

# Carleton University Alumni Association

## Constitution

### NAME

1. The organization shall be called the Carleton University Alumni Association (the 'Association').

### MISSION

2. As the official voice of Carleton graduates, the Carleton University Alumni Association represents the interests and expectations of alumni to the University and ensures that alumni have an enduring voice in University affairs and advancement. The CUAA serves as a link between Carleton University and its graduates, to help alumni stay in touch and involved with the University and to provide opportunities for social interaction, networking and volunteer service of all kinds.

### OBJECTIVES

3. The objectives of the Association shall be:

1. to advance the excellence and prestige of Carleton University (the "University") as a distinguished institution of higher learning in Canada;
2. to foster a continued appreciation of advanced education at the University through regular communication about the University programs and research groups;
3. to provide the University with advice and guidance on matters relating to the alumni and the University;
4. to encourage a spirit of loyalty, friendship, service and benevolence among the members of the Association;
5. to promote and support chapters and affiliates of the Association throughout Canada and internationally, and to coordinate interaction among the chapters and affiliates.

### EXECUTIVE COUNCIL

4. The affairs of the Association shall be managed by the Executive Council ('Executive'), the members of which shall be elected and appointed as provided in the by-laws of the Association.

### ASSOCIATION MEMBERS

5. There shall be three classes of members as follows:

1. Regular members;
2. Associate members; and
3. Honorary members.

Members shall be admitted to and removed from membership as provided in the by-laws. The rights, duties and privileges of members shall be as set out in the By-Laws.

## **BY-LAWS**

6. The Association may, from time to time, enact such by-laws as they may consider appropriate.

## **NOT FOR PROFIT**

7. No member of the Association shall (except for repayment of expenses incurred on behalf of the Association) receive any of the income of the Association and the activities of the Association shall be carried on without a view to profit.

## **AMENDMENT**

8. This Constitution may be amended, from time to time, by a resolution passed by a two-thirds of the votes cast at a meeting of the Association by the members of the Association provided that the proposed amendments are sent with the notice calling the said meeting.

## **CARLETON UNIVERSITY ALUMNI ASSOCIATION BY-LAW NO. 1**

### **INTERPRETATION**

#### 1.01 Interpretation

In all by-laws of the Association, unless the context otherwise requires:

1. 'Alumni' means the alumni of the University
2. 'Association' means the Carleton University Alumni Association;
3. 'By-law' means any by-law of the Association from time to time in force and effect;
4. 'Executive' means the Executive Council of the Association; and
5. 'University' means Carleton University.

### **HEAD OFFICE**

#### 2.01 Head Office

The head office of the Association shall be located on the campus of the University.

### **MEMBERSHIP**

#### 3.01 Membership

Membership in the Association shall consist of regular, associate and honorary members.

#### 3.02 Regular Members

1. Any person who has received a degree, diploma, or certificate from the University;
2. Upon request, any person who has successfully completed five full-credit courses at the University, and who is not a full-time student; or
3. Any person who has received a degree from St. Patrick's College, or any former student of St. Patrick's College (as defined in 3.02.2) prior to that college's affiliation with the university.

#### 3.03 Associate Members

1. Any person who is a member of a recognized chapter of the Association and who does not qualify to be a regular member, or
2. Any person who has contributed to the well-being of the Association or the University, provided the Executive approves his or her nomination for membership.

#### 3.04 Honourary Members

1. Any person who has received an Honourary degree from the University;
2. Any person upon whom the Association confers Honourary membership for significant contribution to the Association or the University; or
3. The status of Honourary Member shall be granted for the lifetime of the Honourary Member unless revoked by the Association or by the resignation of the Honourary Member.

#### 3.05 Chapters

Groups of alumni may form chapters of the association for any objectives consistent with the association.

1. Geographical chapters — a geographically-based group of alumni may form a geographical chapter. To be recognized as a geographical chapter, a group must have a minimum of 200 alumni living within a defined geographical area and must have the support of the department of university advancement.
2. Academic/affiliate chapters — a group of alumni sharing the same major or faculty affiliation may be granted recognition as an academic chapter; a group of alumni sharing another specified university affiliation may be granted recognition as an affiliate chapter. To be recognized as an academic or affiliate chapter, a group must have one active member of faculty or staff of the University on its executive whose responsibility is to represent the interests of the University.
3. Athletics chapters — a group of alumni with an athletics affiliation may be granted recognition as an athletics chapter of the association. To be recognized as an athletics chapter, a group must have one active member of faculty or staff of the University on its executive whose responsibility is to represent the interests of the University.

