BYLAWS
Approved at the Association AGM on September 29, 2018
Amended on: February 26, 2019

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“AGM” means the Annual General Meeting of the StFX Alumni Association;

"Association" means StFX Alumni Association;

"Council" means Alumni Council of the StFX Alumni Association;

“Conflict of Interest” shall refer to any instance where a Councillor has existing or reasonably foreseeable financial or other interests that impair or appear to impair their independent, unbiased judgement in the discharge of their responsibilities to the Association; or where a Councillor is aware that a member of their family has financial or other interests that would impair or appear to impair the Councillor’s independent, unbiased judgement in the discharge of their responsibilities to the Association. For the purposes of this provision, a ‘family member’ is defined as a spouse, parent, sibling, or child of the Councillor; a parent, sibling, or child of the spouse of the Councillor; or the spouse of a child of the Councillor or the Councillor’s spouse. Also for the purposes of this provision, a ‘spouse’ includes persons married to each other; or persons who have gone through a form of marriage and have lived together as spouses within the preceding twelve months; or persons who are living together as spouses;

“Constitution” means the Constitution of the StFX Alumni Association;

“Councillor” means a member of the Alumni Council;

"University" means St. Francis Xavier University at Antigonish, Nova Scotia;
### Membership

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<th>Section</th>
<th>Details</th>
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| **1.0 Regular Members shall include:** | a) All holders of degrees and diplomas of StFX University, Mount Saint Bernard College and the Coady International Institute, except for Honourary members,  
  b) Any person who is eligible for or has received an X-Ring, except for Honourary members.  
  c) Any person who attended StFX University for at least two years, has left the University in good standing and who has made application to the Association for membership that receives approval of Alumni Council. |
| **2.0 Associate Members shall include:** | a) Members of the Board of Governors who are not otherwise entitled to membership in the Association;  
  b) Faculty and staff of the University, including retirees, who are not otherwise entitled to membership in the Association; and  
  c) Any other individual upon application and approval of the Alumni Council. |
| **3.0 Honourary Members shall include:** | a) Any person, other than a regular member, who receives an Honourary Degree from StFX University, and who are not otherwise entitled to membership in the Association;  
  b) Recipients of the Friend of StFX Award, who are not otherwise entitled to membership in the Association; and  
  c) Any person who merits special recognition as determined by the Alumni Council or by resolution at the Association’s AGM. |
| **4.0 Resignation / Withdrawal** | Any member wishing to resign or withdraw from the Association is entitled to do so upon notification of the Secretary. The resignation is effective upon receipt of the Secretary. |
| **5.0 Membership Privileges** | All members enjoy the following privileges:  
  a) To speak, vote and introduce motions at the AGM;  
  b) To introduce petitions and suggestions to the Alumni Council; and  
  c) To propose and advocate any measure meant to advance or promote the best interests of the University and to submit such proposals to the Association at the AGM or the Alumni Council for approval. |
1.0 Only Regular Members of the Association are eligible to sit on the Alumni Council.

2.0 The Council shall be comprised of:
   2.1 Twenty-one (21) councillors who shall be elected for up to a three-year term and may be re-elected for successive terms not to exceed a total of six years.
   2.2 To facilitate diverse representation and effective governance, Council membership shall be based as follows:

<table>
<thead>
<tr>
<th>Region</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Atlantic Canada (NS, NB, PEI &amp; NL)</td>
<td>5</td>
</tr>
<tr>
<td>Central Canada (ON &amp; PQ)</td>
<td>3</td>
</tr>
<tr>
<td>Western Canada (MB, SK, AB, BC &amp; Territories)</td>
<td>3</td>
</tr>
<tr>
<td>International</td>
<td>2</td>
</tr>
<tr>
<td>At-Large</td>
<td>7</td>
</tr>
<tr>
<td>Past-President</td>
<td>1</td>
</tr>
<tr>
<td>TOTAL</td>
<td>21</td>
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</tbody>
</table>

2.3 Whenever possible the Council will attempt to align its members with active Chapter representatives and include diverse representation of membership.

