

Dalhousie Alumni Association (DAA) Board Bylaws

1. GENERAL

1.1. Name

1.1.1. The official name of the organization is the Dalhousie University Alumni Association, which may henceforth be referred to as the “Association” or the “DAA”.

1.2. Definitions

1.2.1. **DAA Board (or the “Board”)**: means the membership of the Board of Directors of the DAA.

1.2.2. **Board Member (or “Director”)**: means a member of the Board of Directors of the DAA.

1.2.3. **Board Meeting**: means a meeting of the Board of Directors of the DAA.

1.2.4. **Board of Governors**: means the Board of Governors of Dalhousie University.

1.2.5. **Fiscal Year**: means Dalhousie University’s fiscal year, ended March 31st.

1.2.6. **In-camera sessions**: means those sessions during Board Meetings where only Directors participate.

1.2.7. **Office of Alumni Engagement**: means the Office of Alumni Engagement of Dalhousie University.

1.2.8. **Officers of the Association**: means the President and the Vice-President of the DAA.

1.2.9. **Recording Secretary**: means the individual(s), as selected by the Board Members, to record the minutes of each Board Meeting.

1.2.10. **The University**: means Dalhousie University and its various campuses in Nova Scotia and New Brunswick, including: the agricultural campus in Truro (formerly known as the “Nova Scotia Agricultural College” or “NSAC”), Nova Scotia; the medical campus in Saint John, New Brunswick; the Sexton Campus in Halifax Peninsula (formerly known as the “Technical University of Nova Scotia” or “TUNS”); and the Faculty of Health, School of Nursing, Yarmouth Site.

1.2.11. **Vision and Mission Statements**: refers to the Vision and Mission of the DAA Board as set out in the DAA Terms of Reference.

1.2.12. **Year**: means Dalhousie University’s academic calendar year, beginning September 1st.

1.3. Interpretation

1.3.1. Clause and paragraph headings shall not affect the interpretation of these By-laws.

- 1.3.2. Unless the context otherwise requires, words in the singular shall include the plural and vice versa.
- 1.3.3. A reference to writing or written includes fax and e-mail.
- 1.3.4. A reference to attendance includes attendance in-person, via teleconference, via videoconference, and any other technology that allows simultaneous two-way communication.
- 1.3.5. Any words following the terms “including”, “include”, “in particular”, “for example” or any similar expression shall be construed as illustrative and shall not limit the meaning of the words, description, definition, phrase or term preceding those terms.

1.4. Books and Records

- 1.4.1. The Association shall maintain an electronic copy of its bylaws as amended to date, in a location accessible to all Board Members.
- 1.4.2. The Officers of the Association shall ensure the maintenance of adequate and correct books and records of account, as well as minutes of the proceedings of the Board and its committees.

2. PURPOSE OF THE DAA BOARD

2.1. Purpose

- 2.1.1. The purpose of the DAA Board is to be an advisory board to Dalhousie University on issues of alumni engagement, in furtherance of its Vision and Mission Statements as set out in the DAA Terms of Reference.

2.2. The affairs and activities of the Association shall be governed by the Board of Directors.

3. MEMBERSHIP OF THE ASSOCIATION

3.1. A member of the Association must be:

- person who has received a degree, diploma or certificate from Dalhousie University;
- any honorary degree holder or honorary alumnus.

4. MEMBERSHIP OF THE DAA BOARD

4.1. A Board Member must be a member of the Association.

4.2. Number and Distribution of Board Members

- 4.2.1. The Board will consist of up to 17 Directors, excluding ex-officio members appointed in accordance with Article 6.

- 4.2.2. Of the up to 17 Directors, there will be at least one residing in and representing each of the following regions:
- Western and Northern Canada (British Columbia, Alberta, Saskatchewan, Manitoba, Northwest Territories, Nunavut, and Yukon);
 - Central Canada (Ontario and Quebec);
 - Eastern Canada (New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland); and
 - Outside of Canada.
- 4.2.3. Of the up to 17 Directors, there will be at least one Director who has graduated from Dalhousie University within five (5) years from the time of his/her appointment to the Board.
- 4.3. Appointment of Directors, a President and a Vice-President**
- 4.3.1. A Director shall be appointed by a majority vote of the Board and based on a recommendation from the Nominating Committee.
- 4.3.2. Subject to Article 5.4, the Board shall appoint a President and a Vice-President from amongst the Board's membership, based on recommendations from the Nominating Committee.
- 4.4. Term of Office for Directors**
- 4.4.1. The Term of Office for a Director shall be three years.
- 4.4.2. The Term of Office for a Director can be renewed once for an additional three-year term upon the recommendation of the Nominating Committee and ratification by the Board.
- 4.4.3. The Term of Office for a Director shall be terminated if the Director resigns or is removed from Office in accordance with Article 4.7.
- 4.5. Confidentiality**
- 4.5.1. All meetings of the Board will be held on a confidential basis to facilitate the free flow of information at such meetings. It shall be the duty of members of the Board to ensure that matters discussed or information provided at meetings of the Board are treated on a confidential basis, and in particular are not discussed outside such meetings.
- 4.5.2. Directors shall not discuss or disclose documents, correspondence or any other information about the Board or the Association, or the activities of the Board or the Association, to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Board's purposes or can reasonably be expected to benefit the Board. Directors shall use discretion and good business judgment in discussing the affairs of the Board or the Association with third parties.

