University of Regina Alumni Association Inc. Bylaws

Approved by the Board of Directors August 10, 2022. Approved by the Board of Directors September 20, 2026.Ratified by URAA Members October 28, 2026October 4, 2022 .

Article I - General

Section 1 - Definitions

The terms set out below used within these Bylaws have the following meaning:

Act **-** means *The Non-Profit Corporations Act* (Saskatchewan) or successor thereof.

Association **-** means the University of Regina Alumni Association Inc.

Board **-** means the Board of Directors of the University of Regina Alumni Association Inc.

Chair **-** means an individual who has been elected or appointed to preside at any meeting.

University Representative -means a staff member of the University Advancement teamExternal Relations department who is part of the University Advancement & Communications team.

Past President**-** means the immediate past president of the Association.

Ex officio **-** means "by virtue of one's office" with specific reference to ex-officio with and without voting privileges.

Executive **-** means the Executive Committee of the Board as provided for in Article IV of these bylaws.

Member**-** means an individual who qualifies to be a member under Article II of these bylaws.

University**-** means the University of Regina.

Section 2 - Name

The registered corporate name of the Association is the University of Regina Alumni Association Inc. whose registered office is located at the University in Regina, Saskatchewan.

Section 3 - Vision

The vision statement of the Association is, "we are the leading proponent of our University and our alumni throughout the world."

Section 4 - Mission

The mission of the Association is to engage students, alumni and the community-at-large in a lifelong relationship of mutual benefit.

Article II - Membership

Section 1 - Members

A Member of the Association is an individual who:

a) has completed an accredited program of the University, the University of Saskatchewan (Regina Campus), Regina College or any of their colleges or federated colleges.

b) has completed the Campus for All Inclusive Education Certificate offered by the University.

c) has completed a non-credit professional program of ninety (90) hours in length including the English as a Second Language (Advanced English for Academic Purposes) offered by the University.

d) has completed one of the following five Centre for Continuing Education professional certificate programs offered by the University: Business Analysis, Organizational Innovation, Professional Leadership, Professional Management, or Project Management; or

e) has the permission of the Board.

Section 2 - Loss of Privileges

Any and all rights and privileges of being a Member can be revoked by the Board.

Article III - Board

Section 1 - Responsibility of the Board

The Board is responsible to the Members.

Section 2 - Authority of the Board

The Board has authority to:

(a) establish policies of the Association and ensure they are implemented satisfactorily.

(b) make decisions and take all such actions as are necessary to further the objectives

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of the Association.

(c) generally, manage the affairs of the Association and exercise all powers the Association is entitled to exercise; and

(d) ensure that the Association complies with its legal and financial obligations.

Section 3 - Composition of the Board

The Board shall consist of the following:

(a) a minimum of six (6) and a maximum of ten (10) elected directors as chosen by the Members of the Association;

(b) the Past President shall serve as ex-officio voting director.

(c) the Board's representatives to the University Senate and the University of Saskatchewan Senate shall sit on the Board as an ex-officio advisory non-voting Director.

(d) President of the University of Regina Students' Association (URSA)~~Union~~ or their designate shall sit on the Board in ex-officio non-voting advisory role; and

(e) University Representative or their designate shall sit on the Board in ex-officio non-voting advisory role.

Section 4 - Vacancies

In the event of a vacancy, the Board may appoint someone to sit on the Board until the next Annual General Meeting, such appointment not being subject to automatic renewal. At the next Annual General Meeting, the Board appointed Board member may stand for election by the Members.

Section 5 - Removal of Board Members

In addition to the provisions of the Act, the Board may with a three-quarter (3/4) majority vote, expel any Board member, or alternatively, require that any Board member resign their seat. Written notice of said expulsion or request for resignation must be given to the Board member involved, outlining the reasons behind such contemplated action, and advising of the Board member's right to make representations on their own behalf at a designated meeting of the Board. Thirty (30) days' notice of said designated meeting must be given to the Board member in question.

Section 6 - Eligibility for Board

Any and all Members are eligible to let their name stand for a position on the Board.

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Section 7 - Terms of Office of Board Members

(a) All elected members of the Board shall be entitled to an initial probation term of one (1) year. Upon completion of that first year, the member has the option to run for a term of two (2) years and is further eligible for re-nomination for up to two additional consecutive two-year terms only.

(b) Any Board member who has served for six (6) consecutive years (excluding the first probation year) may be re-nominated for a seat on the Board if at least two (2) years has elapsed since the completion of their last term on the Board.

(c) The term of office for all elected Board members shall begin immediately following the Annual General Meeting at which they were elected or re-elected.

Section 8 - Committees of the Board

(a) The Board may appoint or commission any committees of the Board.

(b) The Chair of each and every committee of the Board must be a member of the Board.