3.0 Terms of office commence on January 1. A “year” for the purposes of Article 4.6 of the Constitution shall be a calendar year.

4.0 In the event of a vacancy before the expiration of a term, the Nomination & Governance Committee, in consultation with the Director of Alumni Affairs & the Executive Committee, may recommend nominees to fill the position(s) and the persons shall serve to the end of the unexpired term, or up to a 3 year term as determined by Council. The Council shall make this mid-term appointment.

5.0 A Councillor may resign their position with written notice to the Secretary. The Secretary shall immediately notify the President and the Director of Alumni Affairs of receipt of a resignation.
1.0 Only regular members of the Association may hold office as an Officer.

2.0 Officers shall be elected annually and shall be eligible for re-election for no more than three successive terms in the same position.

3.0 If a vacancy occurs in any office, such vacancy may be filled by the Executive Committee upon recommendation from the Nominating & Governance Committee from among sitting Council members. Any person so elected shall hold office until the next Annual General Meeting.

4.0 Duties of the Officers of the Association shall be as follows:

4.1 The Past President Shall:
   a) be a member of Council and a member of Council Executive;
   b) be Chair of the Nomination & Governance Committee;
   c) carry out such other duties as the President and Council from time to time request; and
   d) perform all duties incidental to the office.

4.2 The President Shall:
   a) be an ambassador and spokesperson for the Association;
   b) be the official representative of the Association at the University and shall sit on University committees;
   c) communicate with Council members and the Alumni Affairs Director to ensure ongoing communication with Association members. In particular, the President shall provide semi-annual reports and ensure minutes of meetings are available to all members;
   d) carry on the usual duties of a President, presiding at meetings, exercising general supervision and overseeing the interests of the Association and shall oversee the carrying out of duties by the Alumni Council and the Executive Committee;
   e) assign appropriate executive members or Council members to act in their stead when the President is unavailable;
   f) represent the Association on the StFX Board of Governors;
   g) sit as ex officio member of all Council committees;
   h) perform all duties incidental to the office; and
   i) assume the role of Past President at the conclusion of their term.
4.3 The Vice-President Shall
   a) act for and discharge the duties of the office of President in the President’s absence or inability to perform those duties;
   b) assume the office of President should it become vacant and hold office until the Annual General Meeting;
   c) perform all duties incidental for the office.

4.4 The Secretary Shall
   a) ensure delivery of notice of all meetings of the Council, Executive Committee and Association;
   b) attend all Council and Executive meetings and have oversight for minutes;
   c) attend the Annual General Meeting of the Association, ensure accurate minutes and ensure their distribution to Council within four weeks;
   d) oversee correspondence on behalf of the Association;
   e) perform all duties incidental to the office;
   f) work with the Alumni Affairs Director in planning and arranging meetings;
   g) if any of the tasks assigned hereunder are performed by the Director of Alumni Affairs or another employee within the Alumni Office, account for the delivery of those tasks to the Executive Committee.

4.5 The Treasurer Shall
   a) not have responsibility for the day-to-day administration of funds or assets of the Association. This is the responsibility of the Director of Alumni Affairs or such other individual(s) assigned by Council;
   b) have oversight of all funds of the Association;
   c) have oversight of the financial records and reporting of the Association;
   d) have oversight of reporting on the finances at each meeting of the Executive Committee and at the Annual General Meeting;
   e) coordinate their responsibilities with the activities of the Director of Alumni Affairs; and
   f) perform all duties incidental to the office.

5.0 Signing Officers
   a) The President, Vice-President and the Treasurer may sign documents for the Association. The Executive Committee may extend this authority to other Officers if deemed appropriate.
1.0 Nomination & Election of Alumni Council

1.1 The Nominating & Governance Committee shall, on an ongoing basis, oversee the selection of committed and interested alumni to serve on the Council and shall present to the Executive Committee & Council nominees to fill available positions on the Council, as well as chair and members of standing and ad hoc committees.

1.2 The Council shall establish a means of continuous intake of nominations for member of Alumni Council. Any nomination received for Council shall be provided in writing to the Chair of the Nominating & Governance Committee.

