



Annual General Meeting
 Wednesday, May 29, 2024
 UFV Abbotsford Campus
 Evered Hall, Building S, 6:30-7:30 pm

1. Call to order	Tony Dhaliwal, Chair
2. Land acknowledgement	Michelle Vandepol, Director
3. Approval of the agenda	Tony Dhaliwal, Chair
4. Approval of the minutes: 2023 AGM	Tony Dhaliwal, Chair
5. Welcome & update from UFV	Dr. Joanne MacLean, UFV's President & Vice-Chancellor Susan Mide Kiss, UFV's Vice-President, Community Engagement
6. Auditor waiver	Tricia Taylor, Associate Vice-Chair
7. 2023-24 financial statements	Whitney Fordham; Executive Director, UFV Alumni Association; Director, Alumni Engagement
8. Report from the Executive Director	Whitney Fordham; Executive Director, UFV Alumni Association; Director, Alumni Engagement
9. Report from the Chair	Tony Dhaliwal, Chair
10. Constitution revisions	Bradley Menard, Associate Vice-Chair
11. Bylaw revisions	Bradley Menard, Associate Vice-Chair
12. Elections	Bradley Menard, Associate Vice-Chair, Governance Committee Chair
13. New business & questions	Tony Dhaliwal, Chair
14. Adjournment	Tony Dhaliwal, Chair

Please join us following the formal business portion of the evening for a reception in Evered Hall. The wine experts at Chaberton Estate Winery will lead us in a guided tasting, and you are invited to help us select our 2024 special edition UFV 50 alumni wine varietals. The UFVAA will also present outgoing Directors with service awards.

Present: Derrick Uittenbosch (Chair), Tony Dhaliwal (Vice-Chair), Jennifer Trithardt-Tufts (Director), Amandeep Khinda (Director), Jessica Levesque (Director), Nik A. Venema (Chair Emeritus), Derek Froese (Chair Emeritus), Maxine Bouthot, Aakash Dean, Mandeep Dhaliwal, James Flom, Vladislav Gavrillov, Tyler Kennedy, Courtney Klemets, Azizah Lotfi, Mr. M. Lutfi, Jennifer Martel, Deanna McIntyre, Liana L. Missori, Tanja Neely, Caitlin Pascuzzo, Harman Rathore, Arfhad Shaikh, Gurnoor Sidhu, Andrew Stahl, Cobi Timmermans, Michelle Vandepol, Adalie Schnider, Ashley Ward-Hall, Derek Ward-Hall, Alisa Webb (Vice-President, Students), Cambree Lovesy, Whitney Fordham (Director, Alumni Engagement; Executive Director, UFV Alumni Association), Anthony Biondi (Digital Engagement Strategist, UFV Alumni Engagement), Maggi Davis (Coordinator, Alumni Engagement, recording)

Guests: Susan Mide Kiss (Vice-President, Community Engagement), Laura Authier (Associate Vice-President, Community Engagement), Kyle Baillie (Executive Director, Student Affairs), Garry Fehr (Associate Vice-President, Research and Graduate Studies), Amy Mykes (Director, Community Programming and Experience), Al Wiseman (University Secretary, Secretariat Office), Stefania Pizzirani, Kulveer Singh, Reetu Dhaliwal, Daljit Benning, Jason Benning, Mandeep Benning, Sahaj Bhatia,

1. Call to Order (Derrick Uittenbosch, Chair)

The meeting was called to order at 6:37 pm by Derrick Uittenbosch, Chair.

2. Land Acknowledgement (Tony Dhaliwal, Vice-Chair)

3. Approval of Agenda (Derrick Uittenbosch, Chair)

Motion: Be it resolved that we adopt the UFV Alumni Association 2023 AGM Agenda as presented.

Tony Dhaliwal/ Andrew Stahl
CARRIED

4. Approval of Minutes from the 2022 AGM (Derrick Uittenbosch, Chair)

Motion: Be it resolved that we approve the UFV Alumni Association 2022 AGM Minutes as presented.

