

BY-LAW NO24-01

a by-law relating generally  
to the transaction of the affairs of  
MOUNT ALLISON FEDERATED ALUMNI, INC.

***Approved and Enacted By Board of Directors February 4, 2024***

***Amended on:***

***Feb. 16, 2025 – Revised Article 4.6***

BE IT ENACTED as a by-law of the MOUNT ALLISON FEDERATED ALUMNI, INC.  
(the Corporation):

1. **DEFINITIONS**

- (a) “Act” means the *Act to Incorporate Mount Allison Federated Alumni*, enacted by the Lieutenant Governor and Legislative Assembly of New Brunswick on March 25, 1937, and includes any amendments there to from time to time in force.
- (b) “Board” means the Board of Directors of the Corporation as defined in Article 4.
- (c) “Constitution” means the Constitution of Mount Allison Federated Alumni Incorporated.
- (d) “Director” means a member of the Board of Directors of the Corporation as defined in Article 4.1.
- (e) “Member” means a member of the corporation as defined in Article 2.
- (f) “Mount Allison Alumni Association” or “Alumni Association” means the operating name of the Corporation;
- (g) “Officer” means a Director who is an Officer of the Corporation as defined in Article 5.
- (h) “University” means Mount Allison University.

2. **MEMBERSHIP**

2.1 **Eligibility for Membership**

Members of the Corporation shall include:

- (a) All present and former students of Mount Allison University;
- (b) All present and former members of the administrative and teaching staff at Mount Allison University;
- (c) All Mount Allison University honorary degree holders;
- (d) All present and former members of the Board of Regents of the University who are not otherwise entitled to membership; and
- (e) Persons not otherwise entitled to membership but whose contribution to the Alumni has been determined to be worthy of membership by more than 50% of the Board of Directors.

**2.2 Membership Register**

The Corporation shall maintain a list of Members at its head office.

**2.3. Member Privileges**

All Members are entitled to:

- (a) vote at any annual or special meeting of the Corporation.
- (b) to speak, introduce and second motions at any annual or special meeting of the Corporation.

**2.4. Withdrawal/Resignation of Membership**

A Member may resign their membership in the Alumni Association by providing written notification to the President and/or the Executive Director of the Alumni Association.

**2.5 Removal/Suspension of Membership**

The Board shall have the power by a vote of two thirds of those present at any meeting, to expel or suspend from membership any Member whose conduct shall be deemed by the Board to be improper, unbecoming, or likely to harm the reputation of the Alumni Association and University.

### **3. ANNUAL AND OTHER MEETINGS OF MEMBERS**

#### **3.1 Annual General Meeting**

- (a) The Annual General Meeting shall be held once per calendar year, as determined by the Directors, and not later than eighteen months following the preceding Annual General Meeting.
- (b) Notice of the date, time, place, and format of the meeting shall be provided to Members no less than 60 days before the Annual General Meeting.

#### **3.2 Annual General Meeting Agenda**

At every annual meeting, in addition to any other business that may be transacted, the order of business should include, but is not limited to:

- (a) Call to Order
- (b) Land Acknowledgment
- (c) Approval of the Agenda
- (d) Approval of minutes from previous Annual General Meeting
- (e) Business arising from minutes
- (f) Executive Director's report
- (g) President of the Alumni Association's report
- (h) Committee Reports
- (i) Amendments to By-laws, Constitution, and other governance documents
- (j) Election of Board of Directors and Officers
- (k) Election of Alumni Association representatives to Board of Regents and Senate
- (l) Alumni Awards
- (m) New Business
- (n) Adjournment

#### **3.3 Special Meetings of Members**

- (a) The Board or the President may call at any time a Special Meeting of the Members of the Alumni Association.
- (b) Special Meetings of the membership for any purpose not inconsistent with the Act, Constitution, or the By-laws, must be called by the President upon the request, in writing, of at least 25 Members entitled to vote at the meeting proposed to be held.
- (c) Notice of the date, time, place, and format of the meeting shall be provided to Members no less than 14 days before the Special Meeting.
- (d) The agenda shall be confined to the subject for which the Special Meeting was called for no other business may be conducted at that meeting.

**3.5 Chair**

The President or, in the President's absence, the Vice-President or any other Director authorized by the meeting, shall chair meetings of the membership.

