

Massey  College  
Alumni Association

**CONSTITUTION AND BY-LAWS**

**OF THE**

**MASSEY COLLEGE**  
**ALUMNI ASSOCIATION**  
**(MCAA)**

# Massey College Alumni Association



## CONSTITUTION

### ARTICLE 1: GENERAL INFORMATION

#### 1.01 *Name*

The name of the organisation herein constituted shall be the Massey College Alumni Association.

It is commonly referred to as “Massey Alumni Association”, “Massey Alumni”, “Association” or “MCAA”.

#### 1.02 *Office*

The head office and the mailbox of the Massey College Alumni Association shall be at Massey College, 4 Devonshire Place, Toronto, Ontario, M5S 2E1, Canada.

#### 1.03 *MCAA year cycle*

Each Massey College Alumni Association year cycle shall start on July 15th and end at 11:59 p.m. on July 14th of the following calendar year.

#### 1.04 *Interpretation and definitions*

All defined terms used herein (which includes all capitalized words and phrases) are found in Article 6.02 of the Constitution and shall have the meaning ascribed thereto unless the context requires otherwise.

#### 1.05 *Hierarchy of governing documents*

The Association shall be governed by, in order of precedence:

- a) the Constitution;
- b) the By-laws; and
- c) written policies and procedures approved by Council.

### ARTICLE 2: PURPOSE

The purpose of the Massey College Alumni Association is to:

- a) act as the voice of the Association;
- b) foster and strengthen the Alumni fellowship and support the well-being and growth of its Members through activities and programming; and

- c) perpetuate the mission of Massey College among the Membership, foster the Members' lifelong connection to the College, and provide opportunities for Alumni to support Massey's endeavours and help the College thrive.

### ARTICLE 3: **MEMBERSHIP**

#### 3.01 *Membership*

Membership in the Association is open to individuals in good standing with the College who are:

- a) past Members of the Junior Common Room (JCR):
  - i. past Junior Fellows;
  - ii. past Journalism Fellows;
  - iii. past Senior Residents;
- b) past Visiting Scholars;
- c) past Visiting Fellows;
- a) past Scholars at Risk;
- b) past Writers in Residence;
- c) past Editorial Fellows; and
- d) other past members of the Massey College Fellowship, as agreed upon with the Principal and the Alumni Council, and ratified by the MCAA Membership at an AGM, as per Article 2 of the By-laws.

#### 3.02 *Privileges of Members*

A Member in good standing will have the following privileges of membership:

- a) to participate in all MCAA and Massey College events open to Alumni;
- b) to be nominated and elected to the Alumni Council as a Director, as well as serve on Committees, and the Boards of Embassies of the MCAA;
- c) to receive notice of Council and MCAA meetings, and fully participate with their one (1) vote in the Annual and Special General Meetings; and
- d) to use Massey College's space and services, as is determined by the policies, directives, and regulations, etc., in place by Massey College.

#### 3.03 *Responsibilities of Members*

Members must abide by the Constitution and the By-laws of the MCAA, the Code of Conduct of Massey College, and other policies, directives, and regulations, etc., of the Association and Massey College.

#### 3.04 *Termination of Membership*

Membership in the MCAA automatically terminates upon the occurrence of any of the following events:

- a) the suspension or expulsion of a Member, as per Article 2 of the By-Laws;
- b) the resignation in writing of a Member of the Alumni Association;
- c) the death of a Member; or
- d) the liquidation or dissolution of the Alumni Association.

#### 3.05 *Membership not Transferable*

Membership is not transferable.

### *3.06 No Distribution of Profits to Members*

The purpose of the Association shall be carried on without pecuniary gain to its Members and no dividends shall be declared or paid and any profits or other accretions to the Association shall be used in promoting its purposes.

## ARTICLE 4: **ALUMNI COUNCIL**

### *4.01 Alumni Council*

The affairs and property of the Association shall be managed by its Alumni Council (“Council”). The Directors of the Council shall be elected and composed with the procedures established in the Association’s By-laws. Over the course of a MCAA year cycle, the Alumni Council shall meet at least three (3) times, in person or electronically, and organise one (1) Annual General Meeting.

### *4.02 Composition of the Alumni Council*

The Council shall consist of:

- 1) Eleven (11) voting Directors:
  - a) nine (9) Alumni elected for a three (3) year term by the Membership in accordance with Article 3 of the By-laws;
  - b) the Principal of Massey College, or their designate; and
  - c) the Director of Advancement for Massey College.
- 2) Non-voting Observers as determined and invited by the Alumni Council, as per Article 3 of the By-laws.

The maximum number of Directors may be increased or decreased, to not less than nine (9) Directors and not more than fifteen (15) Directors. Before coming into effect, any change must be ratified by a vote of at least two-thirds ( $\frac{2}{3}$ ) of the Members in attendance, in person, electronically or by proxy, at an Annual General Meeting (AGM) or a Special General Meeting (SGM).

The Directors and Observers of the Council must be individuals in good standing with the Alumni Association and Massey College. They shall act in the best interest of the MCAA and in accordance with the Constitution and By-laws, and other policies, directives, and regulations, etc., put in place by Massey College and the MCAA.

### *4.03 Director’s limitations*

Following two (2) consecutive terms on the Alumni Council, all elected Directors must wait one (1) year before being eligible to serve again.

### *4.04 Officers*

The Directors shall, by simple majority, choose among the elected Directors a President, Vice-President, Treasurer and Secretary and any other Office necessary for the proper functions of the Council, as determined in Article 4 of the By-laws. Elections shall be held annually for

every Officer, and every two years for the President. Officers may be re-elected provided that they continue to be Directors of the Alumni Council. A Person may be removed as an Officer prior to the expiry of their term with a vote of at least two-thirds ( $\frac{2}{3}$ ) of the remaining Directors on the Alumni Council, with a vote of at least two-thirds ( $\frac{2}{3}$ ) of the Members present at an AGM or SGM, or if they cease to be a Member in good standing of the MCAA.

