

## Durham College Alumni Association Constitution

Prepared by: Alumni Association Bylaw Committee

Approved by: Alumni Association Board of Directors, May 6, 2015

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# Durham College Alumni Association Constitution

## September 2015

### ARTICLE ONE

#### 1:0 Name and Definitions

##### 1.01 Name

The name of the organization shall be the Durham College Alumni Association (DCAA) hereafter referred to as the "Association".

##### 1:02 Definitions

- a) "Association" refers to the DCAA.
- b) "Alumni" includes alumnus and alumna.
- c) "College" refers to Durham College of Applied Arts and Technology.
- d) "Board" shall mean the Durham College Alumni Association Board of Directors.

### ARTICLE TWO

#### 2:0 Purpose of the Alumni Association

The Association exists to provide programs and activities that can regularly serve past and present alumni and to support, improve and serve the College.

### ARTICLE THREE

#### 3:0 Vision of the Alumni Association

To promote the exposure of the Alumni Association and Durham College through an engaging and beneficial link between Durham College and its alumni community.

## **ARTICLE FOUR**

### **4:0 Mission of the Alumni Association**

- 4.1 To encourage and develop mutually beneficial professional relationships between current students and alumni and act as ambassadors for the College.
- 4.2 To promote and encourage current students and alumni to fully participate in social and professional development activities.
- 4.3 To generate funding for scholarships, bursaries and special projects.
- 4.4 To contribute to the growth and prestige of the College.
- 4.5 To build a sense of community among alumni by keeping them informed of College and alumni news and advocating on behalf of the alumni.
- 4.6 To support activities which are in direct alignment with the Durham College mission statement.

## **ARTICLE FIVE**

### **5:0 Membership**

Membership in the Association shall consist of both Alumni and Honorary Alumni members.

#### 5.1 Alumni Member

- a) Any person who has successfully completed a full-time post-secondary diploma, certificate program, graduate certificate program or Skilled Trades and Apprenticeship program from Durham College.
- b) Any person who has successfully completed through part-time Continuing Education, a post-secondary diploma, certificate program or graduate certificate program from Durham College.

Only Alumni Members may hold a Board position and have voting privileges.

#### 5.2 Honorary Alumni Member

The Board may grant an Honorary Membership to those individuals who have demonstrated or performed outstanding service to the college and/or Association. A two-thirds (2/3) majority vote of the Board is required to approve such Honorary Alumni Membership. Honorary Alumni Members are non-voting.

## ARTICLE SIX

### 6:0 Board of Directors

6.1 The Board will establish and review long term plans/strategies to meet the mission as determined in Article 4.0.

### 6.2 Composition

- a) The Board shall consist of 9 to 12 members of whom a minimum of two thirds (2/3) shall be external community members and not employees of the college. The Board shall seek to have representation over time from the various schools, programs and years of graduation from Durham College.
- b) There may also be representation from Durham College students of The Student Association of Durham College and UOIT. This shall be an ex-officio, non-voting position and shall be deemed as "College Appointee".
- c) The Associate vice-president Office of Development, Annual Development/Alumni Relations Administrator and the Alumni/Development Officer shall sit on the Board in an ex-officio, non-voting capacity.
- d) Any alumni member of the Association may attend any meeting of the Durham College Alumni Association Board as non-voting observers except for in-camera sessions unless invited by the Board.
- e) Guests may be permitted at a meeting of the Board at the invitation of any Board member or Alumni Department staff.

### 6.3 Code of Conduct

Every Board member shall comply in accordance with the following Code of Conduct:

- a) Be committed to the mission of the Durham College Alumni Association
- b) Act in a manner consistent with the mission and vision of the Association
- c) Focus efforts on the mission of the Association
- d) Accept responsibility to work as a productive, cooperating member of the Board
- e) Ensure no conflicts of interest between one's position as a Board member and one's personal and professional life
- f) Support in a positive manner all actions taken by the Board even when one is in a minority position on such actions
- g) Maintain confidentiality as determined by the Board
- h) Be accountable to the "moral ownership" with the rest of the Board members for competent, conscientious and effective accomplishment of the obligations of the Board

- i) Attend meetings consistently, prepare for meetings, and participate fully to achieve the vision and mission of the Association
- j) Attend alumni-related functions and participate regularly in alumni activities and events
- k) Respect the board's responsibility is to focus on the mission and vision of the association and not the daily operation and management which is the responsibility of the Alumni staff.

#### 6.4 Quorum

For the purpose of a vote at Board meetings, a majority of voting members of the Board shall constitute a quorum and such majority must include either the President or Vice-president.