(c) In addition to the standing committees established at the organizational meeting, the Board may establish special committees or sub-committees for such purposes as it may deem necessary.

(d) The Board may appoint any Board member to sit as Chair of a committee of the Board. The Board may also appoint any ex-officio, voting, Board member or member of the Association to sit on a committee or sub-committee of any committee of the Board or to chair any such sub-committee.

(e) All committees and sub-committees of the Board are to present reports to each and every regular Board meeting. Said reports are to be submitted in writing, unless no new information has occurred since the last Board meeting.

(f) A Recruitment Committee shall be appointed to act under the auspices of the Board and whose purpose shall be to canvas the Members to determine if any of them are interested in allowing their name to stand for a position on the Board. The Chair of the Recruitment Committee shall present the slate of candidates to the Annual General Meeting.

Section 9 - Meetings of the Board

(a) The Board shall meet regularly in open session at the University in accordance with the schedule of meetings established at the organizational meeting.

(b) Meetings will be conducted by parliamentary procedure in accordance with Robert's Rules of Order Revised.

(c) Insofar as is possible, the Secretary, shall arrange for the preparation of an agenda for delivery to the members of the Board seven (7) days prior to each meeting.

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(d) Additional meetings of the Board may be called by the President at any time, or upon receipt of a written request signed by any three (3) members of the Board who shall state explicitly the reason, therefore. If an additional meeting is to be held, the University Representative shall send written notice of same to all Board members setting forth therein the business to be transacted or to be considered thereat. No other business shall be considered unless all members of the Board are present and there is unanimous agreement that the agenda previously arranged shall be changed.

(e) No act or proceeding of the Board shall be deemed valid unless adopted at a properly called meeting at which a quorum of the Board is present.

(f) All regular meetings of the Board shall be open to the members.

Section 10 - Agenda

(a) Items of business may be suggested by members of the Board, administration staff, or organizations for inclusion on the agenda. Business items shall be received by the Secretary at least seven (7) days before the meetings, in order to ensure inclusion on the ~~written~~ agenda.

(b) Items of business may be placed on the agenda for discussion and/or action at that same meeting by majority vote of the members of the Board present.

Section 11 - Attendance at Meetings

(a) Members of the Board are expected to attend all meetings of the Board. In the event that a Board member is unable to attend, said member must advise the Secretary or in the absence of the Secretary, to the President, of the expected absence.
   a. Members of the Board who miss three (3) consecutive meetings without providing notice of their absence shall be removed from the Board.

(b) The Secretary shall keep a record of the Board members present at each meeting of the Board.

Section 12 - Minutes of Meetings

The Secretary shall record the minutes of each meeting of the Board ~~in a minute book~~. Copies of the minutes shall be distributed to the Board members and to such other persons as the Board may designate.

Section 13 - Quorum

At any and all meetings of the Board a simple majority of elected Board members shall constitute a quorum.

Section 14 - Voting

Only elected Board members and the Past President may cast votes at Board meetings.

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Section 15 - Chair

The President, First Vice-President or the President's designate shall chair any and all Board meetings.

Section 16 - Majority

A majority of 50% of the Board members present at the meeting, plus one, shall carry any and all motions.

Section 17 - Form of Voting

Voting matters of the Board may be conducted at a duly called meeting of the Board, or by mail, electronic mail, fax or during a telephone or internet conference, when a meeting is not feasible, and only with the authorization of the President.

Section 18 - Organizational Meeting

The first regular Board meeting held following each Annual General Meeting shall be an organizational meeting. The business to be conducted at said meeting shall include:

(a) the naming of such standing committees as the Board deems necessary for the effective discharge of its functions.

(b) the naming of standing committee chairs for the ensuing year.

(c) the appointment of a legal advisor, for the ensuing year; and the setting of the time and place of regular Board meetings.

Article IV- Executive

Section 1 - Powers

The Executive shall have the obligation of conducting the affairs of the Association within the provisions of the bylaws.

Section 2 - Executive Members

The Executive shall consist of the following members:

(a) the President.

(b) the First Vice-President.

(c) the Vice-President Finance.

(d) the Secretary; and

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(e) the Past President.

Section 3 - Duties of the Officers

(a) ***President***- Duties of the President shall be to preside at all annual, special, Executive and Board meetings. It shall be the President's duty to ensure that leadership and direction is provided to ensure that the activities of the Association and the presence of the Association is found in all areas of activity at the University. The President shall submit to the Annual General Meeting a report of the affairs of the Association, present to the Members from time to time through the alumni publication a brief account of the activities and program of the Board and perform such duties which usually pertain to such office. The President shall be an ex officio member of all committees.

(b) ***First Vice-President***- Duties of the First Vice-President shall be to perform all duties of the President in that officer's absence or during the President's inability to act. The First Vice-President shall have such other powers and shall perform such other duties as may be assigned to the First Vice President by the Executive.

