

ST. FRANCIS XAVIER UNIVERSITY

Constitution

St. Francis Xavier University Alumni Association

Voted on and adopted at Association AGM, October 3, 2008.
Changes made by general meeting conference call to section "Representation on the StFX Board of Governors", pg 3, on Dec. 22 2009.

DEFINITIONS

Alumni Council

Representative body of the Association, consisting of representatives from each zone, herein defined as up to two members at large, the Past President and such other additional members as set out in the By-Laws.

Association

The name of this Association shall be Alumni Association of St. Francis Xavier University, hereinafter referred to as the Association, and shall be deemed to include Mount Saint Bernard and the Coady International Institute.

AGM

Annual general meeting of the Association.

Chapter

Alumni members in a particular geographic area (within a zone) who meet from time to time and carry on activities that reflect the values of the University and support the aims and objectives of the Association and who are recognized by the Alumni Council as a Chapter.

Member

Members: All former students of the University, including past and present academic staff, the President of the Senior Class, all recipients of honorary degrees and other members of the University community deserving of such membership as determined by the Council Executive are eligible for membership in the Association and shall enjoy the privileges of membership.

Associate Members: Administrative or university officers as listed in the University Calendar; anyone designated as a friend of the University as determined by the Council Executive; and anyone who merits special recognition may be made an associate member of the Association by

resolution at any Annual or Special Meeting of the Association, or by Special Resolution of the Alumni Council.

Notice

Unless the context otherwise requires, notice shall be deemed to be given upon publication in the *AlumniNews* or any other publication approved by the Alumni Council or by other means specifically approved by Alumni Council.

Student

A registrant of the University for at least one academic year.

University

St. Francis Xavier University, including Mount Saint Bernard and the Coady International Institute.

Zone

Specific geographic groupings designed for effective representation of members, consisting of Newfoundland and Labrador, Nova Scotia, New Brunswick, Prince Edward Island, Quebec, Ontario, Prairies (Manitoba, Saskatchewan, Alberta and including Nunavut and the Territories), British Columbia (including Yukon), United States, International.

Zone Representation

Newfoundland-1; Nova Scotia-4; New Brunswick-2; Prince Edward Island-1; Quebec-1; Ontario-3; Prairies-2, British Columbia-1; continental United States-1; International-1.

Mission

The Association shall be the official voice of the alumni of the University and of all Association members and shall on behalf of all alumni carry out the aims, objectives and purposes of the Association.

Aims and Objectives

The aims, objectives and purposes of the Association are:

1. To advance and promote the best interests of the University;
2. To foster and encourage, in former students of the University, the present student body and faculty and other interested persons, a spirit of loyalty to the University;
3. To promote and maintain an informed public awareness of the University, its activities, its programs, its accomplishments;
4. To provide counsel to the University administration, faculty and student body;
5. To foster and encourage chapter development to ensure consistent liaison between alumni and the University;
6. To do all such other things conducive to the attainment of the foregoing aims, objectives and purposes.

Membership Privileges

Any alumnus of the University will enjoy the following membership privileges:

- a) To be eligible to hold office in the Association and to be eligible to be a member of the Alumni Council;
- b) To speak and vote at all meetings of the Association;
- c) To make and introduce motions, resolutions, petitions and suggestions to the Association and the Alumni Council;
- d) 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 or the Alumni Council for approval.

Governance

The affairs of the Association shall be managed by the Alumni Council, as defined above.

Council Executive

The President, Vice President and Secretary are elected positions of the Executive Council together with the Past President, and non-voting members, University Vice President of Advancement and Alumni Affairs Director.

Representation on the StFX Board of Governors

The Association presently has two appointed representatives on the Board of Governors. The President of the Association/Council is automatically recommended by Council. The Council will recommend one other representative from the Alumni Association and will recommend two if the President is unable to serve.

Standing Committees

Awards of Excellence

Chapter Development Committee

Constitution/Resolution Committee

Legacy

Nominating/Recruitment Committee

SAINT: Students and Alumni in Touch Career Mentoring Committee

Ad Hoc Committees

Committees appointed from time to time by the Association at a general meeting, by Alumni Council or the Executive.

By-Laws

The Association may, from time to time, enact such By-Laws that are considered necessary to meet the aims and objectives of the Association and provide for effective governance.