#### ARTICLE 5: CONSTITUTION

Any Member may propose a motion to amend or repeal the Constitution. The motion must be communicated to the Alumni Council no later than the date published in the Notice of the Annual General Meeting. The Alumni Council shall make public to the MCAA Membership all proposed changes to the Constitution, along with the Agenda, no later than seven (7) days before the AGM. All proposed changes come into effect once ratified by a vote of at least two-thirds ( $\frac{2}{3}$ ) of the Members in attendance, in person, electronically or by proxy, at the AGM.

#### ARTICLE 6: EFFECTIVE DATE and INTERPRETATION

##### 6.01 *Effective date*

This Constitution is effective as of the 7th day of January, 2021 and repeals any and all previous Constitutions of the Association.

##### 6.02 *Interpretation and definitions*

Unless the context otherwise requires, the following definitions apply:

- (a) "Alumni" or "Massey Alumni" includes alumna, alumnus, alum and alumnae of Massey College, as defined by Article 3.01 of the Constitution;
- (b) "Alumni Council" or "Council" is the governing body of the Massey College Alumni Association acting as authorised by the Constitution and these By-laws in managing or supervising the management of the affairs of the MCAA and exercising the powers of the MCAA.
- (c) "Annual General Meeting", or "AGM", means the yearly meeting to which all Members of the MCAA are invited, as per Article 6 of the By-laws;
- (d) "By-laws" means the By-laws of the Massey College Alumni Association in force and effect from time to time;
- (e) "Committees" has the meaning set out in Article 8 of the By-laws;
- (f) "Constitution" means the Constitution of the Massey College Alumni Association as approved and amended from time to time by the Members of the Association in accordance with the requirements of the Constitution and By-laws;
- (g) "In good standing" means that the individual is not currently expelled or suspended by the MCAA;
- (h) "Embassies" are geographically-based Alumni Associations or groups recognised by the MCAA;
- (i) "Massey" or "the College" means Massey College;
- (j) "Massey College Alumni Association", "Association", or "MCAA", means the Alumni Association of Massey College and refers to the collective of all Alumni of Massey College;
- (k) "Member" has the meaning set out in Article 3.01 of the Constitution;

- (l) “Special General Meeting”, or “SGM”, means a meeting of the full Membership called to address an urgent situation, pursuant to Article 6 of the By-laws, and to which all Members of the Association are invited.

# Massey College Alumni Association

## BY-LAWS

### ARTICLE 1: APPLICATION and INTERPRETATION

#### 1.01 *Application*

The following By-laws shall set out and govern the day-to-day operations and work (meetings, decisions, actions and affairs) of the Alumni Council of the Massey College Alumni Association. These By-laws are a companion document to the Constitution of the Massey College Alumni Association.

#### 1.02 *Interpretation and definitions*

All defined terms used herein (which includes all capitalized words and phrases) are found in Article 15 of these By-laws and shall have the meaning ascribed thereto unless the context requires otherwise.

### ARTICLE 2: MEMBERSHIP

#### 2.01 *Members*

Membership is open to the individuals in good standing with the College and the Massey College Alumni Association, as established in Article 3.01 of the Constitution.

#### 2.02 *Expanding the Membership*

Anticipating future new titles, the Membership might further be composed of individuals who were granted by Massey College any title of Fellow, Resident, Scholar, or related title, that is not specified in the list established in Article 3.01 of the Constitution, and who are no longer affiliated with the College as such. The addition of these past Members of the Massey Fellowship to the Alumni Association Membership must be approved by the Principal and the Alumni Council, and ratified by a vote of at least two-thirds ( $\frac{2}{3}$ ) of the Members present at an Annual General Meeting (AGM).

#### 2.03 *Suspension and Expulsion of Members*

The Council shall have the authority to censure, suspend, or expel any Member from the Association for reasons including, but not limited to the following:

- (i) a material violation of any provision of the MCAA Constitution or By-laws, the Code of Conduct of Massey College, or other policies, directives, and regulations, etc., of the Association or Massey College; or

- (ii) carrying out conduct determined by the Association to be detrimental to the MCAA or Massey College.

In the event the Council receives notice of an offense or becomes aware of an offense which ought to be addressed, the Council shall create a disciplinary sub-committee of at least three (3) members, with five (5) or seven (7) recommended as the seriousness of the issue warrants increased oversight and legitimacy; though for expediency in certain cases where warranted, this may also simply encompass the entire council for summary proceedings. These Members should likely be drawn from the Council, but could also include regular Members if deemed appropriate, especially if there is conflict of interest concerns or particular expertise in the Membership that would be helpful. The disciplinary committee is then required to take the following steps within a reasonable time frame:

- a) Set a preliminary meeting for the sub-committee to lay out the initial information available and determine the immediate merits of the case. At least summary minutes should be taken for record. The committee should also determine whether notice should be provided to Massey's Principal.
- b) Determine whether immediate suspension of the accused from membership and associated rights and privileges is warranted for the duration of the investigation.
- c) Inform the accused in writing of the offence with which they have been charged, specifying in general terms the offending behaviour and the process that will be followed, as well as whether their membership has been temporarily suspended. All parties involved should be asked to submit their own written account of events at this time, as soon after the events occurred as is reasonable to promote accuracy.
- d) Engage in information gathering as the sub-committee sees fit; primarily interviewing relevant parties and taking record following the submission of statements, in confidence to the sub-committee, or even to individual members of the committee if necessary to ensure privacy and confidence.
- e) The sub-committee should then reconvene to exchange information as privacy and confidence allows and attempt to create a pattern of facts which most clearly describes what occurred. The committee then needs to decide whether further investigation is necessary and, if so, set a plan and timeline with another date to reconvene.
- f) Once a thorough attempt has been made to ascertain the fullest version of events reasonably available, the committee must then decide on the merits of the charge and whether penalty is warranted; again, limited to censure, suspension, or expulsion of the rights and privileges of membership, in part or in full. Suspension may be indefinite pending Council review. It should be stipulated at the time of decision when the Committee deems that it may be appropriate for the Council to consider requests for readmission. Expulsion should be reserved for only the most clear and egregious offences and would be permanent without option for readmission.