**3.6 Place and Format**

- (a) The date, time, location, and format of meetings of Members shall be determined by the Board.
- (b) Meetings of Members may be held:
  - i. With all members attending in person, at a location determined by the Board;
  - ii. With all members attending virtually, by telephonic or electronic communications means; or
  - iii. As a hybrid meeting, where participants may attend in person or by virtually by telephonic or electronic means.
- (c) A Member who establishes a communications link to a virtual or hybrid meeting, where all persons participating in the meeting can hear each other, is deemed to be present at the meeting.

**3.7 Notice**

Notice of meetings of Members shall be provided to Members by any of the following methods:

- (a) Publishing an announcement on the Mount Allison Alumni webpage;
- (b) Publishing an announcement in the Mount Allison Record, where the publication date provides the allowed notice period;
- (c) Sending an announcement to Members by e-mail;
- (d) Social media posts; and
- (e) Any other means of physical or electronic delivery of the notice to Members deemed appropriate by the Board.

**3.7 Errors in Notice**

No error or omission in giving notice of any meeting of the Members will invalidate that meeting or make void any decisions made at it.

**3.8 Quorum**

A quorum for any meeting of Members shall be those Members present.

**3.9 Voting**

- (a) Each Member shall be entitled to 1 vote on each question arising at any meeting of Members.
- (b) At all meetings of Members every question shall be decided by a majority of the votes of the Members present who are eligible to vote, unless otherwise required by the By-laws, or by law.
- (c) Every question shall be decided in the first instance by a show of hands unless a poll is requested by any Member.

**3.10 Voting Procedure regarding Nominations**

- (a) If there is more than one nominee for election by the membership, all names of nominees contesting the position shall be voted upon.
- (b) Where no additional nominees have been put forward for election by the membership, the report of the Nominating Committee shall be presented and voted upon.

4. **BOARD OF DIRECTORS**

4.1 **Directors**

The affairs of the Corporation shall be managed by a Board of Directors, elected from the membership, and consisting of:

- (a) A minimum of 12 and maximum of 18 voting Directors, including Directors who shall be elected as Officers;
- (b) Non-voting ex-officio Directors shall include:
  - i. The President of Mount Allison University, and
  - ii. The Executive Director of the Alumni Association.

4.2 **Composition**

- (a) When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, candidates will be evaluated using objective criteria having due regard to the benefits of diversity and the needs of the Board.
- (b) Consideration for Board composition shall include representation from individuals with diverse backgrounds including education, career experience, geography, and age to reflect the diversity of the University's student and alumni body.
- (c) The process for recruitment of new Directors shall specifically encourage applications from members of racialized communities, Indigenous persons, persons with disabilities, and persons of all sexual and gender identities.
- (d) Subject to Article 4.1 (a), the Directors shall determine the number of voting Directors required to manage the affairs of the Corporation.

4.3 **Qualification of Directors**

Individuals are disqualified from becoming a Director of the Corporation if they are:

- (a) less than 19 years of age;
- (b) of unsound mind and are found to be by any court in Canada;
- (c) an undischarged bankrupt; or
- (d) not a Member of the Alumni Association.

#### 4.4 Selection, Nomination and Election of Directors

- (a) The Nomination Committee shall oversee the process to identify, encourage applications, and select Members to serve on the Board.
- (b) Nominations shall be solicited through publication in the Mount Allison Record, on the University website, through social media and other electronic formats.
- (c) Members may nominate candidates for vacant Director positions in writing or through electronic submissions.
- (d) Nominations for Directors must be received sixty (60) days before the Annual General Meeting to be considered for election at that meeting.
- (e) The Nominating Committee shall recommend a list of nominees to the Board to fill vacant Director positions, and the Board shall vote to approve the report of the Nominating Committee for election at the Annual General Meeting.
- (f) The Members shall elect new Directors at the Annual General Meeting in accordance with Article 3.10 of the By-Laws.

#### 4.5 Term of Office

- (a) Subject to Article 4.1 (a), the Board shall determine the number of new Directors to be elected annually.
- (b) Except in the case of Members who are replacing Directors who did not complete their term, the term shall commence on 1<sup>st</sup> day of the month following election to the Board and shall expire after 3 calendar years from the commencement date.
- (c) Directors shall serve no more than two consecutive terms.
- (d) Directors who wish to serve a second term shall notify in writing the President or the Chair of the Nominating Committee to be considered for re-election.

#### 4.6 Appointment of Directors outside of Meetings of Members

- (a) Subject to Article 4.1 (a), when there is a vacancy before the expiration of a Director's term, or for any other reason determined by the Board, the Board may appoint a Director for the remainder of the term of the former Director, or up to a 3-year term as determined by the Board.
- (b) Any appointment of a Director made by the Board under Article 4.6 (a) shall be confirmed by a vote of members at the next Annual General Meeting or Special Meeting of Members in accordance with Article 3.10 of the By-Laws.