Jessica Levesque / Arfhad Shaikh
CARRIED

5. UFV Remarks (Dr. James Mandigo, Acting UFV President & Vice-Chancellor, via video; Susan Mide-Kiss Vice-President, Community Engagement)

Dr. James Mandigo sent greetings to the UFV alumni members via video message. UFV and the Alumni Association are partners, and we are better together. Alumni are our best ambassadors, there is no better way to tell our stories than through our alumni. Dr. Mandigo thanked our alumni community for their engagement with UFV and the UFV Alumni Association. Dr. Mandigo also acknowledged Derrick Uittenbosch for his leadership as UFV Alumni Association Chair since 2021, and further acknowledged the entire alumni board of Directors for their volunteerism. Lastly, Dr. Mandigo congratulated Tony Dhaliwal as he embarks on his new role as Chair of the UFV Alumni Association.

Susan Mide Kiss shared the importance of collaboration between the UFV Alumni Association and UFV. Together, we are enriching lives in our community, and beyond. She recognized the Alumni Association, as well as the Alumni Engagement team for the important work being done. Whitney Fordham was acknowledged for receiving the UFV Inspirational Leader Excellence Award. UFV is preparing for its 50th anniversary in 2024, and looks forward to working together with the UFV Alumni Association.

6. Auditor Waiver (Jennifer Trithardt-Tufts, Associate Vice-Chair)

Motion: That the UFV Alumni Association waive the audit of the UFV Alumni Association's 2022-2023 financial statements.

Jennifer Trithardt-Tufts/Nikolas Venema
CARRIED

7. Financial Statements 2022 -2023 (Whitney Fordham, Executive Director)

Whitney Fordham presented the 2022-23 financial statements previously circulated as part of the AGM meeting package.

Motion: Be it resolved that the UFV Alumni Association approves the 2022-2023 Financial Statements as presented.

Whitney Fordham/Derek Froese
CARRIED

8. Report from the Executive Director (Whitney Fordham, Executive Director)

The Executive Director reported on the work over the past year, focusing on collaboration, mentorship, affinity partnerships, governance, infrastructure, events, community engagement & relationship building, storytelling & communications. The office has engaged with a diverse range of alumni.

9. Report from the Chair (Derrick Uittenbosch, Chair)

The Chair presented highlights from the year. This year's wine label featured artwork by Shannon Thiesen. Our affinity and benefit partners were thanked, these partnerships help us grow. Many UFVAA monetary awards were given out to UFV students, totaling

\$17,000.

The recipient of the inaugural Outstanding Student Leader Award was announced. Congratulations to Manjot Benning (video shown).

Recipients of the 2022 Young Distinguished Alumni and Distinguished Alumni Awards were acknowledged: Kara Chan and Matthew Douma (video shown).

It was highlighted that there are nearly 50,000 UFV alumni around the world, making a global impact.

The Chair recognized that much work still needs to be done on furthering Equity, Diversity and Inclusion; and recognized Director Bradley Menard for stepping into the role of Equity Diversity and Inclusion Officer.

Tony Biondi was welcomed to the Alumni team. The UFV Alumni Engagement team of three is now comprised of all UFV alumni - representing the communities of Mission, Abbotsford, and Chilliwack.

10. Presentation of the UFVAA Strategic Plan (Derrick Uittenbosch, Chair)

The Chair reported on the UFVAA strategic planning process and unveiled the new UFVAA Strategic Plan. The process started several years ago, starting with the Mission Vision and Values. These have now been reviewed and finalized, and strategic pillars were developed. The Executive Director will be exploring how the Alumni Engagement team will be taking the strategic pillars and applying them to the work of the UFVAA.

11. Appointment of Chair (Derrick Uittenbosch, Chair)

The Chair appointed Vice-Chair Tony Dhaliwal to the new role of Chair of the Alumni Association, and welcomed him.

12. Elections (Tony Dhaliwal, Chair)

The Governance Committee nominated Tricia Taylor and Jennifer Trithardt-Tufts for the Executive Committee position of Associate Vice-Chair for 2-year terms. In accordance with the Association's Bylaws, the Chair declared the election to be won by acclamation.

The Governance Committee nominated Jessica Levesque, Aman Khinda, and Bradley Menard to the position of Director-at-Large for 2-year terms. In accordance with the Association's Bylaws, the Chair declared the election to be won by acclamation.