The reasons for decision of the disciplinary sub-committee should then be written up by one or more of its members, outlining the charge(s) put forward, specifying the nature of the offence, the steps generally undertaken to ascertain and substantiate the charge(s), and the outcome the committee found appropriate. These reasons should then be made available in writing to the relevant parties, including the Council as well as the appropriate levels of College administration, always having concern for the privacy and confidence of all involved. It should be suitable to keep on confidential record of the Council and the College for reference in future disciplinary matters and in case of a request for readmission.



Given the above, it may be appropriate in some circumstances where privacy and the sensitivity of a given issue allows, to offer a report and put the outcome forward as a recommendation of the sub-committee to the Council generally, or even to a vote in the general Membership. This would be most appropriate if the offence concerned the Membership generally, such as a mishandling of association funds. This decision remains ultimately in the hands of those in the sub-committee in whom confidence may initially have been entrusted.

In most cases, the decision of the disciplinary committee should be final. If, however, in limited circumstances such as the process being compromised or there being a strong case for unfairness in the way the accused was treated, an appeal can be made to the Council as a whole. The Council would then review the decision, hearing an overview of the issue on appeal, though not necessarily particulars as confidence allows, and deciding a course of action that remedies the issue, if it has merit, as they see fit.

### **ARTICLE 3: ALUMNI COUNCIL'S COMPOSITION AND TERMS OF DIRECTORS**

#### *3.01 Composition of the Alumni Council*

The Alumni Council is composed of voting Directors and invited non-voting Observers, as established in Article 4.02 of the Constitution.

#### *3.02 Observers*

Observers are non-voting members of the Alumni Council, and do not need to be Members of the MCAA. They are invited by the Alumni Council to participate as they add value to the Alumni Council's deliberations and work. Observers may serve on committees of the MCAA.

There is no obligation to have Observers on the Council, nor are there limits to the number of Observers there may be. The term is traditionally for one (1) year, but the Council reserves the right to rescind, reevaluate or extend the invitation at any time.

A mutually beneficial bi-lateral agreement was struck in 2019, and was placed in the two entities' respective By-laws. At the discretion of each entity, one Alumni Council representative, as determined by the Alumni Council, may be invited as an Observer for a twelve months term to the House Committee, and two individuals from the JCR may be invited to the Alumni Council as Observers.

The two Observers from the JCR that are currently considered for invitation:

- a) the New Alumni representative, as chosen by the JCR.

This individual is an outgoing JCR member who will become a Member of the MCAA at the end of the academic term. They are chosen through an election process at the spring JCR Meeting for a one (1) year term. They should be able to provide the Alumni Council a unique perspective of the current needs of the incoming class of Alumni.

- b) the House Committee chosen Junior Fellow.

This Junior Fellow is chosen by the House Committee during the fall season for a one (1) year term. They do not need to be a member of the House committee, but should be very involved at the College, know most of the Chairs of the various committees of the JCR and have a holistic

understanding of the College. They should be able to provide the Alumni Council with a better understanding of the current activities and events at the College, as well as help develop partnerships between the MCAA committee Chairs and various JCR committee Chairs so that they may organise joint programming, and find ways to better support the Junior Fellowship and Massey College.

### *3.03 Exceptional composition of the Alumni Council for 2021-2022*

To ensure a smooth transition to the new Alumni Council model, each individual who is a Director on the date these By-laws come into force will temporarily continue as an Observer until the end of the 2021-2022 MCAA year cycle. Should any of these individuals be elected as Director, they will lose the status of Observer and be a voting Director for the duration of their term. Article 3.03 of these By-laws will become obsolete at the AGM held in 2022.

### *3.04 Election and term of elected Directors*

Directors are elected following an AGM of the Association, as per Article 7 of these By-laws, and their term starts on the first day of the MCAA year cycle, as per Article 1.04 of the Constitution.

Each elected Director shall hold office for a term of three (3) years and shall be eligible for re-election for one further three (3) year term. Exceptionally, this does not apply to the 2021-2022 Alumni Council as per article 3.05 of these By-laws.

### *3.05 Exceptional circumstances for the 2021 AGM*

In an effort to have elections, renewal and leadership change every year, the initial nine (9) Alumni Directors of the Alumni Council will be elected as follows: three (3) Directors will be elected to a one (1) year term, three (3) Directors will be elected to a two (2) year term, and three (3) Directors will be elected to a three (3) year term. Article 3.05 of these By-laws will become obsolete at the AGM held in 2022.

### *3.06 Special circumstances to terms of Directors*

Directors who served as President are provided an additional one (1) year as a Director to serve a term as Past-President, as defined in Article 4 of these By-laws.

If a Director is chosen to serve as President in the second (2nd) or third year (3rd) year of their term, they will be eligible to serve their full two (2) year term as President, and one (1) year term as Past-President, and will retain the status of Director even if this exceeds their term. They cannot run again for re-election on the Alumni Council, until their new extended term as Director has expired.

### *3.07 Exceptional circumstances for the 2021 AGM*

Exceptionally for the first Alumni Council, a Director elected for a one (1) year or two (2) year term may be elected to become President. Should that situation occur, this Director's term may be extended enabling them to serve two (2) years as President and one (1) year as Past-President. Article 3.07 will become obsolete at the AGM held in 2022.

### *3.08 Vacancies and filling vacancies through appointments*

The Council may be composed of fewer than the maximum number of Directors as per Article 4.02 of the Constitution, where one or more positions become vacant, as long as there is quorum.

Council may fill an interim vacancy by Council Resolution at an Alumni Council meeting. Appointed Directors must be Members and will hold office until the end of the Massey Alumni Association year cycle, and cannot serve as President of the MCAA.