4.6. Conflict of Interest

- 4.6.1. Board Members shall declare a conflict of interest where they, members of their immediate families or their employer may have a personal or financial interest in an issue that is before the DAA for consideration that a reasonable, well-informed person might perceive as influencing one's judgment while carrying out his or her duties and responsibilities as a Director.
- 4.6.2. In the event that a Director has a conflict of interest with respect to a matter under consideration at a Board Meeting, the member must,
- declare the conflict of interest at the beginning of the meeting and before the matter is discussed;
 - refrain from participating in the discussion of the matter;
 - refrain from voting on the matter; and
 - refrain from attempting to influence another member of the Board before, during or after the consideration of the matter.
- 4.6.3. However, if at the request of the Board of Directors' or at the request of a committee of the Board, the given Director may still provide pertinent factual information in order to assist the Board or committee.
- 4.6.4. The declaration of the conflict of interest will be recorded in the minutes of the given Board Meeting.

4.7. Removal and resignation of Directors

- 4.7.1. A Board Member may resign by providing a written notice of resignation to the Board at any time.
- 4.7.2. A Board Member will be removed from office when:
- the Board Member dies;
 - the Board Member is no longer a Member of the Association;
 - the Board Member fails to attend three (3) consecutive Board Meetings; unless the Board Member has been specifically excused by resolution of the Board;
 - the Board Member is convicted of any criminal offense;
 - the Board Member has a mental or physical impairment that would prevent them from fulfilling her duties;
 - the Board Member breaches the terms of the code of conduct for Directors, which is approved by the Board of Directors from time to time

4.8. Diversity statement

- 4.8.1. In accordance with Dalhousie University's Diversity and Inclusiveness Strategy, the Board welcomes applications for Director roles from all sections of the community. The Board recognises and actively promotes the benefits of a diverse membership and is committed to treating all Directors with dignity and respect regardless of race, gender, disability, age, sexual orientation, religion or belief.
- 4.8.2. When recruiting and nominating individuals for Director positions, the DAA Board and its Nominating Committee will consider diversity.

5. OFFICERS OF THE ASSOCIATION

5.1. Officers

- 5.1.1. The Officers of the DAA will be the President and Vice-President and such other officers as the Board may from time to time determine

5.2. Titles and Duties of Each Officer

- 5.2.1. The titles and duties of the Officers will be as set out in the Terms of Reference, which will be approved the Board.

5.3. Appointment

- 5.3.1. An Officer shall be appointed by a majority vote of the Board and based on a recommendation from the Nominating Committee.

5.4. Term of Office for Officers

- 5.4.1. The Officers of the Association hold office until their term has expired.
- 5.4.2. The Officers of the Association are elected for a two-year renewable term, with the President elected for no more than two consecutive terms of office.
- 5.4.3. The Vice-President shall automatically succeed the President upon the expiration of the term(s) of the President.
- 5.4.4. In the event of a vacancy in the office of President, the Vice-President will replace the President and will serve for the unexpired term of the vacating President. Once the vacating President's term has expired the sitting President will begin to serve a two-year term.
- 5.4.5. If the Vice-President vacates their role before their term expires, the Nominating Committee shall recommend to the Board a replacement from amongst the Board's membership. The replacement, if appointed by a majority vote of the Board, shall succeed as Vice-President immediately and will serve for that portion of the vacating Vice-President's unexpired term. Once the vacating Vice-President's term has expired the sitting Vice-President will begin to serve a two-year term.

6. EX-OFFICIO MEMBERS

6.1. The Board may include ex-officio members including:

- the President of the Dalhousie Student Union or his/ her designated representative;
- a senior member of the University's Office of Alumni Engagement;
- a representative of the Dalhousie Women's Division; and
- any other individual included by resolution of the Board.

6.2. Ex-Officio Members will not have the right to vote on any matters of the Board.

7. MEETINGS

7.1. Meeting Chair

7.1.1. Any meeting of the Association or the DAA Board shall be chaired by the President, or in his/ her absence by the Vice-President, or in their absence, by a person designated by the DAA Board.

7.2. Quorum and Meeting Attendance

7.2.1. Half of Director membership plus one Director (50% of Directors plus one Director) shall constitute a quorum at any meeting of the Association. Ex-Officio Members shall not be considered part of membership for quorum.

7.2.2. All Directors are expected to attend all Regular and Special Board Meetings.

7.2.3. Invited guests may attend at the discretion of the Board. Guests shall not be entitled to attend the "In Camera" meeting sessions of the Board unless invited by the Board.

7.3. Guests

7.3.1. Members of the Dalhousie University community and other guests may be invited to attend Board Meetings from time to time.

7.4. Voting

7.4.1. With the exception of ex-officio members and the Meeting Chair, every Board Member present (physically or virtually) may vote.