## MEETINGS

#### 4.01 Annual General Meeting

The Annual General Meeting of members shall be held at such time as determined by the Executive for the purpose of receiving the annual and other reports, and for the transaction of such other business as may properly be brought before the meeting.

#### 4.02 Special General Meeting

A special general meeting of the members may be held at such time and place as the Executive may determine for the purpose of handling important Association business.

#### 4.03 Executive Council Meetings

Members of the executive council shall meet at least four times annually, including teleconference meetings.

#### 4.04 Right to Vote

1. At any general meeting of members, every regular member shall be entitled to one vote, and no member may be represented by proxy. Associate and honorary members shall not be entitled to vote at meetings of members.
2. Only members of the Executive Council (as defined in Section 6) shall be entitled a vote at meetings of the Executive. Executive council members may be represented by proxy at such meetings.

3. Motions must be approved by more than 50 per cent of the members present at any general meeting of the Association or executive council meeting of the Association.

#### 4.05 Quorum

1. At any annual or special general meeting of members, 15 regular members shall constitute a quorum for the transaction of business.
2. At any meeting of the executive council, quorum will be five Executive members.

#### 4.06 Rules of Order

The rules contained in Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the by-laws or any special rules of the Association.

## **STRUCTURE**

#### 5.01 Duties

The affairs of the Association shall be managed by the Executive Council. Without restricting the generality of the foregoing, the Executive Council shall:

1. consider and establish Association policy;
2. provide the University with advice and guidance on matters relating to the Alumni; and
3. act as the official spokesperson of the Association to the University.

#### 5.02 Composition

The Association shall consist of:

1. the members of the Executive Council described in Section 6.01
2. official chapter representatives
3. Regular, Associate and Honorary Members described in Section 3

#### 5.03 Ex-Officio Members

The following members, or their designates shall be non-voting, ex-officio members of the Association:

1. the chancellor of the University; who shall be the honourary president
2. the president of the University;
3. the president of the Carleton University Students Association;
4. the president of the Rideau River Residence Association;
5. the president of the Graduate Students' Association;
6. the chief advancement officer of the department of university advancement
7. the staff in the department of university advancement who assist the Association.

## **EXECUTIVE COUNCIL**

#### 6.01 Executive Council

An executive council of 11 voting members shall direct all association affairs and have full decision-making authority for the association. The executive will be responsible for ensuring that information is communicated to all chapters, the university and the general alumni association membership.

#### 6.02 Structure

The Executive Council shall consist of:

1. President and Chair of Awards Committee
2. Past President and Chair of Nominations
3. Vice-President
4. Communications representative
5. Athletics chapter representative
6. National Capital Chapter President
7. Toronto Chapter President
8. Western Canada chapter representative
9. Eastern Canada chapter representative
10. International chapter representative
11. Academic/affiliate chapter representative

### 6.03 Special Representation

1. The Association is entitled to two official positions on the Board of Governors of the University and one official position on the Senate. Alumni representatives of the Board and Senate do not have a vote on the Executive Council but report directly to the president of the Association.
2. The past president of the Association is automatically nominated for one of the Board of Governors positions unless he or she is unable to serve in this capacity at which time an Executive Council nominee will be forwarded.
3. Each alumni representative on the Board of Governors and Senate must be approved by the Board of Governors of the University.

### 6.04 Duties

1. The duties of each executive council member are set out in the *CUAA Volunteer Handbook*.
2. These duties may be revised from time to time as determined by a majority of the members of the Association.

## NOMINATION PROCEDURE

### 7.01 Nominations

The nomination procedure shall be governed by the Executive Council and managed by the immediate past president of the Association, who also serves as chair of the nominations committee. A designate appointed by the president of the Association may also serve in this capacity should the need arise.

### 7.02 Executive Council

In the second year of the two-year volunteer position term, each member of the executive council is required to indicate by November 30th his/her interest in continuing in the position.