In the exceptional situation where there is no quorum of Directors remaining in office, the remaining Directors shall call a Special General Meeting (SGM), as per Article 6 of these By-laws to fill a vacancy on the Council. A Director who is elected by a SGM to fill a vacancy shall hold office until the end of that MCAA year cycle.

### *3.09 Full vacancy*

If, for any reason, there should be no elected Directors of the Association, the Principal of Massey College, or their designate, shall have the authority to manage the affairs of the Association until new Directors are appointed or elected. The Principal, or designate, shall ensure that notice of this situation is given in an appropriate and timely manner to the Members of the Association. In such circumstances, the Association shall not be dissolved unless no candidates are found to fill the empty positions on the Alumni Council by the first anniversary of the departure from office of the last elected Director. After this period of one year, the Principal, or designate, may dissolve the Association at any time, providing that appropriate notice be given to the Members.

### *3.10 Removal of elected or appointed Directors from the Alumni Council*

The Members may remove an elected or appointed Director from the Council before the expiration of the Director's term by a vote of at least two-thirds ( $\frac{2}{3}$ ) of the Members in attendance, in person, electronically or by proxy, at a Special General Meeting or Annual General Meeting. A Director is entitled to give the MCAA's Membership a statement opposing their removal, either in writing prior to the AGM or SGM, or in person at the AGM or SGM.

A Council appointed Director to fill a vacancy, as per Article 3 of the By-laws, may be removed prior to the expiry of their term by a vote of at least two-thirds ( $\frac{2}{3}$ ) of the remaining voting Directors on the Alumni Council.

An appointed or elected Director will be removed prior to the expiry of their term should they no longer be a Member in good standing with the Alumni Association.

## **ARTICLE 4: ALUMNI COUNCIL**

### *4.01 Duties of Directors and Observers*

Every Director or Observer, when exercising the powers attributed and performing the functions of a Director or Observer, must:

- a) act honestly and in good faith with a view to the best interests of the MCAA and Massey College;
- b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c) act in accordance with the Constitution and the By-laws of the Association; and

- d) abide by the Code of Conduct and other policies, directives, and regulations, etc., put in place by the MCAA and Massey College.

#### *4.02 Powers and privileges of the Alumni Council*

The Council may consider and transact any business, either specific or general, at any meeting of the Council, provided that all business considered and transacted by the Council is consistent with the Constitution of the MCAA and these By-laws. Directors and Observers of the Council are entitled to propose motions and are encouraged to speak and otherwise participate in all Council meetings and activities. Only Directors are entitled to vote during the Council meetings.

The Council exercises its powers and makes decisions on behalf of the MCAA through the passing of motions and resolutions. Unless such confirmation or ratification is required by the Constitution, no motion(s) or resolution(s) passed or enacted by the Council, or any other action taken by the Council, requires confirmation or ratification by the members of the MCAA in order to become valid or to bind the MCAA.

#### *4.03 Duties of the Alumni Council*

The duties of the Alumni Council may include, though not be limited to:

- (a) acting as the voice of the Association and promote the Purposes of the Association;
- (b) managing the affairs and property of the Association, including that of its Committees, task forces and Embassies, and maintain its Constitution and By-laws;
- (c) strengthening the alumni fellowship and encourage the participation of its Members in MCAA events and programs, as well as Massey College life;
- (d) helping Massey College maintain its high profile around the world, and, as appropriate, assist in raising funds to support the needs of Massey College and the MCAA;
- (e) appointing Directors and Alumni representatives to the Governing Board as a voting member, the House Committee as an Observer, and other College governance bodies, as each may stipulate;
- (f) maintaining regular contact with the Principal, the Chair of the Governing Board of Massey, and the Officers and Staff of the College to foster a harmonious relationship; and
- (g) making recommendations to Massey College, when appropriate, on any relevant aspects of College policy, governance, appointments and administration, or new proposed projects for Alumni and the College.

Duties of the Council may be delegated to the Council's Committees, through the passing of Terms of Reference for a Committee or to any of its members by Council Resolution.

#### *4.04 Election of Officers*

All Officers must be Directors except the Secretary, who may be an Observer. The Offices of President, Past-President and/or Vice-President cannot be held by the same Person.

The only non-elected Office is that of the Past-President. As per Article 3 of the By-laws, the Past-President has a (1) year term, and will retain the status of Director for that additional year, even if this exceeds their term on Council.

#### *4.05 Election of President and Role of President*

The President of the MCAA will convene a Special Alumni Council Meeting (SACM), including all current Directors and the new Directors-elect, no later than seven (7) days following the announcement of the election results to choose Officers to fill any vacant Offices. Non-returning Directors may attend this meeting, but only Directors-elect and returning Directors may vote. Should there be a vacancy in the office of President, a new President shall be chosen by the Directors of the future Council and the new President shall take office on the first day of the Massey Alumni Association year cycle, at which point the prior President shall then become the Past-President.

Without restricting the generality of the following, the President shall:

- a) represent the Alumni Council and the MCAA as needed, and speak and perform duties as authorized by the Council, the By-laws and the Constitution;
- b) exercise general supervision over all activities of the Association, the execution of the duties of the other Officers and Directors, and assist with the orientation any incoming President;
- c) be the Chair of Council Meetings, Annual and Special General Meetings, and ensure that all committee are responsible to a voting representative of the Council as per Article 8 of the By-laws;
- d) prepare a platform and operational plan, and be responsible for communicating the Council's direction, strategic goals, and objectives of its Committees to all Alumni;
- e) facilitate connections with key stakeholders that further the Purposes of the Association, as well as motivate the Membership to find innovative ways to help the MCAA and Massey College succeed and thrive.

In the absence of, or at the direction of the President, the Vice-President shall assume the duties of the President. Should the Vice-President be unable to assume the duties, then the Past-President or another Director may be designated by the Council.

In the event of a vacancy of office, the Council shall appoint a President from amongst the Directors on a temporary basis for the balance of the MCAA year cycle.