*Article 4.6 as amended February 16, 2025*

**4.7 Duties of Voting Directors**

Voting Directors, including Officers, shall:

- (a) Abide by the By-laws, code of conduct, conflict of interest and other policies established and approved by the Board.
- (b) Carry out duties and responsibilities as established by the Board and Board Committees.

**4.8 Executive Director**

- (a) The Director of Alumni Engagement, Mount Allison University, shall serve as the Executive Director of the Alumni Association.
- (b) Should there be a change in job title or role of the position designated for Executive Director, the Board shall identify an equivalent position and such position shall be granted the role of Executive Director.
- (c) The Executive Director shall be responsible for managing the day-to-day activities of the Corporation and will act as a liaison between the Board and the University.

**4.9 Removal of Director**

- (a) The Board may recommend that the Members remove a Director, through a resolution receiving at least two-thirds majority vote of all Directors, if the Director:
  - i. has not fulfilled the duties of a Director; or
  - ii. has acted in a manner contrary to terms of a Code of Conduct or other policies instituted by the Board.
- (b) The Members can remove any Director before the end of the Director's term through the adoption of a motion at an Annual General Meeting or Special Meeting of Members that passes with a two-thirds majority of Members present at the meeting.
- (c) Notice that a motion will be made to remove a Director must be included in the notice for the meeting of Members delivered in accordance with Article 3.7.

**4.10 Automatically Vacated**

The office of Director shall be automatically vacated:

- (a) if a Director is absent from 3 consecutive Board meetings without leave granted by the President;
- (b) if a Director resigns his or her office by delivering a written resignation to the President or Vice-President and Secretary;
- (c) if a Director becomes bankrupt; or
- (d) on death.



#### 4.11 Quorum

Seven (7) voting Directors shall constitute a quorum for the transaction of business at any Directors' meetings.

#### 4.12 Time, Place and Format of Meeting

- (a) The Board shall hold at least two (2) meetings per annum.
- (b) Special Meetings of the Board may be called at the discretion of the President or by the written request of at least five (5) Directors.
- (c) The date, time, location, and format of meetings of Board shall be determined by the President.
- (d) Meetings of Board may be held:
  - i. With all members attending in person, at a location determined by the Board;
  - ii. With all members attending virtually, by telephonic or electronic communications means; or
  - iii. As a hybrid meeting, where participants may attend in person or by virtually by telephonic or electronic means.
- (e) A Director who establishes a communications link to a virtual or hybrid meeting, where all persons participating in the meeting can hear each other, is deemed to be present at the meeting.
- (f) Directors may request that an in-camera session with only voting Directors present be added to or included as part of a Board meeting agenda.

#### 4.13 Notice of Meeting

- (a) Notice of meetings shall be delivered, telephoned, transmitted by electronic mail or other means of electronic communication to each Director not less than 1 day before the meeting is to take place.
- (b) A Directors' meeting may also be held, without notice:
  - i. Within 24 hours of any meeting of the Members; and
  - ii. if at least two-thirds of all Directors are present.
- (c) No error or omission in giving notice of any meeting of the Board will invalidate that meeting or make void any decisions made at it.

#### 4.14 Voting

- (a) Unless otherwise required in the By-laws or by law, a majority vote of Directors present at a meeting is needed for a decision of the Board.
- (b) Each Director is entitled to exercise one vote.
- (c) If there is a tie, the decision is made in the negative.
- (d) Votes will be by a show of hands unless a poll is requested by any Director.

4.15 Powers and Responsibilities

- (a) The Board may make decisions regarding the management of the affairs of the Corporation which the law allows unless its governing legislation or the By-laws require a meeting of Members to decide on a specific matter.
- (b) Subject to the Act and the By-Laws, the Board may make, enact, repeal, alter, amend, and add to all such By-laws, policies, and procedures as it deems necessary for the government and conduct of all its affairs.

4.16 Remuneration of Directors

- (a) Directors and Officers serve without remuneration but may be entitled to be reimbursed for reasonable traveling or other expenses incurred by them in connection with their attendance at meetings or other activities related to the Alumni Association.

**5. OFFICERS OF THE CORPORATION**

**5.1 Officers**

The Officers shall be:

- (a) President
- (b) Vice President and Secretary
- (c) Past President
- (d) Honorary President

**5.2 Eligibility of Officers**

- (a) All Officers shall be Members of the Corporation.
- (b) The President, Vice President and Secretary, and the Past President shall be Directors at the time of their election.