13. New Business and Questions (Tony Dhaliwal, Chair)

14. Adjournment (Tony Dhaliwal, Chair)

Motion: Be it resolved that we adjourn the 2023 UFV Alumni Association AGM.

Derek Froese/Jessica Levesque
CARRIED

The meeting was adjourned at 7:45 pm.

Minutes approved:

Chair: _____ Date: _____

DRAFT



PROVINCE OF BRITISH COLUMBIA

FORM 1

SOCIETIES ACT

CONSTITUTION

1. The name of the Society is the “University of the Fraser Valley Alumni Association” (the “Association”).
2. The purposes of the Association are:
 - a) Sustain and improve connections with all Association members through benefits, programs and services.
 - b) Pursue and engage in opportunities with students of the University through initiatives, campus engagement, programs, and events.
 - c) Increase awareness of the University through alumni benefits and services, volunteerism, community engagement, and philanthropic activities.

Last Updated: January 24, 2024

Long before Canada was formed, the Stó:lō (People of the River) occupied the land on which University of the Fraser Valley campuses are located. They lived in the Fraser Valley and lower Fraser Canyon of British Columbia and they speak Halq'eméylem, also known as the upriver dialect.

The University of the Fraser Valley Alumni Association recognizes and honours the contributions that Indigenous people have made — and continue to make — to our communities.

PART 1 – Interpretation

1. In these Bylaws and the Constitution, unless the context otherwise requires:
 - (a) “Alumni Association Office” means the assigned University of the Fraser Valley staff who provide support to the Alumni Association and the Board of Directors.
 - (b) “Association” means the University of the Fraser Valley Alumni Association or such other name as may be given in the future.
 - (c) “Board of Directors” means all of the current directors of the University of the Fraser Valley Alumni Association.
 - (d) “Chair” shall mean the current chair of the University of the Fraser Valley Alumni Association.
 - (e) “Chair Emerita/us” shall mean the last serving Chair of the University of the Fraser Valley Alumni Association.
 - (f) “Chairs Emeriti” means all past Chairs of the University of the Fraser Valley Alumni Association.
 - (g) “Ex-Officio” refers to a director of the Board who is not elected or appointed, but holds their directorship by virtue of another office

that they hold. University of the Fraser Valley Alumni Association
Ex-Officio directors are non-voting.

- (h) “Executive” means the current Chair, Vice-Chair and Associate Vice-Chairs of the University of the Fraser Valley Alumni Association.
 - (i) “Executive Director” means the individual who is assigned as the primary contact person between University of the Fraser Valley and the University of the Fraser Valley Alumni Association, and supports the activities of the University of the Fraser Valley Alumni Association on a full-time basis, as described in bylaws section 45.
 - (j) “FVC” refers to Fraser Valley College.
 - (k) “Interpretation Act” means the Interpretation Act of British Columbia, RSBC 1996 c. 238, as amended, restated or replaced from time-to-time, and includes its regulations.
 - (l) “Officer” means the current Chair, Vice-Chair and Associate Vice-Chairs of the University of the Fraser Valley Alumni Association.
 - (m) “Senior Manager” means the Executive Director of the University of the Fraser Valley Alumni Association.
 - (n) “Societies Act” means the Societies Act of British Columbia, SBC 2015 c. 18, as amended, restated or replaced from time-to-time, and includes its regulations.
 - (o) “UCFV” refers to University College of the Fraser Valley.
 - (p) “UFV” refers to University of the Fraser Valley.
 - (q) “University Act” means the University Act of British Columbia, RSBC 1996, c. 468, as amended, restated or replaced from time-to-time, and includes its regulations.
2. Except where there is a conflict, the definitions contained in the Societies Act apply to these bylaws on the date these bylaws become effective.
 3. Words importing the singular include the plural and vice versa.