#### *4.06 Election of the Vice-President, Treasurer and Secretary*

At the same SACM, the Directors-elect and the returning Directors shall elect, for a one (1) year term, the next Vice-President, Treasurer, and Secretary from among the returning Directors and the Directors-elect of the Council. These Officers-elect will start their term on the first day of the MCAA year cycle.

#### *4.07 Role of Vice-President and Past President*

The Vice-President will assist the President in the performance of their duties if called upon. The Past President will also be available for support if needed.

#### *4.08 Duties of Treasurer*

The Treasurer will be responsible for:

- a) keeping of financial records, reports, returns and books of account in collaboration with Massey College's bursar's office;

- b) rendering of financial statements and reports to the Council, Members and others, when required; and
- c) transferring all financial records to the MCAA Archives at the end of their term.

#### 4.09 *Duties of Secretary*

The Secretary will be responsible for:

- a) issuing notices of meetings of the Alumni Council, the Annual General Meeting and any Special General Meeting;
- b) ensuring that the minutes of all Council meetings and the General Meetings are taken;
- c) maintaining the register of Members;
- d) being in custody of the records and documents of the MCAA, except those required to be maintained by the Treasurer; and
- e) ensuring that all records of the MCAA are properly archived at the end of their term.

#### 4.10 *Appointment of Roles to Directors*

The Council may appoint Directors to responsibilities and portfolios as the Council may determine from time to time. The scope of the duties and responsibilities shall be set out in a Council Resolution.

#### 4.11 *Protection of Directors and Officers*

No member of the Alumni Council, whether they be a Director or an Observer, shall be liable for the acts or omissions of any other member of the Association's Council, or for any costs, charges or expenses of the Association resulting from any tortious acts of or relating to the Association or any other voting Director or Observer of the Association's Council, or for any loss occasioned by an error of judgment or oversight on the part of any other member of the Association's Council, or for any other costs, charges or expenses of the Association occurring in connection with the execution of the duties of the member, unless such costs, charges or expenses are incurred as a result of such person's own wilful neglect, default or negligence, provided that in no circumstance shall any member of the Association's Council be liable in any of the above circumstances for the acts or omissions of any employee or agent of Massey College. The Directors and Observers of the Massey College Alumni Association shall be covered by the general insurance policies held by Massey College.

#### 4.12 *Remuneration of Directors and reimbursements*

The Directors and Observers shall serve as such without remuneration. They shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Association, upon proof of such expenses and subject to the approval of the Council, as per Article 11 of these By-laws.

### ARTICLE 5: ALUMNI COUNCIL MEETINGS

#### 5.01 *Council Meetings*

Meetings of the Council shall be called and held from time to time at such place, at such time, and on such day as the President, or a quorum of voting Directors, may determine. A Director or an Observer is deemed to be present and participating at the meeting if they can be heard, and

technology permitting, may participate either in person, by teleconference or by electronic means. Each Director present at the meeting shall have the right to cast one (1) vote, and proxies are not permitted.

Notice and the Agenda of Council meetings shall be given in writing by the Secretary to each member of the Alumni Council no fewer than seven (7) days prior to the date on which the meeting is scheduled to be held. At the same time, Notice and the Agenda will also be published for the Membership through channels available to the MCAA.

In rare circumstances, the required Notice may be waived to deal with an issue in a timely manner. In such a situation, all Directors must be present at the meeting or, if any Director is absent, sufficient proof is provided by any other Director that the absent voting Director has consented to the holding of such meeting.

#### *5.02 Quorum and Attendance of members at Alumni Council meetings*

Quorum for any Alumni Council meeting is more than half the current composition of Directors, as established in Article 4.02 of the Constitution.

Directors and Observers are entitled to attend any Alumni Council meeting. The President or the Council may request that Observers absent themselves from a portion of meetings.

#### *5.03 Presence at Alumni Council meetings*

All Alumni Council meetings shall be considered open to all interested Members of the Association, except for portions where confidential and privileged issues are to be discussed by the Council. When a meeting goes into an in camera session, the motion shall specify any individuals who may be allowed to be present during the in camera session.

To speak or ask a question during a Council Meeting, Members of the Membership not on the Alumni Council must either be invited by a Director or the Chair to do so.

#### *5.04 Chair*

The President or, in their absence or inability, the Vice-President shall be Chair of the Alumni Council meeting. If at any meeting of the Alumni Council the President or Vice-President is not present within 15 minutes after the start time appointed for the meetings, or request that they not chair that meeting, the remaining Directors shall elect a Chair for that meeting.

#### *5.05 Procedure*

The Alumni Council meeting will follow the procedural rules as set out in the latest edition of the *Robert's Rule of Order*, except where contradicted by the Constitution or the By-laws, which take precedence. In the event of any doubt, dispute or ambiguity in relation to procedural matters or process at a Council meeting, the person presiding as Chairperson will have the authority to interpret and determine matters in accordance with those rules, as well as the Constitution and these By-laws.

#### *5.06 Minutes of Council Meetings*

After approval of the minutes by the Alumni Council at a subsequent Alumni Council meeting, the minutes will be published through channels available to the MCAA.

#### *5.07 Director Conflict of Interest*

Any Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the MCAA, or a matter for consideration by the Directors:

- a) will be counted in the quorum at a meeting of the Council at which the contract, transaction or matter is considered;
- b) must disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- c) is not entitled to vote on the contract, transaction or matter;
- d) will absent themselves from the meeting or portion thereof:
  - i) at which the contract, transaction or matter is discussed, unless requested by the Council to remain to provide relevant information;
  - ii) in any case, during the vote on the contract, transaction or matter; and
- e) refrain from any action intended to influence the discussion or vote.

### **ARTICLE 6: ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

#### *6.01 Annual General Meeting (AGM)*

The Annual General Meeting shall be held each year on a date no later than twenty (20) days prior to the last day of the MCAA year cycle at a location determined by the Alumni Council, accessible to the most number of Members as possible. The purpose of the AGM is to receive the annual and other reports, hear from the candidates running to be Directors on the Alumni Council, and for the transaction of such other business as may properly be brought before the AGM.

