

BYLAW No. 1 - NOTICES

I. GENERAL MEETING OF MEMBERS

- 1.01 Notices of a General Meeting shall be posted on the Association's website at least:
- (a) 30 days in advance for an Annual General Meeting of members; or
 - (b) 60 days in advance in all other cases.
- 1.02 Due notice for the consideration of a substantive motion (ie. Constitutional/Bylaw revisions) at a General Meeting of members shall be deemed to have been given if:
- (a) the text of the motion:
 - (i) has been received by the Executive Director, along with at least five alumni names and signatures, at least 60 days in advance; or
 - (ii) has been recommended for submission to a General Meeting of members by the Board of Directors;
 - and** (b) the text of the motion is posted on the internet at least 30 days prior to the General Meeting of members.

II. BOARD OF DIRECTORS

- 2.01 Notices of meetings of the Board of Directors shall be issued in person, by mail, or electronically at least 10 business days in advance unless waived by two-thirds of the directors.

III. EXECUTIVE COMMITTEE

- 3.01 Notices of meetings of the Executive Committee shall be issued in person, by mail, or electronically at least 5 days in advance unless waived by two-thirds of the Officers.

BYLAW No. 2– ALUMNI CHAPTERS

I. CONDITIONS OF RECOGNITION

- 1.01 Alumni Chapters will be recognized by the Board of Directors on recommendation by the Executive Committee.
- 1.02 Prior to obtaining official recognition from the Board of Directors, an Alumni Chapter shall have held at least one meeting, event or activity within the past twelve months.
- 1.03 An Alumni Chapter shall continue to enjoy official recognition if:
 - (a) it holds at least one meeting, event or activity per year or, under exceptional circumstances, it holds at least one meeting, event or activity within a two-year period; and
 - (b) it manages its affairs with propriety and in a manner not inconsistent with the Constitution and Bylaws of the Association.

II. OFFICIALLY RECOGNIZED ALUMNI CHAPTERS

2.01 The following are the officially recognized geographic alumni chapters:

- (a) Toronto/GTA
- (b) Ottawa
- (c) Simcoe Muskoka
- (d) Calgary
- (e) Finland
- (f) Hong Kong
- (g) Thunder Bay
- (h) Southeast Asia

2.02 The following are the officially recognized constituent alumni chapters:

- (a) Indigenous Council
- (c) LUSAA – Orillia
- (d) Varsity Wrestling

III. CHAPTER SUPPORT

- 3.01 Chapters will receive support from the Annual Fund and Alumni Engagement Office and the Board of Directors for ongoing development or special activities.
- 3.02 No Chapter may charge an annual membership fee as a condition of membership in the Chapter.

IV. BUSINESS INFORMATION

- 4.01 All Chapter notices and minutes of meetings, as well as the names of new officers, directors or executive committee members, shall be transmitted to the Executive Director of the Association.
- 4.02 Chapters shall not use alumni lists for any other purpose than providing notices of meetings, distributing newsletters or announcing events and activities and shall at all times keep such lists confidential.
- 4.03 Any alumni address change or email address received or collected by a Chapter shall be transmitted to the University's Annual Fund and Alumni Engagement Office.
- 4.04 Notices of meetings and minutes of General Meetings of members or meetings of the Board of Directors shall be transmitted to the presidents of Alumni Chapters.
- 4.05 Domestic Chapter Presidents, not serving on the Board of Directors, shall be invited to participate in person in the Annual General Meeting and Board Strategy Retreat.

BYLAW NO. 3 – APPOINTMENT OF MEMBERS TO THE BOARD OF DIRECTORS & ELECTION OF OFFICERS

I. GOVERNANCE AND NOMINATIONS COMMITTEE

1.01 The Governance and Nominations Committee:

- (a) shall be comprised of:
 - (i) the President;
 - (ii) the Vice-Presidents;
 - (iii) the Immediate Past-President (Chair); and
 - (iv) one other person elected from and by the Board of Directors for a one-year term;
- (b) shall be responsible for the application of this Bylaw; and
- (c) will search for, screen, interview and propose to the Board of Directors, candidates for appointment to the Board of Directors; within the context of the Skill and Diversity Matrix
- (d) will screen, interview and propose Officers candidates.
- (e) will contact nominees with regard to their placement on the Board of Directors and/or the Alumni Association.

