

# VANCOUVER COLLEGE ALUMNI ASSOCIATION BYLAWS

## **Introduction**

Vancouver College Alumni Association is a registered society operating within the Society Act of British Columbia, where the "Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it. The Society has its own bylaws which reflect how the Society wishes to conduct its business. The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

The Society has a Board of Directors whose members are elected in accordance with the Vancouver College Alumni Association Bylaws.

## **Article 1 - Name, Purposes and Address**

1.1 The name of the Society is "Vancouver College Alumni Association" or the "Society".

1.2 The objects of the Society are:

- i. To promote the interests of the alumni of Vancouver College;
- ii. To promote and advance the well-being and interests of Vancouver College;
- iii. To promote a close working relationship between the school, the Board of Directors of Vancouver College Limited, and the Vancouver College Alumni Association and its members;
- iv. To maintain and enhance among the alumni of Vancouver College the common interest developed at the school, and

in furtherance of such objects, the Society shall:

- v. fund all expenditures associated with its sponsorship of the annual Vancouver College Homecoming Football Game and its annual golf, hockey, basketball, football and fishing tournaments (and any other activities or tournaments of the Society as approved by the Board of Directors of Vancouver College) as well all costs incurred in the preparation and dissemination of any communications by the Society to its members; and
- vi. support raising funds for the well-being and interests of Vancouver College,

and all other fundraising activities shall be subject to the prior written approval of Vancouver College.

1.3 In the event of a winding up or dissolution of the Society, any surplus assets of the Society shall be transferred to Vancouver College.

1.4 The address of Society and location of its records shall be 5400 Cartier Street, Vancouver, British Columbia, V6M 3A5.

## **Article 2 - Membership**

- 2.1 The Society has two classes of membership:
- i. Active Members
  - ii. Honorary Members
- 2.2 *Active Members* – Active Members of the Society are individuals who attended the school for at least one year. No Individual may become an active member of the Society until his class has graduated from the school. Active members have voting status.
- 2.3 *Honorary Alumni* - Honorary Alumni of the Society are individuals who have been nominated by the Board of the Society and elected by a vote of the Board of Directors of Vancouver College. Generally, the criterion for nomination and election is someone who has been associated with the school and has rendered valuable and distinguished service to the school or association. Honorary Alumni have no voting status.
- 2.4 Every member shall abide by the Constitution of the Society and its Bylaws.
- 2.5 A person shall cease to be a member
- i. By delivering a resignation in writing to the registered address of the Society;
  - ii. On being expelled from the Society in accordance with these Bylaws; or,
  - iii. Upon death.
- 2.6 A member may be expelled only by a Special Resolution. The Notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion.

## **Article 3 - General Meetings**

- 3.1 General Meetings of the Society shall be held at least once per year. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.
- 3.2 Notice of a General Meeting shall specify the place, day, and hour of the meeting and may be provided by hand, regular mail, or electronically to the registered address of the member in the records of the Society and shall contain an agenda of the matters to be discussed and any special business to be transacted. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted. A notice delivered by hand or electronically is deemed to have been sent on the actual date of such delivery.
- 3.3 Every general meeting, other than an annual general meeting, is a special General Meeting and the Board may, when they think fit, convene a special General Meeting.

- 3.4 The business conducted at an annual General Meeting shall include:
- The reports of the Board and Committee
  - The report of the President
  - The report of the Treasurer
  - The election of the members of the Board pursuant to Article 4
  - Other business that under these Bylaws ought to be transacted at an Annual General Meeting.
- 3.5 Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated. A quorum is 3 members present or a greater number that the members may determine at a general meeting. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum
- 3.6 The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting. If at a general meeting (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair
- 3.7 A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
- 3.8 A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or may be entitled as a member, and the proposed resolution does not pass. Every Active Member is entitled to one vote. Voting is by show of hands. Voting by proxy is not permitted.

#### **Article 4 - Composition of the Board of Directors and Election of Officers**

4.1 The governing body of the Society is the Board of Directors (the "Board").

4.2 The Board shall be comprised of the following persons:

- i. President
- ii. Vice President
- iii. Secretary
- iv. Treasurer
- v. Members at Large (4-11 members)<sup>1</sup>
- vi. School Principal (non-voting)
- vii. Advancement Officer (non-voting)
- viii. Representative of VCL Board of Directors (non-voting),

all of whom, except for the School Principal, Advancement Officer and Representative of VCL Board of Directors, must be Active Members. <sup>1</sup>The number of directors shall be 11 or a greater number of up to 18 determined from time to time at a general meeting. The initial number of directors shall be deemed to be fixed at that number of directors that are initially appointed to the Board.