#### 6.5 Qualifications

- a) The Board Directors shall be elected by the Alumni Members of the Association at the Annual General Meeting.
- b) All voting members of the Board shall be Alumni Members of the Association.

#### 6.6 Terms of Office

- a) Each Board member, excluding ex-officio members, shall be elected for a term of three (3) years and may serve up to two (2) 3-year terms.
- b) The term for President/Vice-President is two (2) years. If there are no successors, an optional two year term in these positions may be voted on at the first regular board meeting after the annual general meeting. Terms of office shall not exceed 4 years.
- c) No person shall serve as a Board member for more than six (6) consecutive years, with the exception of the Past President; however, after an absence of two (2) years such person shall again be eligible for re-election for successive terms in accordance with 6.6 (a) herein.
- d) All outgoing Presidents serve as Past President for the Executive team following his/her President's term.

## 6.7 Vacancies

Vacancies on the Board may be filled at any time as required by the Board from Alumni Members of the Association. The appointment shall constitute the duration of the term of the vacating Director.

## 6.8 Removal from Board

- a) The Board shall have the right to remove any member of the Board, on a two-thirds (2/3) majority vote, for conduct unbecoming or prejudicial to the aims or reputation of the Association or the College or for failing or being unable to carry out the duties of the position for which he or she was elected or appointed.
- b) Any Board Director who is absent for 50% or more meetings each year may be removed from board, but shall have at least thirty (30) days' notice and full opportunity to explain his/her actions in person before a final vote is taken by the Board.

## 6.9 Conflict of Interest

It is acknowledged that a conflict of interest by a board member, with any executive or directorial position with one's place of employment or with any other activity, is not acceptable. If a conflict of interest is brought to the Board, the Board will convene a Committee of Review, pursuant to 6.11 herein to investigate the alleged conflict of interest and make a ruling. This Committee of Review may propose either a temporary or permanent suspension of responsibilities of a member found to be in conflict.

## 6.10 Meetings of the Board

- a) The Board will meet at dates, times and places to be determined by the Board at the first meeting of the Board. Additional meetings as required may be held at the call of the President or quorum of the Board. Notice of every meeting shall be delivered to all Board members and Alumni staff electronically at least seven (7) days prior to the meeting. The Board shall meet a minimum of four (4) times during the year.
- b) The Board shall utilize available technologies appropriate and available to facilitate the inclusion of Board Directors living at a distance from the Durham Region.
- c) The incoming President and Vice-president shall be elected at the first regular Board meeting held after the Annual General Meeting.
- d) Meetings of the Board shall be open to the membership with the exception of in-camera sessions.

- e) Only voting members of the Board, Alumni staff noted in 6.2 (c) and those so invited by the Board may attend in-camera sessions of any meeting of the Board.

#### 6.11 Committees and Working Groups

- a) The Board shall establish the following standing committees:
  - 1) Nominating Committee
  - 2) Committee of Review
  - 3) Constitution Committee
  
- b) The Board may establish or disband by resolution any ad-hoc committees or working groups it deems necessary to carry out the affairs of the Association.

### **ARTICLE SEVEN**

#### **7.0 Executive Committee**

7.1 The Executive Committee shall be comprised of the following positions:

- a) President
- b) Vice-president
- c) Past president
- d) Annual Development/Alumni Operations Administrator
- e) Alumni/Development Officer

7.2 Duties of the Executive

7.3 President

- a) Shall chair all meetings of the Board of Directors, the Annual General Meeting and Special General Meetings of the Association.
- b) Shall be spokesperson to the community at large in adherence with Durham College Administration External Communication policy (see attached Policy # ADMIN-219).
- c) Shall be the deciding vote in the event of a tie vote.
- d) Shall prepare and present to the Annual General Meeting of members a report on the activities of his/her past term of office.
- e) Shall be the liaison for the Office of Development.
- f) Shall conduct meetings in a parliamentary fashion.
- g) May serve in ex-officio capacity on all committees

#### 7.4 Vice-president

In the absence of the President, the Vice-president shall assume the President's responsibilities and duties. The Vice-president succeeds to the office of President for the unexpired term should the office become vacant.

#### 7.5 Past President

The Past President shall act in an advisory capacity and mentor the current Board of Directors.

#### 7.6 Annual Development and Alumni Operations Administrator

The Annual Development and Alumni Operations Administrator shall act as a liaison from the Alumni Department to the Alumni Association Board and report on matters with respect to this role.

