

**Durham College Alumni Association (DCAA)**

**Constitution**

(with proposed amendments)

Prepared by: DCAA Constitution Committee, July 15, 2019

Approved by: DCAA Board of Directors, July 19, 2019

Presented for approval at Annual General Meeting, September 11, 2019

## **Durham College Alumni Association Constitution**

### **September 11, 2019**

#### **ARTICLE 1 Name and Definitions**

1.01 Name

The name of the organization shall be the Durham College Alumni Association (DCAA).

1:02 Definitions

“Alumni”	See Section 5.02; Alumni includes alumnus and alumna
“Annual General Meeting”	An annual meeting of the Association
“Association”	Durham College Alumni Association
“Board”	Board of Directors
“Board Director”	An Alumni Member who is elected by the Association
“Board Member”	Student Representative and designated Alumni Staff as noted in 6.02
“Board Meeting”	Meeting of the Board
“College”	Durham College of Applied Arts and Technology
“Conflict of Interest”	Work (paid or unpaid), activity, or relationship that creates an actual or potential Conflict of Interest between someone on the Board (or a Board Member) and their work on the Board
“Executive Committee”	The Executive Committee of the Board
“Honorary Alumni”	See Section 5.03
“Past President”	Past president of the Board
“President”	President of the Board
“Program of Instruction”	A group of related courses leading to a degree, diploma, certificate or other document awarded by the Board of Governors (MTCU Framework for Programs of Instruction)

“Student”	Any person currently enrolled in a full time or part time post-secondary degree, diploma, certificate program, graduate certificate program, or Skilled Trades and Apprenticeship program at the College
“Student Representative”	A full-time student enrolled and actively participating in a Program of Instruction at the College who is in good academic standing (a cumulative grade point average (GPA) of 2.0 or higher)
“Vice-president”	Vice-president of the Board

**ARTICLE TWO Purpose of the Association**

2.01 The Association exists to provide programs and activities that can regularly serve Alumni, and to support, improve, and serve the College.

Commented [SH1]: Redundant

**ARTICLE THREE Vision of the Association**

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

**ARTICLE FOUR Mission of the Association**

- 4.01 To encourage and develop mutually beneficial professional relationships between Students and Alumni and act as ambassadors for the College.
- 4.02 To promote and encourage Students and Alumni to fully participate in social and professional development activities.
- 4.03 To generate funding for scholarships, bursaries, and special projects.
- 4.04 To contribute to the growth and prestige of the College.
- 4.05 To build a sense of community among Alumni and Honorary Alumni by keeping them informed of College and alumni news, and advocating on behalf of the Alumni.
- 4.06 To support activities which are in direct alignment with the College’s mission statement.

**ARTICLE FIVE Membership**

- 5.01 Membership in the Association shall consist of both Alumni and Honorary Alumni.
- 5.02 Alumni

Only Alumni as defined here in this section (Article 5.02) may hold a Board position and have voting privileges which then means:

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

- 5.03 Honorary Alumni

- a) DC Retirees are considered Honorary Alumni, unless the Board, at its sole discretion, on a case-by- case basis, decides otherwise.
- b) The Board may, at its sole discretion, grant an Honorary Alumni Membership to individuals who have demonstrated or performed what the Board considers to be

**Commented [SH2]:** DC Retirees are an important group within the Durham College family and have given their valuable service and commitment to the College. It is the former professors, advisors and service providers that our alumni think about when they reflect on their time at DC. This new Honorary Alumni group will help alumni and retirees who taught or interacted with them in other ways to stay connected- or reconnect. Honorary Alumni are non-voting and ineligible to serve on the Board.

outstanding service to the College and/or Association. A two-thirds (2/3) majority vote of the Board is required to approve such an Honorary Alumni Membership.

- c) Honorary Alumni Members are non-voting and ineligible to serve on the Board.

## ARTICLE SIX Board of Directors

6.01 The Board shall establish and review long term plans/strategies to meet the mission as outlined in Article 4.0.

6.02 Composition

- a) The Board shall consist of 9 to 12 elected directors of whom a minimum of two thirds (2/3) shall be external Alumni 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 the College.
- b) Student Representative: The Board may appoint a Student Representative as representation of Students. The Student Representative shall be an ex-officio, non-voting position, and the process for appointment shall be determined by the Board's Nominating Committee.
- c) Both the Associate Vice-President of the Office of Development and Alumni Affairs (ODAA) and Manager, Alumni Development (or staff designates) shall sit on the Board in ex-officio, non-voting capacity.
- d) Any Alumni may attend any meeting of the Board as non-voting observers. Attendance by Alumni at in-camera sessions shall be by Board invitation only.
- e) Guests may be permitted at a meeting of the Board at the invitation of any Board Director or College Alumni Department staff.

6.03 Code of Conduct

Every Board Member shall comply in accordance with all of the following:

- a) Be committed to the mission of the 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) Declare Conflicts of Interest in accordance with definition and 6.09
- f) Support in a positive manner all actions taken by the Board even when one is in a minority position on such actions

**Commented [SH3]:** To reflect the change in Durham College's Student Association and to clarify the process for recruiting a Student Representative

**Commented [SH4]:** To reflect change in staff job descriptions and employee/department titles

- g) Maintain Board confidentiality
- 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 College Alumni staff.

6.04 Quorum

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

6.05 Qualifications

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

6.06 Terms of Office

- a) Each Board Director, 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 is one (1) year. If there are no successors, an optional one year extension may be voted on at the first regular Board Meeting after the Annual General Meeting. Term of office shall not exceed two (2) years.
- c) The term for 1<sup>st</sup> Vice-president is one year and the term for 2<sup>nd</sup> Vice-president is two years. The 1<sup>st</sup> Vice-president moves into the President’s role and the 2<sup>nd</sup>

**Commented [SH5]:** In keeping with best practice and succession planning, President’s term will be for one year with option of extending one additional year if no successors and Board approved

Vice-president moves into the 1<sup>st</sup> Vice-president for their second year upon completion of their respective terms.

