duties as delegated from the Board through resolutions, policies, terms of reference, or other instructions produced by the Board.
41. The Senate Representative shall:
- a) Shall represent the UFV Alumni Association on the UFV Senate.
 - b) Shall regularly update the UFV Alumni Association Board of Directors on the activities of the Senate.
 - c) Specific duties shall be outlined in an agreement between UFV and the UFV Alumni Association.

PART 7 - Proceedings of Directors

42. (a) The directors may meet virtually or at the places they think fit to conduct business, adjourn and otherwise regulate their meeting and proceedings, as they see fit.
- (b) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office, but shall not, in any case, be less than $\frac{1}{2}$ of all active voting directors.
- (c) Directors must disclose conflicts of interest at every meeting as soon as possible. Board members are expected to disclose the conflict of interest themselves and recuse themselves from votes. The Board Chair may determine there is a conflict of interest, and require the member to abstain from votes.
- (d) The Chair is the chair of all meetings of the directors, but if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the vice chair must act as the chair, but if neither is present the directors present may choose one of the directors to be the chair of that meeting.
- (e) The Chair must at any time, on the request of a director, convene a

meeting of the directors.

43. The board may delegate any, but not all, of its powers to committee which may be in whole or in part composed of directors as it thinks fit.
44. A committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board, and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board of directors may determine.
45. The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed by the rules set out in these by-laws governing the proceedings of the Board.
46. The Board may create such standing and special committees as may from time to time be required. Any such committee shall limit its activities to the purposes for which it is appointed, and shall have no powers except those specifically conferred by a Board resolution. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the task for which it was appointed, a special committee shall automatically be dissolved.
47.
 - (a) The Board must constitute the following Standing Committees: Executive Committee and Governance Committee.
 - (b) The Executive Committee shall consist of the executive members of the board of directors as listed herein: Chair, Vice-Chair, and the Associate Vice-Chairs (x2). The committee shall meet at the call of the Chair and three of the four members will be required for quorum.
 - (c) The Executive Committee may establish or modify additional committees beyond the constituted standing committees as required. Potential committees will be brought before the Board of Directors for discussion.
 - (d) The Executive Committee shall have the authority to appoint and remove all Committee Chairs.
 - (e) A Committee Chair must be a member of the UFV Alumni Association Board of Directors.
 - (f) Each Committee Chair will report to a designated Associate Vice-Chair. Said Associate Vice-Chair will be determined by the Executive Committee and will also serve as an Ex-Officio member of that committee.
 - (g) The Chair and Vice-Chair of the UFV Alumni Association Board of Directors will serve as an Ex-Officio members on all committees, with the exception of the Executive Committee as per Section (46)(b).
 - (h) The Governance Committee shall establish policy regarding committee composition and conduct.

48. (a) Questions arising at any meeting of the directors and committee of directors must be decided by a majority of votes.
- (b) *repealed.*
49. Voting:
- (a) A director in good standing present at a meeting of directors is entitled to one vote.
- (b) Voting is by show of hands, unless the directors or Chair otherwise decide.
- (c) Voting by proxy is not permitted.
50. A resolution in writing, signed by all the directors and placed with the minutes is as valid and effective as if regularly passed at a meeting of directors.
51. A resolution by email, responded to by at least 60% of directors, having the majority that would be required of a motion at a meeting, and complying with the Online Voting policy of the Association is as valid and effective as if regularly passed at a meeting of directors.
52. In the absence of a staff person, the directors must appoint a director to act as the recording secretary for that meeting.

PART 8 – Responsibilities of Committees

53. The Executive Committee (Standing Committee):
- Shall be responsible for all operational & financial matters.
54. Governance Committee (Standing Committee):
- Shall be responsible for succession planning, governance practices, and policy.
55. Special Committees (Ad Hoc and Task Forces):
- All Special Committees shall be given specific objectives by the Executive Committee on a case-by-case basis.

PART 9 - Seal

56. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
57. The common seal must 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 chair and vice-chair or chair and one of the two associate vice-chairs.

PART 10 - Borrowing

58. 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 of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
59. Any financial assistance given outside of the ordinary course of activities of the UFV Alumni Association must be detailed on financial statements.
60. No debenture shall be issued without the sanction of a special resolution passed by 75% of the members of the Society present at an annual general meeting.
61. The members may, by special resolution passed by 75% of the regular members of the Society, present at an annual general meeting, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 11 – Remuneration

62. The UFV Alumni Association must report on remuneration paid to its directors and its highest paid (\$75,000 plus) employees/contractors on its financial statements.

PART 12 - Auditor

63. This part applies only if the society is required or has resolved to have an auditor.
64. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
65. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
66. An auditor may be removed by ordinary resolution.
67. An auditor must be promptly informed in writing of the auditor's appointment or removal.
68. A director or employee of the society must not be its auditor.
69. The auditor may attend general meetings.

PART 13 - Notices to Members

70. A notice may be given to a member, either personally or by mail to the member at the member's registered address, or email or through advertisement in local newspapers in Abbotsford, Chilliwack and Mission or in such other manner as may have been determined by resolution of the members.
71. A notice sent by mail is deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
72. Notices of a general meeting shall be given to:
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
 - (c) No other person is entitled to receive a notice of a general meeting.

PART 14 - By-laws

73. On being admitted to membership, each member is entitled to request and the Society shall give them, without charge, a copy of the constitution and by-laws of the society.
74. These by-laws must not be altered or added to, except by special resolution held at a General Meeting and 75 per cent of the regular members present must vote in favour of the resolution.
75. The records kept by the Society according to regulation and the BC Societies Act are not open for inspection without permission of the Board of Directors or the Executive Committee.

PART 15 – Dissolution of Society

76. If, upon dissolution of the Society there remains, after the satisfaction of all debts and liabilities, including all costs, charges and expenses properly incurred in the dissolution, any funds or other assets of any nature, the same shall be transferred and paid to the University of the Fraser Valley, or such other name as the University of the Fraser Valley may be given in the future.