PART 2 – Membership

4. The regular members of the Association shall be comprised of the following persons:
 - (a) The applicants for incorporation of the Association, whether or not any such person shall subsequently cease to be a director of the Association, and who shall be entitled to vote at all meetings of the Association.
 - (b) Students who have graduated with a master's degree, bachelor's degree, diploma, certificate, or citation from FVC, UCFV or UFV or who, prior to January 1, 2004, completed 30 or more credits.
 - (c) Those who have been conferred an honorary degree from FVC, UCFV and/or UFV
 - (d) Students who have earned a certificate in a trades program from the UFV including its predecessors.
5. The Associate Members of the Association shall be comprised of the following persons:
 - (a) Any person not provided for in these bylaws may be granted Associate Membership by resolution of the Board of Directors.
 - (b) Associate Members shall be non-voting members of the Association.
6. Those persons with 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. Voting privileges and nomination for the Board of Directors positions are reserved exclusively for Regular Members in good standing, as described in bylaws section 11.
8. All Members 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 Association's Executive.
9. A person shall cease to be a Member of the Association:
- (a) If they withdraw their membership by giving written notice to the Association.
 - (b) As a result of their death.
 - (c) By being expelled by the Board of Directors.
 - (d) By having not been in good standing for twelve consecutive months.
10. Suspension or expulsion as a Member:
- (a) A Member may be expelled by a special resolution of the members passed at a general meeting of the Association.
 - (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.
11. All Members are in good standing except those who the Board of Directors deems as not in good standing.

PART 3 – Meetings of the Members

12. General meetings of the Association may be held virtually or in-person, and at such a time as the Board of Directors decide.
13. A general meeting, other than an annual general meeting, shall be an extraordinary general meeting.
14. The directors may convene an extraordinary general meeting if:
- (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.
15. An annual general meeting must be held every year with no other timing requirement.
- (a) An annual general meeting need not actually be held if all voting members consent to the business.

PART 4 – Proceedings at General Meetings

16. 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 reports from the directors and auditors.
 - (iv) The election of directors as described under bylaws part five.
 - (v) The appointment of an auditor as described under bylaws part 12.
 - (vi) The other business that, under these bylaws, 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.

17. Matters of quorum:
 - (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 one-third (1/3) of the Board of Directors.
 - (d) A quorum for the annual general meeting shall not be less than ten regular members in good standing or as otherwise determined by the Board of Directors.
18. 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.
 - (a) Approval by verified email can be used as an acceptable means to ensure motions are passed.
19. The Chair of the Association, the Vice-Chair, or in the absence of both, one of the other directors who is present must preside as chair of the general meeting.
 - (a) If the Chair, Vice-chair and other directors are not present within fifteen minutes after the time appointed for holding the meeting, or are unwilling to act as chair, the regular members present must choose a chair from amongst themselves.
20. A general meeting may be adjourned:
 - (a) 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 these bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 21. In case of a dispute, the most recent edition of Robert's Rules of Order shall govern proceedings.
- 22. A member who is entitled to vote in a Board of Directors election may appoint another member as their voting proxy by using the prescribed form available from the Alumni Association Office.
 - (a) The proxy vote form must be filled out and be submitted to the Alumni Association Office prior to the commencement of the vote.
 - (b) A proxy is eligible to vote for one absent member, in addition to their own vote.

PART 5 – Governance and the Board of Directors

- 23. 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:
 - (a) The constitution and these bylaws.
 - (b) All laws affecting the Association.
 - (c) Rules, not being inconsistent with these bylaws, that are made by the Association in a general meeting.
- 24. If there is a conflict between a definition of the Societies Act and a definition or rule in the Interpretation Act relating to a term used in these bylaws, the definition in the bylaws will prevail except in the case of bylaw section two or as otherwise required by the Acts.
- 25. The Board of Directors consists of the following voting and non-voting appointed members of the Association:
 - (a) Voting Members: Chair, Vice-Chair, Associate Vice-Chairs (maximum of two, except as described in bylaws section 27(c)), and Directors-at-

Large (maximum of 12).

- (i) There shall be no more than 16 elected directors at any given time.
 - (ii) Separate elections will be held for the positions of Director-at-Large, Associate Vice-Chair and Vice-Chair.
 - (iii) Of the 16 directors, no more than eight shall be odd year elected directors four of those positions having been allocated to the four executive positions) and no more than eight shall be even year elected directors.
 - (iv) No director shall hold office for more than six consecutive years.
 - (b) Non-voting Ex-Officio Members: UFV Chancellor, Chair Emerita/us, Association Representative on the UFV Senate, and Association Representatives on the UFV Board of Governors.
26. The Chair may only serve a maximum of one two-year term, subject to the exemption outlined in bylaws section 27(b).
27. The position of Vice-Chair shall also be considered that of “Chair Elect” though this title shall not be used for operational purposes.
- (a) The Vice-Chair shall automatically become the Chair once the current Chair completes their two-year term.
 - (b) 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.
 - (i) 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 bylaws section 26.
 - (ii) If the Vice-Chair declines the position of Chair, the Board of Directors, shall appoint a Chair to complete the current two-year term.
 - (c) If the Vice-Chair position is vacant, the Board of Directors may appoint a third Associate Vice-Chair until such a time as the Vice-Chair position

is filled.