Annual General Meeting

The Annual Meeting of the Association shall be held at such time and place as the Alumni Council determines, following notice of at least 60 days.

SPECIAL MEETINGS OF THE ASSOCIATION

1. A special Meeting may be called by the Alumni Council whenever the same is advisable or desirable.

2. A Special Meeting shall be called by the Alumni Council upon receipt of a request addressed to either the President or the Secretary and signed by at least ten members. The purpose for the meeting shall be clearly stated in the request. In the event that a Special Meeting is not set down within ten days after receipt of a request by members, the members who signed such a request may then proceed to call such a meeting by appropriate notice, in accordance with the By-Laws.

Amendments

The Constitution may be amended from time to time, by a resolution passed by a two-third majority of the votes cast at an Annual General Meeting of the Association, or at a Special Meeting called for that purpose, by members of the Association, provided there is notice of at least 60 days of such amendments.

BY-LAWS

Governance

Council membership by Zone

In order to provide for effective geographic governance, membership shall be organized on the basis of geographic zones as follows:

Newfoundland and Labrador-1; Nova Scotia-4; New Brunswick-2; Prince Edward Island-1; Quebec-1; Ontario-3; Prairies (Manitoba, Saskatchewan, Alberta and including Nunavut and the Territories)-2; British Columbia (including Yukon)-1; continental United States-1; International-1.

In the event there is no council member from a particular zone, the Executive shall designate a council member to represent the zone.

In order to provide for effective local governance, members within a zone shall primarily, whenever possible, be organized as Chapters within a Zone.

Chapters

For purposes of effective governance, the Alumni Council, upon consultation with and upon the recommendation of the Alumni Affairs Director, shall determine whether a particular group constitutes a Chapter, having regard to sufficiency of numbers and the level of activity of the group.

Alumni Council and Executive

The Alumni Council is the representative and governing body of the Association and its affairs shall be managed by a Council Executive.

COMPOSITION OF ALUMNI COUNCIL

- a) Zone representatives from whom President, Vice-President and Secretary are elected; and,
- b) Up to two members at large;
- c) Past President;

- d) Designated non-voting members: Vice President of Advancement, Alumni Affairs Director, President of the Student Union, Senior Class President, SALUTE President, Faculty Member, Director of Recruitment/Admissions, Director of Advancement Relations;
- e) Such other non-voting members as Council may, from time to time, select.

COMPOSITION OF COUNCIL EXECUTIVE

Members of the Executive must be members of the Alumni Council.

The Council Executive shall be composed of President, Vice-President, Secretary and Past President, all of whom, at the time of holding office, are sitting members of the Alumni Council and, in addition the University Vice-President of Advancement and Alumni Affairs Director, shall be non-voting members of Council Executive. The Executive shall manage the affairs of the Alumni Council.

Duties of Alumni Council and Executive

The Alumni Council shall promote the objectives of the Association and shall have charge, control and management of the property and resources of the Association and all matters relating thereto and deemed expedient to the best interests of the Association, and, without limiting the generality of the foregoing, may recommend By-Laws, rules, appoint members to standing committees, convene ad hoc committees, and in all respects liaison with the University, communicate with the public and speak on behalf of the Association in its representative and governing capacity.

PAST PRESIDENT

- a) Shall be a member of Council and a member of Council Executive;
- b) Shall be Chair of the Nominating and Recruiting Committee;
- c) Shall carry on the usual duties of a Past President and such other duties as the President and Council from time to time request.

PRESIDENT

- a) Shall be an ambassador and spokesperson for the Association;
- b) Shall be the official representative of the Association at the University, shall promote the goals of the University and shall sit on University committees;
- c) Shall communicate with Council members and the Alumni Affairs Director to ensure fulsome communication with Association members. In particular, the President shall provide semi-annual reports and ensure minutes of meetings are available to all members;
- d) Shall 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;
- e) Shall assign appropriate executive members or Council members to act in his or her stead when the President is unavailable;
- f) Shall represent the Association on the StFX Board of Governors;
- g) Shall preside as chair at the selection of the Alumni Association Awards of Excellence, the Alumni Student Recognition Awards and the Hall of Honour;
- h) Shall sit as *ex officio* member of all Council committees.