1.3 Alumni Council members may, in addition to nominations presented by the Nominating and Governance Committee, present additional alumni members for consideration to fill vacant positions or to sit on Alumni Council or committees. Members shall be elected by a majority vote of Alumni Council.

1.4 Final decision as to vacant positions on the Alumni Council remains with the Alumni Council. The decision of the Alumni Council is final.

2.0 Nomination & Election of Officers

2.1 Officers must be selected from the Alumni Council membership and are elected at the Annual General Meeting.

2.2 The Nominating & Governance Committee shall, on an ongoing basis, oversee the selection of committed and interested alumni to serve as Officers of the Association and shall present to the Executive Committee & Council nominees to fill these positions.

2.3 By July of each year an expression of interest shall be circulated to all Alumni Council members soliciting interest in serving as an Officer.

2.4 Alumni Council shall be asked to recommend to the AGM this slate of nominees by resolution.
2.5 At the AGM, the Chair of the Nominations Committee shall, subject to the requirement that Officers come from the Alumni Council, call for further nominations from the floor for Officers.

2.6 In the event there are no further nominations, the Chair will move for adoption of Council’s recommended slate of nominees, and once seconded and adopted, shall declare the new Officers elected.

2.7 In the event there are further nominations for any Officer position, a separate vote shall take place for each position for which there is more than one nominee. Any position without further nominations shall acclaimed, subject to the nominees be moved, seconded and adopted. The following provisions shall govern a vote, where necessary:

2.7.1 The vote shall be presided over by the meeting chair, unless they are standing for a contested position, in which case the vote for that position shall be presided over by the Past-President.

2.7.2 Each person standing for a contested position shall be provided with three minutes to address the meeting.

2.7.3 A vote shall be taken by a show of hands immediately after all candidates have had an opportunity to speak. Election by ballot may only occur if a motion is passed to do so. In either instance the chair shall refrain from voting unless there is a tie.

2.7.4 No other person shall be provided an opportunity to address the meeting other than those standing for a contested position and the chair.
1.0 Committees

1.1 Subject to the provisions of the Constitution and the By-Laws, all Council members are eligible to serve on Committees.

1.2 Membership on Committees shall be for a period of two years, or such shorter term as Council may designate.

1.3 All Committees shall submit to Council an annual report. Reports shall be presented to the membership at the AGM.

1.4 The President and Alumni Affairs Director (or designate) shall be a non-voting member of all Committees.

2.0 Executive Committee

2.1 The Executive Committee is comprised of all Officers of the Association.

2.2 The Chair of the Committee is the President.

2.3 The Executive Committee shall meet at least four times annually and may call special meetings from time to time as the Committee deems necessary.

2.4 Meetings shall be called by the President, or by any three members of the Committee.

2.5 In the absence of the President and Vice-President any member present and chosen by the meeting shall chair.

2.6 The Committee may meet in person by teleconference or video conference.

2.7 A quorum of 50% + 1 members is required to conduct business.

2.8 Duties of the Executive Committee include:
2.8.1 Discharge of all rights, powers, privileges and functions of the Council in the intervals between meetings of the Council.
2.8.2 Reporting activities to the Council and membership; and
2.8.3 General conduct of the affairs of the Association and shall be accountable for such conduct to the membership.

3.0 Nomination & Governance Committee

3.1 On an ongoing basis the Nomination & Governance Committee shall recruit members for committees, Council, Officers and StFX University Board of Governors;
   3.11 In discharging its duties the committee may receive advice from the Alumni Affairs Director and Council members in relation to active and committed Association & Chapter members.

3.2 Present an annual report to Alumni Council advising on nomination of Officers and any Council, committee or Board of Governors vacancies.

3.3 Present an annual report at the Annual General Meeting advising on nomination of Officers and any Council, committee or Board of Governors vacancies.

3.3 On an annual basis the Committee shall review the Constitution and the By-Laws and make recommendations to the Alumni Council. The Committee may also:
   3.31 Draft amendments to the Constitution or By-Laws upon request from the President or Council; and
   3.32 Address constitutional issues that may arise and draft resolutions to be brought to the general membership.