28. Any person wishing to seek election or appointment to the position of Associate Vice-Chair, Vice-Chair or Chair, must have served as a Director-at-Large, unless nominated by the Governance Committee.
 - (a) The Board of Directors may appoint a regular member as a director to fill a vacancy in the Board of Directors or in the Executive.
 - (i) 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.
 - (b) An election may be by acclamation, otherwise it shall be by ballot.
 - (c) If no successor is elected the person previously elected or appointed continues to hold office until a successor is found.
29. All persons who, for any length of time, have served as Chair of the Board of Directors will be given the title Chair Emerita/us upon completing their service.
 - (a) The immediate Chair Emerita/us will automatically be appointed to a two-year term as an Ex-Officio member of the Association.
 - (i) The role Chair Emerita/us can only be filled by the most immediate past-Chair.
 - (ii) If that person chooses not to avail themselves of this opportunity, then the position of Chair Emerita/us shall be left vacant.
 - (iii) A person who has resigned as a result of or is removed by Special Resolution shall not be eligible for this title.
30. Members of the Board of Directors must disclose to the Board of Directors all real and/or perceived conflicts of interest.
31. The activities of the Association shall be carried on without purpose of gain for its members and any income, benefits or other accretions to the Association shall be used in promoting the purposes as set forth in the Constitution of the Association.
 - (a) 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 necessarily and reasonably incurred while engaged in the affairs of the Association. This clause is not alterable.

32. The Board of Directors must ensure that all of its directors and the senior manager meet qualifications prescribed by the Societies Act. The following would disqualify a director or senior manager:
 - (a) An individual who has an undischarged bankruptcy.
 - (b) An individual found incapable by a court.
 - (c) An individual under the age of 18 years old.
 - (d) An individual convicted of fraud-related offences.
 - (e) An individual convicted of certain criminal offences in the past five years.
33. All directors must provide written consent to act as a director of the Association unless the election or appointment occurs at a meeting and the individual does not refuse.
34. 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.
35. The Association must ensure that a majority of its directors are not employed by or under contract with the Association or UFV.
 - (a) The Chair and Vice-Chair must not be employees of UFV.
36. Directors have a fiduciary duty to act in the best interests of the Association and with a view to its purposes. Directors may be personally liable for unauthorized distribution of Association's money or other assets. Directors may be relieved of liability if they reasonably relied on professional advice, and court may relieve the liability of a director who, in the circumstances of the case, acted honestly and reasonably.
37. 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 Engagement.

38. The Executive Director may have their appointment revoked by the Board of Directors.
 - (a) The Executive Committee may temporarily suspend the Executive Director from their office for up to 30 days until such time as the Board of Directors can be convened.

39. Removal of a Member of the Board of Directors:
 - (a) Regular members of the Association 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 meetings of the Board of Directors, 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. Exceptional circumstances will be taken into consideration. The onus is on the absent director to communicate the circumstances of their absences to the Chair.
 - (c) If a director is removed, the Chair will send a letter to the director's mailing address stating acceptance of the resignation.

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

40. The Chair shall:
 - (a) Preside as Chair at all meetings of the Association and of the Board of Directors.
 - (b) Preside as Chair of the Executive Committee.
 - (c) Preside as Co-Chair of the UFV Joint Chancellor Selection Committee, per Section 11 of the University Act of British Columbia.
 - (d) Serve as the primary liaison to the UFV President and the UFV Board of Governors.
 - (e) Serve as the primary ambassador of the Association at all formal (internal and external) events related to the Association and/or UFV.