VICE-PRESIDENT

- a) Shall act for and discharge the duties of the office of President in the President's absence or inability to perform those duties;
- b) Shall sit on the Chapter Development Committee (generally chair) and the Nominating and Recruitment committee;
- c) Shall sit on the SAINT committee
- d) Assume the office of President should it become vacant and hold office until the Annual General Meeting.

SECRETARY

- a) Shall attend all Council and Executive meetings, keep accurate minutes and distribute these to Council within seven days;
- b) Shall attend the Annual General Meeting of the Association, keep accurate minutes and distribute to Council within four weeks;
- c) Shall work with the Alumni Affairs Director in planning and arranging meetings;
- d) Shall sit on the Constitution/Resolution Committee (generally chair);
- e) Shall sit on the Legacy Committee.

SIGNING OFFICERS

All members of the Executive shall be designated as signing officers for the Association. At least two council executive members shall sign on behalf of the Association.

SELECTION OF ALUMNI COUNCIL

The Council Executive, on recommendation from the Nominating and Recruitment Committee and the Alumni Affairs Director, and in accordance with the membership requirements set out, shall select council members from each zone and, wherever possible, zone members will be selected from the Chapters' leaders within the zone.

The Nominating and Recruitment Committee shall, on an ongoing basis, oversee the selection of committed and interested alumni to sit on Council and Committees and shall present to the Executive names of Council members to fill vacant positions on the Executive.

The Committee shall present its nomination report to the Council Executive within a timeframe directed by the Council Executive (in order to provide alumni with appropriate notice). The President shall, as soon as possible thereafter, call a meeting of the Alumni Council for the purpose of considering the report. Alumni Council members may, in addition to nominations presented by the Nominating and Recruitment 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.

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

ELECTION OF ALUMNI EXECUTIVE

Alumni Council Executive members (with the exception of the Past President and the non-voting members, namely, University VP Advancement and Alumni Affairs Director) must be selected from the Alumni Council membership and are elected annually for a one year term at the Annual General Meeting (AGM) of the Alumni Association.

The Alumni Council shall, with appropriate notice, provide the alumni with a report, including the names of all Alumni Council members, the names of all Committee members and the slate of officers being presented at the AGM to fill Executive positions.

Unless otherwise provided for by a motion of Council, notice shall be given in the spring/summer edition of the *AlumniNews*.

At the AGM, the Chair shall, subject to the requirement that Executive members come from the Alumni Council, call for further nominations from the floor for vacant Executive positions.

In the event there are further nominations for any vacant executive position, a vote shall take place for each position for which there is more than one nominee.

In the event there are no further nominations, the Chair will move for adoption of Council's report and, once adopted and seconded, shall declare the new Executive members elected.

VOTING

Voting shall be by a show of hands of the alumni members attending the Annual General Meeting, unless there is a motion passed requesting election by ballot. In case of a ballot vote, the chair will refrain from voting unless there is a tie.

In the event there are no nominations from the floor, the executive officers presented by the Nominating/Recruitment Committee shall be deemed elected by the AGM.

If there is more than one nomination for any position, then that position shall be voted on individually.

Vacancy on Council or the Executive

In the event of vacancies on either Council or the Executive before the expiration of a term, the Nominating/Recruitment Committee, in consultation with the Alumni Affairs Director, may recommend nominees to fill the position(s) and the persons shall serve to the end of the unexpired term. Serving an unexpired term of office shall not affect the terms of office to which that person would be otherwise eligible.

Terms of Office

With the exception of members at large, terms on Alumni Council shall be for a period of three years, and members may be selected to serve a second term for a maximum of two terms.

Terms of office shall commence on January 1st.

Members at large shall serve a term designated by Council but, in any case, a maximum of three years.

Standing Committees

Subject to the provisions of the Constitution and the By-Laws, all members are eligible to be members of Standing Committees.

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

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

The Alumni Affairs Director shall be a non-voting member of all Standing Committees.

In accordance with the By-Laws, Alumni Council shall appoint the Chairs of each committee.

Awards of Excellence

This committee is made up of the Executive of the Council and is charged with recruiting nominations for, and the selection of candidates for, the annual Alumni Awards of Excellence.

Chapter Development Committee

Membership: Minimum of three members. Vice-President (generally Chair) will be a designated member.