4.3 Nominations of candidates for election as members of the Board shall occur at the Annual General Meeting:

- i. By the Nomination Committee; and
- ii. From Active Members from the floor

4.4 Election of Board Members shall be by a single ballot for all vacant seats and each active member shall vote for no more than the number of candidates necessary to fill the vacant seats.

4.5 Active members shall elect Board members for a term of two years. No Board member shall be eligible for re-election beyond serving a second consecutive term unless approved by a majority of the Board.

4.6 Directors must retire from office at each annual general meeting when their successors are elected. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## **Article 5 – Powers and Responsibilities of the Board**

- 5.1 In particular, the Board shall have powers and responsibilities which include but are not limited to:
- i. Appoint and delegate responsibilities to the officers of the Society and to the Committees;
  - ii. Be responsible for the general stewardship over all financial resources of the Society, including the exercise of any borrowing powers;
  - iii. Approve and administer any activities of the Society.
- 5.2 The Board shall raise and administer funds for the purpose of the Society in such a manner as may be determined by the Board.

## **Article 6 – Meetings of the Board**

- 6.1 *Regular Meetings* – The Board shall meet at least quarterly at the call of the President.
- 6.2 *Special Meetings* – The President may call special meetings of the Board at any time and a special meeting shall be deemed to have been called if requested in writing by three members of the Board.
- 6.3 *Proceedings* - A majority of the voting members of the Board present in person or by telephone shall constitute a quorum to transact business at any meeting. The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting. Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes. In the case of a tie vote, the chair does not have a second or casting vote. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- 6.4 Notice of meeting of Directors may be delivered by hand, regular mail, or electronically to the registered address of the Director in the records of the Society, and shall specify the place, day, and hour of meeting. For a meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present. . A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted. A notice delivered by hand or electronically is deemed to have been sent on the actual date of such delivery.

## **Article 7 – Committees**

- 7.1 At a meeting of the Board, the Board shall approve any committees as is deemed necessary and shall appoint membership and chair of these committees.
- 7.2 The Board shall determine terms of reference for and delegate responsibility to committees as the Board sees fit.
- 7.3 Committees so delegated may use the name of the Society and shall follow the terms of reference imposed upon them by the Boards. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- 7.4 Committees shall report their activities to the Board when requested by the Board.
- 7.5 The following shall serve as standing committees of the Society:
- i. the Nomination Committee;
  - ii. the Reunion Committee;
  - iii. the Homecoming Football Game Committee;
  - iv. the Golf Tournament Committee;
  - v. the Hockey Tournament Committee;
  - vi. the Alumni Football Tournament Committee;
  - vii. the Fishing Derby Committee; and
  - viii. the Basketball Tournament Committee.

## **Article 8 – Duties of Officers**

- 8.1 *President* – The President is the Chief Executive Officer of the Society. He shall preside at all meetings of the Board and shall supervise other officers in the execution of their duties.
- 8.2 *Vice President* – The Vice President shall perform all of the duties and exercise all the powers of the President in his absence.
- 8.3 *Secretary* – The Secretary is the chief records keeping officer of the Society and shall maintain the registry of all members.
- 8.4 *Treasurer* – The treasurer shall keep the financial records, including books of account, necessary to comply with the Societies Act and render financial statements to the directors, members, and others when required.
- 8.5 *Members at Large* – The Member at Large will carry out duties as assigned by the Board.

### **Article 9 – Indemnity**

- 9.1 The Society shall indemnify the members of the Board or their estates, heirs, assignors, or successors against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgement reasonably incurred by them in a civil, criminal, or administrative action or proceeding to which they are made a party by reason of being members of the Board, including action brought by the Society if:
- i. They acted honestly and in good faith with a view to the best interest of the Society; and,
  - ii. In the case of criminal or administrative action or proceeding, they had reasonable grounds for believing their conduct was lawful.

### **Article 10 – Bylaws**

- 10.1 The Bylaws shall not be amended except by special resolution of the Society and the prior written consent of Vancouver College Limited.

### **Article 11 – Conduct at Meetings**

- 11.1 Robert's Rules of Order shall apply to all General Meetings, Board Meetings, and Committee Meetings.