- (f) Serve on additional UFV committees, as required.
41. 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, those listed in bylaws section 40.
 - (b) Serve as the senior counselor to the Chair.
 - (c) Provide oversight of the Associate Vice-Chairs.
42. The Associate Vice-Chairs shall:
- (a) Oversee committees of the Board of Directors, as determined by the Executive Committee.
 - (b) Will report to the Vice-Chair on the activities of the committees of the Board of Directors.
 - (c) Carry out the duties of the Chair or Vice-Chair during their absence, or as delegated.
43. The Chancellor:
- (a) Serves in an honorary position as the ceremonial head of UFV.
 - (b) At the request of the Chair may participate in activities and events relating to the Association.
44. The Chair Emerita/us shall:
- (a) Make themselves available to the Chair and the Executive Committee for the purpose of providing counsel.
 - (b) Assist with any matters deemed appropriate by the Chair of the Board of Directors.
 - (c) Liaise with previous Chairs Emeriti.
45. The Executive Director shall:
- (a) Attend regular meetings of the Board of Directors, Members, and

Executive, or as deemed necessary by the Board.

- (b) Serve as the primary liaison between the Board of Directors and UFV staff and/or departments.
 - (c) Execute the Strategic Plan as approved by the Board of Directors under the guidance of the Constitution, Mission, Vision, and Values.
 - (d) Be accountable to the Board of Directors through expectations, metrics or as otherwise determined by the Board of Directors.
 - (e) Exercise any authority delegated to them by the Board of Directors through resolutions, terms of reference or other motions made by the Board of Directors.
 - (f) Act as the Secretariat to the Association, the Board of Directors, and all standing and special committees of the Association, providing custodianship over the official records of these bodies, ensuring maintenance and access to their records and compliance with regulatory and governmental bodies.
 - (g) Carry out their duties as delegated by the Board of Directors through resolutions, policies, terms of reference, or other instructions produced by the Board of Directors.
46. The one Senate Representative, selected according to Part 7 of the University Act of British Columbia, shall:
- (a) Represent the Association on the UFV Senate.
 - (b) Regularly update the Board of Directors on the activities of the UFV Senate.
47. The two Board of Governors Representatives, selected according to Part 6 of the University Act of British Columbia, shall:
- (a) Represent the Association on the UFV Board of Governors.
 - (b) Regularly update the Board of Directors on the activities of the UFV Board of Governors.

PART 7 – Proceedings of Directors

48. The Chair is the chair of all meetings of the Board of 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. If neither is present, the directors in attendance may choose one of the directors to be chair of that meeting.

49. The Chair must at any time, on the request of a director, convene a meeting of the directors.
50. 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.
51. The directors may set the quorum necessary to conduct business, and unless stated otherwise, shall be no less than one-half (1/2) of all active voting directors.
52. Motions arising at any meeting of the directors and/or committees must be decided by a majority of voting members in attendance.
53. Directors must disclose material interests in proposed or existing contracts or transactions or in a matter that might put a director's interest in conflict with the director's duties to the Association. Disclosures must be recorded and accessible to members.
 - (a) Board members are expected to self-disclose the conflict of interest and recuse themselves from any related votes.
 - (b) The Chair may determine there is a real or perceived conflict of interest and require the member to abstain from votes relating to the matter.
54. Voting:
 - (a) A director present at a meeting of the Board of Directors is entitled to one vote.
 - (b) Voting is by show of hands, unless the directors decide otherwise.
 - (c) Voting by proxy is not permitted.
55. A resolution in writing, signed by all the Board of Directors and placed with the minutes is as valid and effective as if regularly passed at a meeting of directors.
56. A resolution by email, responded to by a majority of voting directors, and all policies of the Association, is as valid and effective as if regularly passed at a

meeting of directors.

57. In the absence of a staff person, the Board of Directors must appoint a director to act as the recording secretary for that meeting.