(c) ***Vice-President Finance***- The Vice-President Finance shall have the custody of the funds and securities of the Association subject to the direction of the Executive and the Board. The Vice-President Finance shall submit at the Annual General Meeting an audited statement of the financial condition of the Association as required by the Board and shall make and render a statement of the Association accounts and such other instruments as may be required.

(d) **Secretary** - Duties of the Secretary shall be to ensure that accurate record keeping, including minute-taking, is maintained for the Association. The Secretary shall be responsible for ensuring that the Association maintains appropriate standing under the Act, and accurate records regarding existing contracts or commitments of the Association.

(e) ***Past-President***- Duties of the Past-President shall be to attend Board meetings and give counsel and assistance consistent with service as a member of the Board. The Past President shall be an ex- officio voting member of the Board and the Executive, as well as any committees and subcommittees of the Association of which the Past President is a member.

Section 4 - Role of the University Representative

The University Representative, subject to the general direction of the Executive and Board, shall support the business of the Association. It shall be their responsibility to inform members of the Board of matters relating to the University which, in their judgment, are relevant to the Association. The University Representative shall be an ex officio, nonvoting member of the Board and may serve on committees and subcommittees of the Association.

Section 5 - Executive Nominations Committee

(a) An Executive Nominations Committee shall be appointed under the Chair ship of the President or the President's designate, to select from among the elected members of the Board an Executive composed of a President, First Vice-President, Vice-President Finance, Secretary,

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and other members of the Board as may be deemed necessary.

(b) There shall be two (2) Board members appointed to the Executive Nominations Committee by the Chair of the committee.

(c) The Chair of the Executive Nominations Committee shall present the slate of candidates for the incoming Executive to the Annual General Meeting and after all voting is completed shall be discharged.

Section 6 - Board Members Eligibility for Executive

All elected members of the Board are eligible to stand for a position on the Executive. Where no member of the Board has allowed their name to stand for any one position on the Executive, Members of the Association are eligible to stand for the respective position.

In the case of vacancies on the Executive, the Board may appoint interim Executive members.

Section 7 - Terms of Office of the Executive

(a) The President may serve for two consecutive one-year terms on the Executive as President.

(b) All other members of the Executive shall hold office for one year and may be eligible for ~~a~~ additional term(s).

(c) In the event that a President is standing for re-election to a second consecutive term their position on the Executive Nominations Committee shall be filled by the Past-President of the Association's Executive.

Section 8 - Chair

The Chair of any and all Executive meetings shall be the President, First Vice-President, or the President's designate. The President, or in their absence the First Vice-President, or the President's designate, may call a meeting of the Executive.

Section 9 - Quorum

At any and all Executive meetings three (3) members of the Executive shall constitute a quorum. Fifty percent of the Executive members present at the meeting, plus one, shall carry any and all motions.

Article V - Financial Matters

Section 1 - Signing Authority

All cheques, documents or undertakings that bind the Association financially or legally must be signed by any two (2) members of the Executive.

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Section 2 - Fiscal Year

The fiscal year for the Association shall commence on April 1 in any given year and end on March 31 in the subsequent calendar year.

Section 3 - Funding

The Board shall determine the manner and mode by which the Association is to be funded.

~~**Section 4 - Committee Budgets**~~

~~Each committee shall submit, at a date to be determined by the Executive, an annual operating budget for approval by the Board. Once approved by the Board, the expenditures contained in said budgets are authorized.~~

Section ~~5~~4 - Approval for Expenditure of Funds

Notwithstanding the immediately foregoing, the Executive is authorized to expend funds up to a maximum of One Thousand ($1,000.00) Dollars, on the condition that a full and proper accounting of said expenditures shall be presented to the Board at the next board meeting. In the event that any expenditure is found by the Board to be unnecessary or unwarranted, the Board may seek reimbursement from the Executive members who authorized the expenditure(s), provided that such reimbursement can only occur upon a two-thirds majority vote of the Board.

Section ~~6~~5 - Contracts and Agreements

No Board member may make any representation or enter into any agreement without the written authorization of the Board.

Article VI - Meetings of the Members

Section 1 - Annual General Meeting

The Association must hold an Annual General Meeting no later than fifteen (15) months after holding the preceding annual meeting.

Section 2 - Special Meetings

Special meetings may be called by the President of the Association at the written request of twenty- five (25) Members. A written request, signed by all the members making the request for a special meeting, must be filed with the Secretary. The request shall set out the reasons for the meeting and the business to be transacted at the meeting. Special meetings may be held at such time and such place as may be determined by the Board within ninety (90) days of the receipt of request.

Section 3 - Notice to Members

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The University Representative shall provide the Members with thirty (30) days' notice of each Annual General Meeting or Special Meeting.