II. CALL FOR NOMINATIONS TO THE BOARD OF DIRECTORS

2.01 A call for nomination:

- (a) shall be advertised at least four weeks before the close of nominations (for the next Board term); and
- (b) shall provide the description of the Board of Directors positions for which nominations are sought, the applicable deadlines, and an explanation of the appointment process or a reference as to where that information may be obtained.

2.02 Nominations shall be accompanied by a cover letter indicating the position sought and any such other documents or information which may be required by the Governance and Nominations Committee.

- 2.03 The Governance and Nominations Committee shall consider all nominations received and may, notwithstanding the nominations received, give consideration to any other candidate it may deem desirable.

III. ELIGIBILITY FOR APPOINTMENT TO THE BOARD OF DIRECTORS

- 3.01 Any person who is an alumnus/alumna of Lakehead University may be considered for appointment to the Board of Directors, with the exception of staff members of the Lakehead University External Relations Department.
- 3.02 In proposing candidates for appointment to the Board of Directors, the Governance and Nominations Committee should be guided by the following considerations:
- (a) matching a candidate's skills and competencies to the identified needs of the Board or position;
 - (b) maintaining continuity while renewing the membership;
 - (c) including representation based on the geographical diversity of the Associations members;
 - (d) encouraging demographic diversity; and
 - (e) no person should occupy the same Executive position for more than five consecutive years;
- 3.03 Questions of eligibility shall be referred to and decided by the Governance and Nominations Committee.

IV. ELIGIBILITY FOR APPOINTMENT TO OFFICER POSITIONS

- 4.01 In proposing candidates for Officers positions, the Governance and Nominations Committee will be bound by the following considerations:
- (a) For the position of President, candidates must have served on the Board of Directors for at least two consecutive years prior to election;
 - (b) For the positions of Vice-President and Treasurer, candidates must have served on the Board of Directors for at least one year prior to election;
 - (c) For the position of Alumni Representative to the Board of Governors of Lakehead University, the candidate must have served a minimum of four years on the Board of Directors.

V. REPORT OF THE GOVERNANCE AND NOMINATIONS COMMITTEE AND PROCEDURES FOR ELECTION OF BOARD MEMBERS

- 5.01 The report of the Governance and Nominations Committee shall:
- (a) include the names of candidates proposed for appointment to the Board of Directors;
 - (b) be forwarded to the members of the Board of Directors seven calendar days prior to the date of the Board of Directors meeting at which the slate will be presented for approval.
- 5.02 Notwithstanding Section 5.01 of this Bylaw, if a proposed candidate declines to accept the position of Director prior to the Annual General Meeting of members, the Governance and Nominations Committee may propose another candidate in their stead without notice.
- 5.03 The immediate Past-President shall report the Governance and Nominations Committee's recommendations to the Board of Directors and at the Annual General Meeting of members.
- 5.04 A motion to concur with the Governance and Nominations Committee's Report for appointment of Board members:
- (a) may be moved without notice;
 - (b) may be subject to debate for a period not exceeding one hour;
 - (c) may be amended by a two-thirds majority of the members present and voting if a notice of amendment was filed with the Executive Director at least three days in advance;
 - (d) shall, if carried by a majority of the members present and voting, constitute a resolution for the appointment of the proposed candidates to the Board of Directors; and
 - (e) shall, if defeated, constitute an order for the re-appointment for an additional term of those appointed directors whose term was due to expire.
 - (f) Once approved by the Board of Directors, the slate of Board members will be ratified at the Annual General Meeting.