#### *6.02 Special General Meeting (SGM)*

A Special General Meeting would generally be called in order to address an urgent situation with the entire Membership. A SGM shall be called:

- (a) upon resolution of the Alumni Council, provided a vote of at least two-thirds ( $\frac{2}{3}$ ) of the Directors at such meeting of the Council are cast in favour; or
- (b) upon written requisition of seventy-five (75) Members of the Association delivered to the President of the MCAA and such requisition shall set out the business proposed to be transacted at such Special General Meeting, and shall be held at such time and place as the Council may determine within thirty (30) days of receiving the valid requisition.

#### *6.03 Notice of a General Meeting and publishing the Agenda*

Notice of an AGM or of a SGM, including the place, date and time of the meeting, shall be given to the Membership at least twenty (20) days prior to the date on which the General Meeting is to be held.

Notice shall be given via channels deemed popular and expedient, such as the Official Publication of the College, the Massey College website, and in all publications of the Association, provided the provisions of this Section are also met.



Notice will also be sent out via email to all the Members' addresses on file in the College's database.

The Notice shall include reference to the right to be present by proxy, as described in Article 6 of these By-laws. It shall also explain how to propose motions and items to be brought forward at the AGM or SGM before the Agenda is sent out to the Membership.

The Agenda shall be sent via email, to all Members in the College's database, at least seven (7) days before the start of the General Meeting.

#### *6.04 Right to be present and to participate*

All members of the Massey Community are welcome to attend any AGM and SGM of the MCAA, but only Members of the MCAA in good standing may bring forward motions, vote, or be counted for quorum. As stipulated in Article 3.02 of the Constitution, at any AGM or SGM, each Member shall be entitled to one (1) vote. Non-Alumni who wish to participate in debate must be granted speaking rights by a motion from the floor.

#### *6.05 Proxies*

- a) Every Member at an AGM or SGM may appoint another Member to attend and act for them to the extent conferred by the proxy.
- b) Any Member is permitted to hold a maximum of five (5) proxies at any General meeting.
- c) An instrument appointing a proxy shall be in writing executed by the appointing Member, and ceases to be valid after the AGM or SGM to which the proxy relates has been adjourned.
- d) The proxy shall be in the form set out by the Council from time to time.
- e) The name of the nominee to hold the proxy must be communicated to the Chief Returning Officer at least twenty-four (24) hours before the AGM, or to the Secretary of the Alumni Council at least twenty-four (24) hours before the SGM.

#### *6.06 Quorum*

Quorum for any Annual or Special General Meeting is twenty-five (25) Members in person, by telephone-conference, electronic means, or by proxy.

#### *6.07 Lack or loss of quorum, and adjournment*

Should an Annual or Special General Meeting fail to achieve or maintain quorum, or be adjourned by a vote at the meeting, the Alumni Council may vote to call a future emergency General Meeting. This meeting will have a reduced quorum of fifteen (15) Members, but requires a two-thirds majority vote of the Alumni Council in order to be called. No new business shall be allowed at this meeting and all other procedures and requirements for General Meetings will remain unchanged.

#### *6.08 Chair*

The President, or in the President's absence the Vice-President, shall be the Chair of any Annual or Special General Meeting. The Council, by Council Resolution, can also appoint another Person to preside as Chairperson. In the absence of the President, the Vice-President, and the Council appointed Person, any individual shall be appointed the Chair by a vote of the Members.

#### 6.09 *Chair to Determine Procedure*

The AGM and the SGM will follow the procedural rules as set out in the latest edition of the *Robert's Rule of Order*, except where contradicted by the Constitution or the By-laws, which take precedence. In the event of any doubt, dispute or ambiguity in relation to procedural matters or process at a Council meeting, the person presiding as Chairperson will have the authority to interpret and determine matters in accordance with those rules, as well as the Constitution and these By-laws.

#### 6.10 *Secret Ballot*

In exceptional circumstances, a secret ballot may be necessary. Where a vote is to be conducted, and prior to the question being put to a vote, a number of Members equal to not less than thirty (30) percent of the votes present may request a secret ballot, and where so requested the vote in question will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way as to be impossible for the assembly to identify how a given Member voted.

#### 6.11 *Voting by Chair and breaking a tie*

In regular circumstances, the Chair does not have a vote during the AGM or SGM. In the case of an equality of votes at any meeting, the Chair shall be entitled, as a Member, to a tie-breaking vote as long as the Chair is a Member. If the Chair is not a Member, they are not entitled to a tie-breaking vote. They will ask the Members to vote again at an appropriate time later in the meeting. Should the outcome of the second vote still be a tie, the Chair will have the authority to postpone the question until the next Annual or Special General Meeting.

#### 6.12 *Preparation, approval and distribution of Minutes*

Within sixty (60) days of the dissolution of an AGM or SGM, the minutes shall be prepared by the Secretary, or designate, and be reviewed by the Chair of the AGM or SGM and the Directors of the Alumni Council. These minutes will then be reviewed, amended and approved by the Membership at the following AGM and published through channels available to the MCAA.

### ARTICLE 7: **NOMINATIONS AND ELECTIONS OF DIRECTORS**

#### 7.01 *Appointment of a Chief Returning Officer*

The Alumni Council shall appoint a Chief Returning Officer for the purpose of the General Elections, whose duty it shall be to receive nominations, supervise the production of ballots, and the counting of votes returned. The Chief Returning Officer shall exclude ballots from the counting which, in their opinion, are spoiled ballots. The Director of Advancement of the College or any Member of the MCAA may act as Returning Officer, unless they are nominated as a candidate in the General Election.

#### 7.02 *Nomination of Director*

All nominations are subject to the following rules:

- a) a nomination must be made in writing or by electronic means, in a form established by the Alumni Council;
- b) a nomination must be supported and signed by two (2) or more Members in good standing;
- c) a Member may not nominate himself;
- d) a nominee must be a Member in good standing to accept the nomination and must remain in good standing in order to stand for election; and
- e) a Member may not nominate more nominees than the number of Director positions coming available for election.

Nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by the Constitution, the By-laws and the Chief Returning Officer. Nominations will not be permitted from the floor at an Annual General Meeting.

### *7.03 Elections*

The start of the yearly election of Directors will generally take place in conjunction with the AGM and will take place before the end of the MCAA year cycle. Notice of an election of Directors will be provided to Members by sending an email to all Members in the College's database, and other reasonable channels available to the MCAA will be used, including posting the information on Massey's website and the MCAA's webpage.

Directors will be elected by vote of the Members in accordance with the application provisions of these By-laws and such election policies and procedures as are established by the MCAA from time to time.

To the extent possible, approximately one-third of Director positions will become vacant for election each year.

### *7.04 Voting period*

The voting period will start right after the AGM and end at 11:59 p.m. fourteen (14) days later.

### *7.05 Election by Acclamation*

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of Director positions that will become vacant, then the eligible nominees are deemed to be elected by acclamation and no vote will be required.

### *7.06 Election by Secret Ballot*

In elections where there are more eligible nominees than vacant Director positions at the close of the nomination period, elections will be by secret ballot and the following rules will apply:

- a) the secret ballot may be conducted by electronic means, or other means as determined by the Council, for the fourteen (14) day voting period;
- b) ballots shall be sent or otherwise made accessible to all Members in good standing, and only to those Persons;

- c) each ballot shall include the name of each eligible nominee and the number of vacancies to be filled;
- d) no Member will vote for more Elected Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- e) ballots will be counted following the close of the election period by the Returning Officer appointed by the Council;
- f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- g) in the event of a tie between two or more eligible nominees for the final vacant position, the Chief Returning Officer will place one ballot marked for each tied nominee into a suitable container and in front of at least one member of the Alumni Council shall draw one ballot from the container at random, which nominee selected will be elected to the final vacant position; and
- h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

#### *7.07 Business of the Alumni Council between the AGM and end of the MCAA year cycle*

During the interval between the date of the AGM and the start of the following Massey College Alumni Association year cycle, current Directors of the Council in place may continue to perform functions and new expenditures may be authorized by the Council. It is expected that the Directors-elect contribute to the Alumni Council's work during this transitional period. The exception to this Article shall be with the 2021 AGM. The Directors-elect will take over the administration of the Alumni Council the day after the election results have been announced.

### **ARTICLE 8: COMMITTEES**

#### *8.01 Creation of Committees*

The Alumni Council may create one or more Standing and Special Committees as it deems necessary to carry out the affairs of the Association. The Council must establish Terms of Reference for each Committee by Council Resolution. In the exercise of its duties, the Committee shall conform to these terms and rules and will have no additional power other than the ones delegated to it.

All Committees shall reflect the purposes of the Association and serve the MCAA. The Committee Chair, or designate, will report back to the Alumni Council on the progress of the Committee's work, at Council meetings, or as the Council may determine.

#### *8.02 Standing and Special Committees*

Unless specifically designated as a Standing Committee, a committee is deemed to be a Special Committee and any Special Committee so created must be created for a specified time period only.

A Special Committee will automatically be dissolved upon the earlier of the following:

- a) the completion of the specified time period; or
- b) the completion of the task for which it was created.

### *8.03 Delegation to Committees and composition*

The Alumni Council may delegate some of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

All Committees shall have the President, or a designate from the Alumni Council, as an ex officio member with voting privileges.

The Council may appoint Directors or other persons the Council deems necessary to serve on the Committees by a majority vote among the Directors.

The Alumni Council may also issue a call for volunteers to participate on the various committees.

### *8.04 Creation of Sub-Committees*

Any Committee shall have the power to create one or more sub-committees and to determine the composition and Terms of Reference of such sub-committees pursuant to its respective terms of reference. It is encouraged to have at least one Director be a member of any such sub-committee. The sub-committee shall meet at the pleasure of their respective Chair.

Appointments of Sub-committee Chairs may be made by the Chairs of the Committees. The Sub-committee reports to the Committee that formed it.

### *8.05 Ad Hoc Committees and Task forces*

From time to time, Ad Hoc committees and task forces may be created and populated at the Council's or a Committee's discretion. At least one Director must be a member of any such Ad Hoc Committee or Task Force. The Ad Hoc Committees and Task Forces report directly to the entity that created it.

### *8.06 Dissolution of Committee, sub-committee, Ad Hoc Committee and Task force*

By Council Resolution, the Council may dissolve a Special or Standing committee, a Sub-committee, an Ad Hoc committee or a Task Force.

## ARTICLE 9: **EMBASSIES**

### *9.01 Embassies*

Embassies are groups of Alumni that are organised based on their geographic location. These Council-approved entities function pursuant to their distinct governance structures consistent with the interests of the MCAA.

Groups interested in becoming Embassies must be recognized by the Council and state their intent to the Council. To determine approval of the application, the Alumni Council will consider demonstrated consistent leadership and sustained activity, and whether the interest of the alumni of Massey College will be served by recognizing such a group as an Embassy.

The Association and its Embassies play a mutually supportive role in the interests of Alumni represented by the Embassy. The Association is the “umbrella organisation”, and in this role, it shall strive to support and facilitate the more specific interests of each of its Embassies.

The Council shall keep, at the Head office of the MCAA, an up-to-date list of its Embassies along with the contact information of the Ambassadors (the heads of the Embassies) and the affiliated MCAA members.

#### *9.02 Powers and privileges of the Embassies*

Each Embassy will define the role it plays with its members and contribute to the building of a beneficial community for its members, the MCAA and Massey College. Embassy programming is delivered jointly between local volunteers, the Massey College Alumni Association and Massey College.

Embassies will use By-laws established by the MCAA. Should an Embassy wish to be governed by their own By-laws, these must be approved by the MCAA.