If an individual decides to step down, a call for nominations shall go forth in the winter issue of *Carleton University Magazine*. Those wishing to stand for a position, excluding the positions of president and past-president, will be asked to submit a brief description of themselves and their intentions to the nominations committee by March 31st.

Only existing executive council members are eligible to be nominated for the position of vice-president. Unless otherwise stated, only existing chapter presidents are eligible to be nominated for the international chapter, Western Canada chapter, Eastern Canada chapter, academic/affiliate chapter or athletics chapter representatives.

All nominations for executive council positions, with the exception of president, will be reviewed by the nominations committee. The committee will in turn recommend one person per position to be approved by executive council.

### 7.03 Chapter Presidents

In the second year of the two-year volunteer position term, each chapter president is required to indicate by November 30th his/her interest in continuing in the position.

If an individual decides to step down, a call for nominations shall go forth in the winter issue of *Carleton University Magazine*. Those wishing to stand for a position will be asked to submit a brief description of themselves and their intentions to the nominations committee by March 31st.

### 7.04 Terms and Conditions

1. Unless stated otherwise, all terms shall be two years running from July 1st to June 30th.
2. The term of office for Board of Governors and Senate representatives will be based on the calendars of these respective bodies.
3. All volunteer positions are eligible for a two-year term, with the option for a one-term renewal. Subsequent renewals are subject to the approval of the nominations committee.
4. To stand for nomination as a geographical chapter president, the alumna/alumnus must reside in the area where their chapter exists.
5. To stand for nomination as an academic/affiliate chapter president, the alumna/alumnus must be a graduate of the respective program or must have participated in the respective activity while attending the university.
6. To stand for nomination as an athletics chapter president, the alumna/alumnus must have participated in the respective team or activity while attending the university.

### 7.05 Resignation

With the exception of the president, the nominations committee may recommend individuals to executive council to serve the balance of unexpired terms due to resignation, death or other circumstances.

In the case of the president, the vice-president will assume the presidency for the balance of the unexpired term before beginning his/her two-year term.

### 7.06 Volunteer termination

The executive council may, on the recommendation of the nominations committee, remove a volunteer from his/her position for not fulfilling volunteer responsibilities as outlined in the *CUAA Volunteer Handbook*.

## INDEMNIFICATION

### 8.01 Indemnification

All members of the Association and the officers of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

1. all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about the execution of the duties of the office; and
2. all other costs, charges and expenses that such person sustains or incurs in or about in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

## **ADMINISTRATION**

### 9.01 Contracts

Contracts in the ordinary course of the association's operations may be entered into on behalf of the association by representatives from the department of university advancement or any member authorized by the association upon approval by the chief advancement officer, department of university advancement, or her/his designate.

### 9.02 Chapter Finances

A chapter of the association must have approval from the department of university advancement to open a bank account. If approved, the chapter shall notify university advancement of the location of such account and any details of respect to the operation thereof, which the department of university advancement may request from time to time.

### 10.01 Fiscal Year

The fiscal year of the Association shall be the same as the fiscal year of the University.

## **NOTICE**

### 11.01 Notice

Whenever under the provisions of the by-laws notice is required to be given, unless otherwise provided herein, such notice shall be in writing. Any notice to the members of the Association may be given through the *Carleton University Magazine*.

### 11.02 Error or Omission in Notice

No error or omission in giving notice of any meeting or any adjourned meeting of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member of the Association for any meeting or otherwise, the address of the member of the Association shall be at such person's last address recorded on the books of the Association.

## **OFFICIAL PUBLICATION**

### 12.01 Official Publication

The official publication of the Association is the Carleton University Magazine and shall be mailed to all regular members of the Association, or to such members of the Association as the Executive Council may from time to time determine.

## **BOOKS, RECORDS AND REPORTS**

### 13.01 Books, Records and Reports

The department of university advancement shall ensure that all necessary books and records of the Association required by the by-laws of the Association or any applicable statute or laws are regularly and properly kept.

## **AMENDMENT**

### 14.01 Amendment

The Association may, by resolution, amend, repeal or re-enact any of its by-laws.

## **EFFECTIVE DATE**

### 17.01 Effective Date

This by-law shall come into force without further formality upon its enactment.

Enacted as By-Law No. 1 by the Carleton University Alumni Association at a meeting duly called and regularly held at which a quorum was present on the 14th day of June 2008.