PART 8 – Responsibilities and Composition of Committees

58. The Board must constitute the following Standing Committees: Executive Committee and Governance Committee.
59. The Executive Committee shall:
- (a) Have a membership consisting of the Executive.
 - (i) Three of the four members will be required for quorum.
 - (b) Be responsible for all operational and financial matters.
 - (c) Review all agenda items going to meetings of the Board of Directors.
 - (d) Have the authority to appoint and remove all Committee Chairs.
 - (e) Recommend the establishment or modification of committees and their Terms of Reference beyond the constituted Standing Committees, as required.
 - (i) Potential committees will be brought before the Board of Directors for approval.
 - (f) Perform other duties, as required by the Board of Directors.
60. The Governance Committee shall:
- (a) Have a membership consisting of no less than two voting members of the Board of Directors, including at least one member of the Executive.
 - (b) Maintain and review the bylaws and other governing documents of the Association.
 - (c) Develop recommendations for the governance and policies of the Board of Directors.
 - (d) Establish policy regarding committee composition and conduct.
 - (e) Make recommendations regarding recruitment, on-boarding and off-

boarding of members of the Board of Directors, standing and special committees, and alumni representatives on the UFV Board of Governors, and the UFV Senate.

- (f) Perform other duties, as required by the Board of Directors.
61. A Committee Chair must be a member of the Board of Directors.
 62. Unless otherwise decided by the Executive Committee, each Committee Chair will be a member of the Executive or report to a designated member of the Executive. That designated member will be determined by the Executive Committee and will also serve as an Ex-Officio member of that committee.
 63. The Board of Directors may create standing and special committees, as 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 resolution of the Board of Directors.
 - (a) All special committees must be created for a specified period of time.
 - (b) Upon completion of the task for which it was appointed, a special committee shall automatically be dissolved.
 64. The Board of Directors may delegate any, but not all, of its powers to a committee which may be in whole or in part composed of directors.
 - (a) A committee, in the exercise of the powers delegated to it, shall conform to all rules that are imposed by the Board of Directors, and shall report every act or thing done in exercise of those powers at the next meeting of the Board of Directors held after it has been done, or at such other time as may be determined by the Board of Directors.
 - (b) Meetings of a committee shall be governed by the rules set out in these bylaws governing the proceedings of the Board of Directors.

PART 9 – Seal

65. The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
66. The common seal must be affixed only when authorized by a resolution of the Board of 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 Associate Vice-Chairs.

PART 10 – Borrowing

67. In order to carry out the purposes of the Association, the directors may, on behalf of and in the name of the Association, 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.
68. Any financial assistance given outside of the ordinary course of activities of the Association must be detailed on financial statements.
69. No debenture shall be issued without the sanction of a special resolution passed by 75% of the members of the Association present at an annual general meeting.
70. The members may, by special resolution passed by 75% of the regular members of the Association, 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

71. The Association must disclose remuneration paid to directors, and to the highest paid employees and contractors (earning over \$75 000), in their financial statements.

PART 12 – Auditor

72. This part applies only if the Association is required or has resolved to have an auditor.
73. The first auditor must be appointed by the Board of Directors who must also fill all vacancies occurring in the office of auditor.
74. At each annual general meeting the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
75. An auditor may be removed by ordinary resolution of the Board of Directors.
76. The auditor must be promptly informed in writing of the auditor's appointment or removal.
77. A director, senior manager or employee of the Association is not eligible to be an auditor.

78. The auditor may attend general meetings, but will have no voting privileges.

PART 13 – Notices to Members

79. A notice may be given to a member, either personally or by mail to the member at their mailing address, 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.

80. 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 Canada Post office receptacle.

81. Notices of a general meeting shall be given to:

(a) Every member shown on the register of members on the day notice is given.

(b) The auditor, if one has been assigned.

(c) No other person is entitled to receive a notice of a general meeting.

PART 14 – Bylaws

82. Members are entitled to request a copy of all corporate records, with exception of the register of members.

83. Pursuant to Division 4 of the Societies Act, these bylaws must not be altered or added to, except by special resolution held at a general meeting and two-thirds (2/3) of the regular members present must vote in favour of the resolution.

84. The records kept by the Association 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 Association

85. If, upon dissolution of the Association 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 UFV, or such other name as UFV may be given in the future.

86. Outside of the dissolution process, the Association may not dispose of its assets to any person unless:
- (a) The Association receives full consideration in return.
 - (b) The payment is in furtherance of the Association's purposes.
 - (c) The payment is to a qualified recipient (another asset-locked entity such as a charity).
 - (d) The payment is otherwise required or authorized by law.