Each Embassy is entitled to representation on the Council of Ambassadors, which is made up of Alumni leaders who represent recognized Alumni Embassies.

#### *9.03 Membership on the Council of Ambassadors*

The Council of Ambassadors is composed of all Ambassadors, or their designates, as well as the current President and Past-President of the MCAA, the Principal, Director of Advancement, and the members of relevant committees.

#### *9.04 Role of the Council of Ambassadors and Meetings*

The Council of Ambassadors is chaired by the President of the MCAA and meets a minimum of once per year. These meetings, which may be done through electronic means and/or teleconferencing, shall provide an orientation to the workings of the Association and help with dissemination of information and the communication of best practices to the various Ambassadors. These meetings shall also offer Council members the opportunity to collaborate, build peer-to-peer networks, and share their ideas and experiences with fellow Alumni volunteer leaders. It is expected that each Embassy will provide an annual update of activities.

#### *9.05 Dissolution of an Embassy or Appointment of a new Ambassador*

Should an Embassy no longer adhere to the terms of the MCAA, the Alumni Council may, by Council Resolution, appoint a new Ambassador until the following election cycle of the Embassy, or may dissolve an Embassy.

### **ARTICLE 10: FINANCIAL MATTERS**

#### *10.01 Fiscal year end*

The fiscal year of the MCAA shall terminate on April 30th.

#### *10.02 Association budget*

The operating budget of the MCAA is prepared and managed by the Association.

The Association shall follow best practices for budgeting, expense management and oversight of financial statements. A current financial statement will be presented to the membership at the Annual General Meeting.

#### 10.03 *Granting of funds*

Through the past generosity of Alumni, funds have been allocated to the Association (the “MCAA Legacy Fund”). The fund was established on May 1<sup>st</sup>, 2014 by the late George McGillivray Hendry. The Association’s Legacy Fund is held in trust and managed by Massey College on behalf of the Association. These funds, the income earned from the Association’s Legacy Fund, as well as other funds destined for the MCAA shall be made available to the Association by the College for such purposes as the Council of the Association may determine in accordance with the Constitution and these By-laws. The Council will approve all expenditure decisions.

#### 10.04 *Other funds*

The MCAA is permitted to solicit and accept funds from various sources. The solicitation, collection and distribution of these funds must follow the terms agreed upon with Massey College.

### ARTICLE 11: **EXECUTION OF INSTRUMENTS**

#### 11.01 *No Seal*

The MCAA will not have a seal.

#### 11.02 *Execution of Instruments*

Contracts, documents or instruments in writing requiring the signature of the MCAA may be signed as follows:

- a) by the President, together with one other Director; or
- b) in the event that the President is unable to provide a signature, by any two Directors, with Council approval.

The Council will have power from time to time by Council Resolution to appoint any Officer or Officers, or any Person or Persons, on behalf of the MCAA either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

#### 11.03 *Signing Officers*

The Council shall, by Council Resolution, at the first Alumni Council meeting of the MCAA year cycle, and from time to time, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the MCAA.

### ARTICLE 12: **NOTICE**

#### 12.01 *When notice is deemed given*

When notice is given under the By-laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by email, notice is deemed given when sent to the address on file; and
- (b) if published in writing or online, notice is deemed given on the date of publication.

#### 12.02 *Computation of Time*

In computing the date when notice must be given under any provision in the By-laws requiring a specified number of days notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

### ARTICLE 13: **GENERAL**

#### 13.01 *Entitlement of Members to copy of the Constitution and the By-laws*

Each Member is entitled to a copy of the Constitution and By-laws. Every effort will be made by the MCAA to have the most current version of these documents available for consultation through channels available to the MCAA. Upon request, the MCAA will provide the Member with an emailed copy of the Constitution and these By-laws.

#### 13.02 *Inspection of Records*

The documents and records of the MCAA, including the financial and accounting records and the approved minutes of General meetings, Committee meetings and Council meetings, will be open to the inspection of any Director at reasonable times and on reasonable notice.

Should requested information not be found on the MCAA page of the Massey website, a Member in good standing is entitled, upon providing not less than fourteen (14) days notice in writing to the MCAA, to examine any of the following documents and records of the MCAA at the address of the MCAA during normal business hours:

- a) the Constitution and the By-laws, and any amendments thereto;
- b) a list of Directors, Observers and Officers of the MCAA;
- c) approved minutes of any General meeting and Council meetings, including the text of each resolution proposed and of resolutions passed at the meeting;
- d) annual financial statement relating to a past fiscal year that have been received by the Members in a General Meeting;
- e) the disclosure of a Director regarding a conflict of interest; and
- f) register of Ambassadors and location of Embassies.

Subject to such policies as the Council may establish, the Member may be allowed to examine other requested documents or a copy thereof, in whole or in part, subject to such redaction as the Council deems necessary.

#### 13.03 *Changes to the By-Laws*



The By-laws set out the day-to-day operations of the Association and, as such, are intended to be a flexible document which responds to the changing needs of the Association. By simple majority, the Council may, from time to time, add, amend and repeal any of the By-laws of the Association.

#### 13.04 *Effective date*

These By-laws are effective as of the Xth day of X, 2020 and repeal any and all previous By-laws of the Association.

#### ARTICLE 14: **DEFINITIONS**

Terms used in the Constitution and the By-laws shall have the definition found in Article 6.02 of the Constitution. The following additional definitions apply to the By-laws:

- (m) “Chair” has the meaning set out in Section 5 of the By-laws;
- (n) “Council of Ambassadors” comprises the Ambassadors of the Association’s Embassies and members of the Embassy Committee, as approved by the Massey College Alumni Council;
- (o) “Council Resolution” means a resolution:
  - a. passed by simple majority of the votes cast in respect of the resolution by the Directors entitled to vote, in person and by electronic means, at a duly constituted meeting of the Council.
  - b. submitted to all Directors and consented to in writing by 75% of the Directors who would have been entitled to vote on the resolution at a meeting of the Council.
- (p) “Governing Board” means the governing body of Massey College.