Section 4 - Organization of Meeting

The Board is empowered to make any and all decisions necessary for the organization of the Annual General Meeting or Special Meeting.

Section 5 - Quorum

At any and all annual or special meetings of the Association twenty-five (25) members present shall be a quorum.

Section 6 - Voting

(a) All Members may vote at any and all Annual General Meeting or Special Meetings of the Association.

(b) Every Member of the Board may vote at the Annual General Meeting to determine the composition of the Board, excepting the President ~~or chair~~, who shall only hold a tie-breaking vote.

Section 7 - Chair

The Chair of all duly constituted annual and special meetings shall be the President, First Vice-President, or President's designate.

Section 8 - Majority

A majority of fifty percent (50%) of the Members present at the meeting, plus one, shall carry any and all motions. The Chair shall have only a tie-breaking vote at all such meetings.

Section 9 - Form of Voting

Voting matters of all annual or special meetings shall be by show of hands of the Members present or any substitute method of showing approval, as per discretion of the Chair. For election of Board or Executive members, voting shall be by secret ballot cast by members present.

Section 10 - Elections for Board

(a) The Chair of the Recruitment Committee shall present the slate of candidates for the Board to the Annual General Meeting as provided by Article III Section 8(f) of these bylaws.

(b) Nominations for vacant Board positions may also be taken from the floor at the Annual General Meeting provided that the nominee is a Member and is personally present.

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(c) If a vote to fill the vacant Board positions is required then the election shall be conducted by parliamentary procedure, in accordance with *Robert's Rules of Order Revised.*

(d) In the event of an election for vacant Board positions, the University Representative shall be the Returning Officer, who shall conduct the election and report to the Annual General Meeting as soon as the results are known.

Section 11 - Elections for Executive

(a) The Chair of the Executive Nominations Committee shall present the slate of candidates for the Executive to the Annual General Meeting as provided by Article IV Section 5(c) of these bylaws.

(b) Nominations for vacant Executive positions may also be made in writing from the floor at the Annual General Meeting provided that the nominee is a Member and is personally present.

(c) If a vote to fill vacant Executive positions is required then the election shall be conducted by parliamentary procedure, in accordance with *Robert's Rules of Order Revised.*

(d) In the event of an election for vacant Executive positions, the University Representative shall be the Returning Officer, who shall conduct the election and report to the Annual General Meeting as soon as the results are known.

Section 12 - Appointment of Auditor

The auditor, appointed at the Annual General Meeting, shall have the authority to audit all books, examine all financial records of the Board; and examine and question all statements made by the Board.

Article VII - Branches and Chapters

Section 1 - Organization of Branches and Chapters

(a) From time to time, the Board may deem it necessary to organize branches or chapters to promote fellowship and maintain friendships of specific groups of alumni. Organization of, and support for, such branches and chapters shall be at the discretion of the Board.

(b) The Secretary shall ensure an accurate and updated record of any known branches or chapters.

Article VIII - Protection of Directors, Officers, and Others

Section 1- Activity of Directors or Officers

Every Director or Officer of the Association authorized to undertake activity or to perform any activity on behalf of the Association and their heirs, executors, administrators, and estate shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

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(a) All costs, charges and expenses sustained or incurred in or about any action, suit or proceeding which is brought, commenced, or prosecuted against such person, for or in respect of any deed, act, matter, or thing whatever made, done, or permitted by them in or about the execution of their office; and,

(b) All other cost, charges, and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such charges, costs or expenses as are occasioned by the person's own willful neglect or default or activity contrary to law.

Article IX - Dissolution of the Association

Section 1 - Disposal of Property

Upon the liquidation and dissolution of the Association, any remaining property of the Association shall be transferred to the University.

Article X - Amendments

Section 1 - Amendments by the Board

These bylaws may be passed and amended by the Board, as it sees fit, in accordance with regular voting practices, and shall be of force and effect, from the date of said adoption. One (1) week notice of proposed bylaw amendments must be given to Board members.

Section 2 - Ratification at Next Annual General Meeting

All bylaws and amendments passed during any year must be subsequently ratified at that year's Annual General Meeting of the Members of the Association. In the event that any bylaw is not ratified at said Annual General Meeting:

(a) it shall be deemed to be void and of no force or effect.

(b) for a period of one (1) year thereafter, no subsequent bylaw or amendment having substantially the same purpose or effect shall be effective until confirmed as amended by the Members of the Association; and

(c) any expenditures or actions taken in reliance on said bylaw(s) in good faith by the Board shall be deemed to be valid.

Section 3 - Notice to Members

Thirty (30) days' notice must be given to the members of bylaw amendments to be proposed and/or ratified at an Annual General Meeting.

Section 4 - Coming into Force

A bylaw amendment shall become effective after adoption by the majority of voting members

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in attendance at the Annual General Meeting at which it is presented.

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