3.4 The Committee shall be comprised of five members including the Past President, who will serve as chair, two Council members and two Association members not on Council. Other than the Past-President, members of the Committee are not eligible to stand as Officers.

4.0 Chapter Development Committee

4.1 The Chapter Development Committee may:
   ● Develop a strategic plan for Chapter development,
   ● Oversee the maintenance and recommend amendments to the Chapter Handbook and other Chapter resources,
   ● Make recommendations to Council concerning initiatives or activities that support Chapters; and,
   ● Maintain a presence at the Zone and Chapter level to the extent resources allow.
4.2 The Committee shall be comprised of at least three members and may include Council and Association members. The Chair shall be appointed from Council.

4.3 The Committee chair shall report committee activities to the President at least twice a year and provide an annual report to Council.

5.0 Enrolment Advisory Committee

5.1 The Enrolment Advisory Committee may:
   5.11 Liaise between the StFX Recruitment Office and Alumni Council;
   5.12 Develop a strategy in cooperation with the Recruitment Office that identifies specific and value-added roles that alumni can plan within the University’s Enrolment Strategy.
   5.13 Provide counsel on any University Enrolment & Recruitment strategies, initiatives, and programs specifically, but not limited to alumni participation, and
   5.14 Oversee the maintenance and recommend amendments to the Association’s recruitment resources.

5.2 The Committee shall be comprised of at least three members and may include Council and Association members. The Chair shall be appointed from Council.

5.3 The Committee chair shall report committee activities to the President at least twice a year and provide an annual report to Council.

6.0 Advancement Advisory Committee

6.1 The Advancement Advisory Committee may:
   6.11 Provide counsel on all mediums of Association communication,
   6.12 Provide counsel on any University Advancement initiatives, specifically, but not limited to alumni participation in fundraising,
   6.13 Provide counsel on initiatives that address the needs of Association members, and
   6.14 Provide counsel on initiatives to locate and connect with lost alumni.

6.2 The Committee shall be comprised of at least three members and may include Council and Association members. The Chair shall be appointed from Council.

6.3 The Committee chair shall report committee activities to the President at least twice a year and provide an annual report to Council.

7.0 Alumni Recognition Committee
7.1 The Alumni Recognition Committee is responsible for the Hall of Honour, Alumni Recognition Awards, and Alumni Awards of Excellence in accordance with the terms of reference.

7.2 The Committee shall encourage nominations, review & evaluate submissions and participate in the selection of honourees.

7.3 The Director of Alumni Affairs shall coordinate the administration of the Committee and the awards.

7.4 The Committee shall be comprised of five members and may include Council and Association members. The Chair shall be appointed from Council. Committee members should be selected based on their interest and ability to participate in ‘on-campus’ interviews.

7.5 The Committee chair shall report committee activities to the President at least twice a year and provide an annual report to Council.

8.0 Saving Provision

If there are vacancies on Council or the Executive, or any standing or ad hoc committee of the Association, the Executive, on the advice of the Nominating/Recruitment Committee, shall take reasonable steps to fill the position. In the interim, the Association shall be deemed to be a fully constituted Council carrying on the business of the Association.
1.0 Rules of Order

All meetings of the Alumni Association shall be conducted using Roberts Rules of Order.

2.0 Meetings of Alumni Council

The Council shall hold at least two meetings in each year, such meetings to be held generally in the months of September and April.

Each year the Alumni Council shall hold an in-person meeting on the Thursday and Friday immediately preceding Homecoming on the campus of StFX University.

At any meeting of the Council, the President, or in the absence of the President, the Vice-President shall preside. In the absence of the President and the Vice-President, the members of the Council present shall appoint one of its members to act as Chair.

Subject to the exceptions in the Constitution or by-laws, meetings of Council and meetings of all committees may be via electronic means or in person.

In accordance with the Constitution and the By-Laws, the President shall call meetings and shall ensure there is appropriate notice given for the meeting of at least seven days.