#### 7.7 Alumni/Development Officer

The Alumni/Development Officer shall act as Secretary/Treasurer in preparing notice of and information for meetings, recording minutes, preparing and submitting financial reports; and other related duties and responsibilities as required for this position.

#### 7.8 Directors

- a) Shall attend all Board meetings subject to Article 6.8.
- b) Shall actively support the alumni vision and mission as outlined in Article 4.0.
- c) Shall follow Code of Conduct as detailed in Article 6.3.

### **8.0 Annual and Special General Meetings**

#### 8.1 Annual General Meeting

- a) The Annual General Meeting will be held once per calendar year at a time and place as selected by the Board to receive the annual and other reports, ratify new members and conduct any other business brought before the meeting. The meeting shall be chaired by the current President or a designated Vice-President.
- b) Notice of the Annual General Meeting shall be posted on the college website and appropriate social media networks at least thirty (30) days prior to the meeting stating the date, time and place.



## 8.2 Special General Meeting

A Special General Meeting of members may be called by the Board as follows:

- a) Provided such a meeting is requested and passed by a vote of 2/3 of the Board
- OR**
- b) With a written request by a minimum of 50 alumni members sent to the Associate Vice-president Office of Development and the President of the Alumni Association Board stating the proposed business to be conducted.

Notice of the Special General Meeting shall be posted on the college website and appropriate social media networks at least thirty (30) days prior to the meeting stating the date, time and place.

## 8.3 Proxies

- a) Every Alumni Member is entitled to one vote at a meeting of Members.
- b) Any voting member attending may bear only one (1) proxy and vote only one (1) proxy in addition to his or her own vote.
- c) At any meeting of the Members, every question shall be decided by a majority vote. Voting will be by a show of hands unless a ballot vote is requested by a Voting Member. In the event of a tie vote, the President shall have the deciding vote.
- d) Every member entitled to vote at a meeting may, by means of proxy, appoint a Board member to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy vote shall be in writing and shall be executed by the member entitled to vote.
- e) A proxy may be in such form as determined by the Board and shall be deposited with the Secretary (Alumni Officer) five (5) business days in advance of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

## **ARTICLE NINE**

### **9.0 Elections**

#### **9.1 Eligibility**

A nominee for Board Director, at the time of application for nomination, must be an Alumni member of the Association in good standing as determined by the current Board.

#### **9.2 Nominations**

Nominations from the Association membership shall be received by the Board, sixty (60) days in advance of the Annual General Meeting. During the Nomination process, the current Board may review and disallow any nominee who is deemed to have a conflict of interest.

#### **9.3 Nominating Committee**

The Nominating Committee shall make recommendations regarding election procedures which will be approved by the Board. The Nominating Committee will also be responsible for conducting elections under the direction of the Alumni staff designate.

#### **9.4 Voting**

Membership voting shall be restricted to positions of Board Directors only. The President and Vice-president positions shall be elected by the Board.

#### **9.5 Ballots (Applicable only for President and Vice-president)**

A closed ballot shall be cast for each position for which two or more nominees have been nominated. Prior to the casting of the ballot, each nominee will have the opportunity to make a presentation to the Board for the position to which they have been nominated. If there is only one nominee for any Executive position, the nominee shall be acclaimed to the position and no ballot shall be cast.

#### **9.6 Governing Rules**

The rules contained within the latest edition of the Robert's Rules of Order shall govern this Association.

## **ARTICLE TEN**

### **10.0 Amendments to the Constitution**

- 10.1 Any amendment shall be submitted by way of notice of motion in writing signed by a mover and seconder, who shall be Alumni members of the Association. Such notice shall be filed with the Board at least thirty (30) days prior to such meeting. Any amendment must be brought duly forward for a vote at the Annual General Meeting or Special General Meeting.
- 10.2 This constitution may be amended by a two-thirds (2/3) vote of the members of the Association, provided that the amendment has been submitted with the notice of such meeting.

## **ARTICLE ELEVEN**

### **11.0 Indemnification**

Whereas the DCAA does not have its own Directors and Officers insurance policy, the Alumni is listed as an affiliate under the College's insurance policy. Therefore, the College policy applies to the Directors and Officers.

The DCAA shall indemnify and save harmless every Director of the DCAA from and against:

- a) All costs, charges, expenses which such director reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- b) All other costs, charges and expenses which he or she reasonably sustains or incurs in relation to the affairs of the DCAA except costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## **ARTICLE TWELVE**

### **12.0 Remuneration**

The Directors shall serve as such without remuneration and no Director will profit directly or indirectly from his or her position as such, provided that the Directors are entitled to reasonable out of pocket expenses incurred in the exercise of their duties.