**Commented [SH6]:** Two Vice-presidents (as opposed to one v-p) to assist with succession planning

- d) No person shall serve as a Board Director 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 6.06 (a) herein.
- e) All outgoing Presidents serve as Past President for the Executive Committee following his/her President's term for one year. If the current President's term is extended for one year, and if Board approved, the Past President may serve an additional one year.

#### 6.07 Vacancies

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

#### 6.08 Removal from Board

- a) The Board shall have the right to remove any Board Member, 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 Member who is absent for 50% or more meetings each year may be removed from the 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.

#### 6.09 Conflict of Interest

**Commented [SH7]:** Clarification of process to be followed for Conflict of Interest

- a) If a Board Member declares a Conflict of Interest pursuant to 6.03 (e). That Board Member shall recuse him or herself from the meeting and shall not participate in any discussion or decision on subject matter of conflict.
- b) If the Board determines the existence of a Conflict of Interest which has not been declared by the Board Member, the conflict will be drawn to the attention of the Board Member. If the Board Member does not follow the action specified in 6.09 (a), the Board will convene a Committee of Review, pursuant to 6.11 to review the Conflict of Interest and make a ruling. This Committee of Review may

propose either a temporary or permanent suspension of responsibilities of a Board Member found to be in conflict.

#### 6.10 Meetings of the Board

- a) The Board will meet at dates, times and places to be established by the Board at the first regular meeting of the Board following the Annual General Meeting; but may be modified as needed (i.e. inclement weather). 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 technologies appropriate and available to facilitate the inclusion of Board Members living at a distance from the College.
- c) The incoming President and Vice-presidents 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 as noted in Article 6.02(d).
- e) Only Board Directors, Alumni staff noted in 6.02(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
  - 4) Alumni of Distinction Committee; and/or
  - 5) Strategic Marketing 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 Executive Committee**

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

- a) President
- b) 1<sup>st</sup> Vice-president
- c) 2<sup>nd</sup> Vice-president
- d) Past president; and
- e) Manager, Alumni Development (or staff designate)

#### 7.02 President

- a) Shall chair all meetings of the Board, the Annual General Meeting, and any Special General Meetings of the Association.
- b) Shall be spokesperson to the community at large in adherence with the College's Administration External Communication policy (Policy # ADMIN-219 on file with the ODAA).
- 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 their past term of office.
- e) Shall be the liaison to the College's Office of Development and Alumni Affairs (ODAA).
- f) Shall conduct meetings in a parliamentary fashion.
- g) Shall serve in ex-officio capacity on all committees of the Association.
- h) Shall present a summary of DCAA activities and updates to the Board of Governors annually.

#### 7.03 Vice-presidents

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

#### 7.04 Past President

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

**7.05 Manager, Alumni Development (or staff designate)**

**Commented [SH8]:** To reflect change in staff job descriptions

The Manager, Alumni Development (or staff designate) shall:

- a) 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; and
- b) Serve as a liaison from the Office of Development and Alumni Affairs to the Board, reporting on matters with respect to this role.

**Commented [SH9]:** This staff position no longer exists

**7.06 Board Members**

Board Members shall:

- a) Attend all meetings of the Board, subject to Article 6.08;
- b) Actively support the alumni vision and mission, as outlined in Article 4.0; and
- c) Follow Code of Conduct, as detailed in Article 6.03.

**Article Eight Annual and Special General Meetings**

**8.01 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 Annual General 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's website and appropriate social media networks at least thirty (30) days prior to the Annual General Meeting stating the date, time and place of the Annual General Meeting.

**8.02 Special General Meeting**

A Special General Meeting of members of the Association 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 College's Associate Vice-president, Office of Development and Alumni Affairs, and the President of the Board stating the proposed business to be conducted.

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

#### 8.03 Proxies

- a) Every Alumni is entitled to one vote at a meeting of the Association.
- 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 Association, 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 (Manager, Alumni Development or staff designate) 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      Elections**

#### 9.01 Eligibility

A nominee to the position of 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.

9.02 Nominations

- a) Notice of nominations for Board Director shall be communicated to the Association membership ninety (90) days in advance of the Annual General Meeting.
- b) 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.

**Commented [SH10]:** Timeline added to advise Association when Call for Board Director Nominations will be posted

9.03 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.

9.04 Voting

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

9.05 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.

9.06 Governing Rules

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

**ARTICLE TEN      Amendments to the Constitution**

10.01 Any amendment to this Constitution shall be submitted by way of notice of motion in writing signed by a mover and seconder, who shall be Alumni 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.

10.02 This Constitution may be amended by a two-thirds (2/3) vote of the Alumni of the Association, provided that the amendment has been submitted with the notice of such meeting.

#### **ARTICLE ELEVEN Indemnification**

11.01 Whereas the Association does not have its own Directors and Officers insurance policy, the Association is listed as an affiliate under the College's insurance policy. As such, the College's policy applies to the Directors and Officers.

The Association shall indemnify and save harmless every Director of the Association 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 them, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability; and
- b) All other costs, charges and expenses which they reasonably sustain or incur in relation to the affairs of the Association, except costs, charges, or expenses as are occasioned by their own willful neglect or default.

#### **ARTICLE TWELVE Remuneration**

12.01 Board Members shall serve as such without remuneration and no Board Member will profit directly or indirectly from their position as such, provided that Board Members are entitled to reasonable out of pocket expenses incurred in the exercise of their duties.