2.0 Annual General Meeting

The Annual General Meeting shall be a face-to-face meeting on campus of the University during Homecoming. Notice of the date and time shall be provided to all members by the Alumni Office with at least 60 days’ notice. The members present represent a quorum.

The order of business at the Annual General Meeting shall be:

(1) Call to Order
(2) Opening Prayer
(3) Approval of the Agenda
(4) Review & approval of the Minutes of the last Annual General Meeting
(5) Business arising therefrom
(6) Presentations & Special Guests
(7) Report of the President of the Alumni Association
(8) Report of the Director of Alumni Affairs
(9) Financial reports
10) Notice and review of approved, amended and/or repealed bylaw(s)
(11) New business
(12) Election of officers
(13) Additions to the Agenda
(14) Adjournment

A special general meeting of members may be held at such time and place as the Council Executive may determine, with appropriate notice of at least 30 days given to members of the Association.
Alumni chapters are established by the StFX Alumni Association in conjunction with StFX Alumni Affairs where numbers and interest warrant.

Chapter presidents are either elected at an annual meeting of the chapter with an open invitation to all local alumni or are appointed by the executive committee of the Alumni Association where necessary.

A change in leadership at appropriate intervals is healthy for chapter development and gives more alumni leadership opportunities within the Association. Chapter presidents are asked to serve a term of at least one year up to a maximum of three years (extension may be granted through approval of the Alumni Association Executive). Alumni Affairs and the Alumni Association will assist in the process of leadership transition.

Chapter Presidents are responsible for recruiting a supporting a volunteer chapter executive. A total of at least three executive members is recommended for successful chapter activity. Alumni Affairs can assist with this process.

The Chapter President is responsible for organizing at least one annual meeting (can be informal) with an open invitation to all local alumni (via email and Alumni Affairs communications tools) at which a new (or renewed) executive will be elected.

The Chapter President is responsible for ensuring at least one StFX alumni event is held for local alumni each year, such as a Feast of St. Francis Xavier (StFX Day) gathering.
Chapter leaders and council members are ambassadors of the StFX Alumni Association & the University. As such, their actions reflect on the Association and University and they carry a responsibility to contributing to the positive reputation of the university.

Chapter leaders and council members are required to:
- Understand and commit to the mission and objectives of the StFX Alumni Association;
- Recognize that volunteer commitment is an important responsibility;
- Take responsibility for the achievement of the Association’s goals and objectives;
- Contribute to a welcoming and safe volunteering environment;
- Treat all others with respect;
- Maintain meeting decorum that fosters teamwork and encourages all to participate;
- Uphold the letter and spirit of the Nova Scotia Human Rights Act and/or any applicable human rights laws;
- Respect the confidentiality of sensitive information;
- Commit to learning, innovation and improvement through continuous study and thoughtful, measured experimentation;
- Listen, empathize and cooperate to resolve challenges or conflicts;
- Refrain from promoting any commercial interests related to alumni activities and communications, except for Affinity Partners and event sponsors, as may be appropriate.
- Understand and follow the Association’s Constitution & Bylaws;
- Constructively intervene when the behaviour of a colleague does not align with this code.

Conflict resolution
The Association is committed to the fair and equitable treatment of its volunteers and will respond to concerns in a timely manner. When conflict between volunteers or a volunteer and University official occurs, the parties are encouraged to first discuss the matter and come to a mutually acceptable outcome. If this is not possible or effective, the volunteer will raise the concern with the Director of Alumni Affairs. The Director will inform the President, oversee the mediation of a solution, and involve the Executive Committee as appropriate. If the volunteer wishes to initiate a formal complaint, they must submit it in writing directly to the President of the Association.
Progressive Discipline
Chapter leaders and council members who violate the code of conduct, fail to adhere to the constitution & bylaws of the organization, or who fail to satisfactorily perform their agreed upon volunteer assignments, may be subject to progressive discipline.