**5.3 Selection, Nomination and Election of Officers**

- (a) The Nomination Committee shall oversee the process to identify and select eligible Officers.
- (b) The Nominating Committee shall recommend a list of nominees to fill Officer positions, and the Board shall vote to approve the report of the Nominating Committee for election at the Annual General Meeting.
- (c) The Members shall elect new Officers at the Annual General Meeting in accordance with Article 3.10 of the By-Laws.

**5.4 Term of Office**

- (a) The President, Vice President and Secretary, and the Past President shall be elected for a term of two years, and will not be eligible for re-election to the same position.
- (b) The Honorary President shall be elected for a term of two years and shall be eligible for re-election for one additional term of two years.

**5.5 Vacancies**

When there is a vacancy before the expiration of an Officer's term:

- (a) The Board may appoint an eligible person to the positions of President, Vice President and Secretary, and Honorary President for the remainder of the term of the former Officer's term.
- (b) Where the vacant position is Past President, it shall remain vacant until the expiration of the current President's term.

**5.6 Removal of Officers**

- (a) The Board can remove an Officer through the adoption of a motion at a Board meeting that passes with more than 50% of all Directors.
- (b) Notice must be given to all Directors of a proposed decision to remove an Officer with the notice of the meeting.

**5.7 Duties of Officers**

- (a) All Officers shall be required to perform their duties as Directors during their term as Officers and shall perform such other duties as required by By-law and as may be assigned by the Board and/or its Committees.
- (b) All Officers shall be members of the Executive Committee.

6. **COMMITTEES**

6.1 Purpose and Structure of Committees

- (a) The Board may set up Standing and Special Committees as it determines necessary each year to assist in the management of affairs of the Corporation.
- (b) The Chair of each Committee shall be a Director.
- (c) There shall be a minimum of three (3) Directors on each Standing Committee.
- (d) Members who are not Directors may serve on committees.
- (e) The President of the Corporation shall be an ex-officio member of all committees.
- (f) Committee members shall be appointed for a term of 1 year and may be reappointed to a committee twice for a maximum of 3 consecutive years of service.
- (g) Committees may establish their own rules of procedure and terms of reference.
- (h) Committees shall be responsible to report after each meeting to the Board;
- (i) The Board may combine the work of two or more committees and may permit committees to be inactive.

6.2 Standing Committees

The following Standing Committees shall be established each year by the Board:

(a) Executive Committee

- i. Subject to the By-laws, shall exercise powers of the Board between meetings of the Board.
- ii. Shall consist of the Officers and up to two (2) additional Directors appointed by the President.
- iii. The Executive Director shall be an ex-officio (non-voting) member of the Executive Committee.

(b) Nominating Committee

- i. Shall recommend candidates for Officer and Director positions which will be vacant or are currently vacant.
- ii. Shall recommend nominees for Alumni Association appointees to the University's Board of Regents, as set out in the *Mount Allison University Act*, for positions which will be vacant or are currently vacant.
- iii. Shall recommend nominees for Alumni Association appointees to the University's Senate, as set out in the Mount Allison University By-Law 94-1, as amended.

(c) Awards Committee

- i. Shall recommend candidates for alumni achievement awards to be awarded annually.

(d) Governance Committee

- i. Advises the Board on opportunities for improving the governance framework and makes recommendations to the Board for changes to governance practices.

6.3 Ad-hoc Committees

- (a) The Board and Standing Committees may establish ad-hoc committees as deemed necessary.
- (b) The terms of reference, composition, timeline, goals, and objectives of such committees shall be determined by the Board or Standing Committee that established the ad-hoc committee.

**7. GENERAL**

**7.1 Head Office**

The head office of the Corporation shall be in Tantramar, New Brunswick.

**7.2 By-Law Amendments**

- (a) By-laws may be amended or repealed at any meeting of the Board with approval of more than 50% of the Directors present.
- (b) All by-laws enacted, amended, or repealed by the Board are effective on the date approved.
- (c) Any by-laws enacted, amended, or repealed by the Board shall be provided to Members at the next Annual or Special Meeting.
- (d) No amendment to the by-laws of the Corporation shall be inconsistent with the Act to Incorporate the Mount Allison Federated Alumni or the *Mount Allison University Act*, as amended.

**7.3 Repeal of Former By-Laws**

All By-laws of the Corporation in force at the date of the enactment of the By-Law are hereby repealed.