VI. PROCEDURE FOR ELECTION OF OFFICERS

- 6.01 At the Annual General Meeting of members, the Governance and Nominations Committee will present a slate of candidates for election to Officer positions. The slate shall contain one candidate for each position available.
- 6.02 The Chair of the Governance and Nominations Committee will ask if there are any nominations from the floor:

- (a) if there are no nominations from the floor, the slate of candidates for Officer positions will be considered appointed to their respective positions;
- (b) should there be a nomination or nominations for one or more Officer positions, an election will be held for said positions with the candidate receiving a majority of votes cast being declared the winner.

BYLAW No. 4 – RESPONSIBILITIES OF OFFICERS AND DIRECTORS

I. SPECIFIC RESPONSIBILITIES

1.01 The President shall:

- (a) be responsible for:
 - (i) convening, setting agendas and chairing General Meetings of members, meetings of the Board of Directors, and meetings of the Executive Committee;
 - (ii) managing the affairs of the Association between General Meetings of members, meetings of the Board of Directors, and meetings of the Executive Committee;
- (b) represent the Association and act as its spokesperson;
- (c) be elected to no more than two consecutive one year terms.

1.02 Both Vice-Presidents shall:

- (a) working with the Executive Director ,be responsible for coordinating the priority setting and planning process of the Association.
- (b) yield to the more senior (*serving term*) Vice-President:
 - (i) the exercise of duties and functions of the President in the absence of the President;
 - (ii) succession to the position of President, with all of its responsibilities and powers, in the event that the President ceases to hold office before the expiration of their term.

1.03 The Treasurer shall be responsible for:

- (a) tabling financial statements supported by the Executive Director;
- (b) preparation and presentation of an annual budget for ratification by the Board of Directors in collaboration with the President and the Executive Director;

1.04 The alumni representative to the Board of Governors of Lakehead University shall be responsible for:

- (a) representing the interests and concerns of the Association to the Board of Governors; and
- (b) reporting to the Board of the Directors on the activities of the Board of Governors.

- 1.05 The immediate past president shall act as a senior advisor to the Board of Directors and will also chair the Governance and Nominations Committee.

II. GENERAL RESPONSIBILITIES

- 2.01 The Board of Directors or Executive Committee may, from time to time, assign such other responsibilities to directors as it may deem desirable.
- 2.02 Every member of the Association Board of Directors will serve on a minimum of one working group.

BYLAW No. 5 –REMOVAL FROM OFFICE

I. CIRCUMSTANCES/PROCEDURES FOR REMOVAL FROM OFFICE

1.01 Any member of the Association Board of Directors will be removed from office under any of the following circumstances:

- (a) Three consecutive absences from Association Board of Directors meetings; or,
- (b) Upon resolution of at least two thirds (2/3) of the votes cast at a meeting of the Association Board of Directors in favour of removal from office. However, before such a resolution may be discussed the individual in question must receive, in writing, notification of the upcoming resolution from the President no later than one week prior to the vote.

BYLAW No. 6 – COMMITTEES AND GROUPS

I. STANDING COMMITTEES AND WORKING GROUPS OF THE ASSOCIATION

1.01 The Regular Standing Committees of the Board of Directors shall be:

(a) Executive Committee;

(b) Governance and Nominations Committee; and

1.02 Working Groups shall be established by the Board of Directors to address specific tasks. Working Groups shall be limited in nature of time and scope.

1.03 Regular Standing Committee membership and chairs will be determined by the Constitution and Bylaws.

1.04 Standing Committees and Working Groups shall report at all regular meetings of the Board.

1.05 Standing Committees and Working Groups will meet on an as needed basis, unless a regular schedule is approved by the Board of Directors or the President.

1.06 The Presidential Advisory Group (PAG) shall comprised of all Past-President of the Alumni Association, who wish to serve. The PAG will be a non-binding advisory group, providing advice to the current President, whose members will serve in the capacity of Ambassadors for the Alumni Association.