Removal of a Volunteer
The final stage of progressive discipline is removal of a volunteer. Grounds for immediate removal include: physical, mental or emotional abuse or mistreatment of volunteers or partners, theft of property or deliberate misuse of organization equipment or materials, and behaving in a way that is detrimental to the reputation of the university. The President in consultation with the Director of Alumni Affairs and/or Executive Committee has jurisdiction to administer progressive discipline.
Alumni Council Attendance at Homecoming
Council members are expected to attend the annual council meeting, AGM and the Hall of Honour ceremony, as well as other events as may be necessary, taking place during Homecoming. Members should also make themselves available to assist at various class reunions during Homecoming, as may be required.

Bylaw Amendments
These by-laws may be repealed or amended by a majority vote at any meeting of the Alumni Council, with fourteen days’ written notice. With the notice calling such a meeting, there shall be enclosed a copy of the proposed repeal or amendment. Notice of an opportunity to comment on any approval, repeal or amendment shall be provided to the membership at the subsequent AGM.

Conflict of Interest
A councillor who has a Conflict of Interest in a proposed contract or agreement with the Association or in some matter to be considered by the Council shall declare their interest and shall not be entitled to participate in the deliberations or any vote related thereto. Unless otherwise determined by the Council, such councillor shall withdraw from the meeting during the discussion and shall not vote on any motion relating thereto.

Confidentiality
Chapter Presidents and Alumni Council members will be required to sign a confidentiality agreement. Volunteers are responsible for maintaining the confidentiality of all information they are exposed to while serving as a volunteer, whether this information involves a staff person, volunteer, customer, student, donor or alumnus or involves the overall business of the StFX Alumni Association and StFX Alumni Affairs. Breach of confidentiality will be cause for termination of the volunteer assignment.

Email distribution
The Alumni Association generally does not approve requests for bulk email distributions for non-alumni events. There are few exceptions, subject to the approval of the Director of Alumni Affairs in consultation with the President. Candidates for possible exception to this policy should be forwarded to Alumni Affairs for consideration.
Event sponsorships
The StFX Alumni Association does not provide sponsorship for non-alumni events. In some cases the Association and/or Alumni Affairs will support a non-alumni event (in particular those with alumni connections and for charitable causes) with a gift donation.

Amendment to Bylaw 6 (Committees) - ADOPTED FEBRUARY 26, 2019

Motion: That the Saint Francis Xavier University Alumni Association approve the following addition to Bylaw 6:

7.0.1 Regional Committees
7.0.1.1 Four Regional Committees shall be comprised as follows:
☐ The Atlantic Canada Committee, comprised of the Atlantic Canada representatives appointed to Council and each President of the Association’s Chapters in Newfoundland and Labrador, Nova Scotia, New Brunswick and Prince Edward Island;

☐ The Central Canada Committee, comprised of the Central Canada representatives appointed to Council and each President of the Association’s Chapters in Quebec and Ontario;

☐ The Western Canada Committee, comprised of the Western Canada representatives appointed to Council and each President of the Association’s Chapters in Manitoba, Saskatchewan, Alberta, British Columbia, Nunavut, Northwest Territories and the Yukon; and

☐ The International Committee, comprised of the International representatives appointed to Council and each President of the Association’s Chapters outside of Canada.

7.0.1.2 Each Regional Committee shall select a Chair from amongst its Alumni Councillors.
7.0.1.3 Each Regional Committee shall meet no less than twice yearly.
7.0.1.4 Each Regional Committee shall report committee activities to the President at least once a year and provide an annual report to Council. Such reports will include details on Chapter initiatives, attendance and opportunities.
7.0.1.5 Each Regional Committee may:
(a) Work to share best practices and information between Council and Association Chapters;

(b) Take steps to encourage collaboration between Chapters;

(c) Undertake efforts to ensure consistency in the quality of service and events provided by the Association to its Members;

(d) Act as facilitator between Council, Chapters and the Alumni Affairs Director;
(e) Actively engage across Chapters to ensure sustainability, leadership development, accountability and identification of opportunities and future leaders of Chapters’ and Association endeavors; (f) Provide information and insight into the initiatives undertaken by any other Committee; and (g) Invite other Chapter leaders to join the Regional Committee.

7.0.1.6 Regional Chapters shall not make recommendations to Council unless invited to do so by Council.