7.4.2. The Meeting Chair does not vote, with the exception of a tie vote when they cast the deciding vote.

7.4.3. When adding or removing new members to the Board of Directors, or changing the bylaws, a two-thirds majority (66%) is required to pass any related motions. All other votes on a motion require only a simple majority.

7.4.4. Voting shall be by a show of hands or voice unless otherwise indicated by the Meeting Chair.

7.4.5. A Director may request a ballot before a vote, or a ballot after the initial vote.

7.4.6. Proxy votes or mail-in ballots are permitted.

7.4.7. All motions at Board Meetings will be carried by a majority of votes cast.

7.5. Regular Meeting

7.5.1. The Board shall hold regular meetings at a frequency agreed by the Board while ensuring a minimum of four meetings annually.

7.6. Annual General Meeting

7.6.1. The Association shall hold an Annual General Meeting each year.

7.7. Special Meeting

7.7.1. A Special Meeting may be called at any time by either the President or the Vice-President, provided that twenty-four hours' notice of the meeting and its purpose has been given to all Board Members.

7.7.2. The President shall call a Special Meeting on the receipt of a written request to that effect, specifying the purpose for which the meeting is desired and signed by at least four Board Members. Should the President fail to do so within seven days, the Vice-President or any two Directors shall call the meeting.

7.7.3. No business shall be transacted at a Special Meeting unless notice thereof has been given.

7.8. In-camera sessions

7.8.1. In-camera sessions may be held during any Board Meetings.

7.9. Notice

7.9.1. At least seven (7) days' notice shall be provided to the Board of the date and place of any meetings of the Association.

7.9.2. A Director may waive any notice required by these Bylaws before or after the date and time stated in the notice. Except as set forth below, the waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Board for inclusion in the minute book. Notwithstanding the foregoing, a Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

7.10. Record of Meetings

7.10.1. The Recording Secretary shall record the proceedings of each and all Board Meetings.

7.10.2. The Recording Secretary shall share each record of proceedings with the President and Vice-President within one (1) week of the completion of each Board Meeting.

8. EXECUTION OF INSTRUMENTS

8.1. Ordinary activity

8.1.1. All contracts, obligations and other documents in writing requiring signing by the Association require prior ratification by the Board and may be signed on behalf of the Association by any two (2) of its Officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be signed.

9. COMMITTEES

9.1. Standing Committees

9.1.1. Standing Committees are those representing activities that continue the purpose of the DAA.

9.1.2. The powers and Terms of Reference of each committee will be designated when appointed.

9.1.3. Standing Committees can be created, re-aligned, or dissolved from time to time as needed by resolution of the Board.

- The DAA has the following standing committee, and such other standing committees as the Board may determine from time to time:
 - The Nominating Committee.

9.2. The Nominating Committee

9.2.1. The Nominating Committee shall consist of at least three Directors of the Board.

9.2.2. All members of the Nominating Committee that are also members of the Board shall be voting.

9.2.3. Any members of the Nominating Committee that are not also members of the Board shall be non-voting.

9.2.4. The Nominating Committee is responsible for:

- Recommending to the Board the slate of persons to serve as Directors of the Board.
- Recommending to the Board the slate of persons to serve as Officers of the Association.
- Recommending to the Board the slate of persons to serve as representatives of the DAA on the Board of Governors.
- If requested by the Board, recommending individuals to fill vacancies or to fulfil specific roles for fixed periods of time.

- Doing such other matters that are required by this by-law, or requested of the Nominating Committee by the Board, or as set out in the Terms of Reference of Nominating Committee - such Terms of Reference to be approved by the Board.

9.2.5. Unless otherwise stated in the DAA Nominating Committee Terms of Reference, the Chair of the Nominating Committee shall be determined by a vote of the Board, upon the recommendation of the Nomination Committee.

9.3. Ad-hoc Committees

9.3.1. Any Board Member with a particular relevant and common interest to the Association may form an ad-hoc committee at any time, subject to prior approval by the Board.

9.3.2. Each ad-hoc committee shall be aligned with the Purpose of the Board. Ad-hoc committees are to be appointed, as the need arises, to carry out specified tasks, at the completion of which it automatically ceases to exist.

9.3.3. Ad-hoc committee members will be appointed by the Board.

9.3.4. The majority of the membership of an ad-hoc committee must constitute Board Members.

9.3.5. The proceedings of each ad-hoc committee must be reported on at each Board Meeting until the point at which the ad-hoc committee is dissolved.

9.3.6. Ad Hoc Committees can be dissolved by resolution of the Board.

10. BOARD OF GOVERNORS

10.1. On the advice of the Nominating Committee, the Board shall recommend to the Board of Governors up to four representatives of the Association as members of the Board of Governors.

10.2. Any member of the Board may represent the DAA at the Board of Governors.

10.3. In the event of a vacancy of a DAA representative to the Board of Governors, the Board, on the recommendation of the Nominating Committee, may recommend a successor to the Board of Governors for the unexpired term.

11. AMENDMENTS

11.1. Any amendment(s) to these bylaws must be presented to the Board for ratification.

11.2. These bylaws replace and supersede any other DAA bylaws.

11.3. These bylaws are effective Thursday 21st June, 2018.