Duties: On advice from the Alumni Affairs Director, designate the framework for what constitutes a Chapter, develop strategic plan for Chapter development, make recommendations to Council, in particular in relation to what constitutes a Chapter and, to the extent that resources allow, maintain a presence at the Zone and Chapter level.

Constitution/Resolutions Committee

Membership: Minimum of three members. Chaired by the Secretary and at least one council member.

Duties: From time to time, review the Constitution and the By-Laws and make recommendations for change and, upon request from the President or Council, revise the Constitution or By-Laws and ensure notice is given to the general membership and appropriate resolutions are presented to the AGM for adoption, address constitutional issues that may arise and draft resolutions to be brought to the general membership.

Legacy: Hall of Honour & Alumni Recognition Awards

Membership: The president or designate is Chair and at least four other members of Council. Committee members should be selected based on their interest and ability to participate in 'on-

campus' interviews of nominees for Student Recognition Awards (usually one full day). One member of this committee shall have a seat on the X-Ring Committee.

Hall of Honour

Duties: Read, evaluate and participate in the selection of candidates for the Hall of Honour. Encourage submissions of nominations to the Hall of Honour.

Student Recognition Awards

Read and evaluate submissions for the Student Alumni Recognition Awards, attend interviews of candidates on campus and select the bursary winners.

Nomination/Recruiting Committee

Membership: Minimum of five members. The Past President (generally Chair), two Council members and two Association members not on Council.

Duties: On a continuing basis, receive advice from the Alumni Affairs Director and Council members in relation to active and committed members in Zones and Chapters, recruit members for Council, the Executive and committees, annually present to Council nominations for executive positions, recommend to Council nominations for any vacancies on committees and Council. Present, on an annual basis, a formal report to Alumni Council making recommendations for vacant Alumni Council positions and recommendations in the event of vacant Council Executive positions.

SAINT (Students and Alumni in Touch) Mentoring Committee

This program is chaired by a member of Council who is responsible for recruiting mentees and mentors for the program, making appropriate matches, monitoring progress of relationships, maintaining a database of participants and submitting an Annual Report on results.

Membership

All members of the Association are eligible to be members of the Standing Committees, subject to the provisions of the Constitution and the By-Laws.

Ad Hoc Committees

The Council on its own motion may, from time to time, constitute ad hoc committees to deal with specific issues.

Ad hoc committees shall have a determinate term, renewable on motion of Council and shall submit to the Council reports as directed by Council or the Executive.

Meetings

Subject to the exceptions below, 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.

There shall be at least two meetings of Council each year and one shall be a face-to-face meeting.

The Annual General Meeting

Shall be a face-to-face meeting on campus of the University. The purpose of the meeting shall be to conduct elections, receive annual reports and transact any business that is appropriately brought before the meeting.

Special Meetings

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.

Quorum

At all meetings of the Association, those members present will constitute a quorum. At all meetings of Council, nine members present will constitute a quorum.

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.

Transitional Provision

In order to provide for continuity and a smooth transition to the new governance model, the following transitional provisions in relation to membership shall apply:

1. The Executive in office at the time of the Annual General Meeting when the Constitution is amended adopting the Council governance model for the Association and the By-Laws, shall, as of January 1st, 2009, be deemed members of Council and shall be responsible for the selection of remaining Council members in accordance with the Constitution and the By-Laws.
2. The Council Executive shall ensure that in the first full year after the Council governance model is passed at the Annual General Meeting, a full Council is selected and Standing Committees are operational by the time of the 2009 Annual General Meeting.
3. In order to achieve continuity, membership on the initial Council shall be staggered.
 - President, Vice-President, Secretary and Past President in place as of January 1, 2009 shall be deemed a one-year term and that term shall be deemed the first term on Council for purposes of eligibility;
 - A member representing British Columbia, Quebec, Ontario, Nova Scotia and the Prairies shall be deemed a two-year term and that term shall be deemed the first term on Council for purposes of eligibility;

- All other members shall be deemed a three-year term and that term shall be deemed to be a first term for purposes of eligibility.

4. The Executive in office at the time of the enactment of the By-Laws changing the governance model for the Association shall be responsible for the selection of the Alumni Association Council members in accordance with the Constitution and the By-Laws and shall ensure that all governance provisions of the Constitution and the By-Laws are implemented in the year following and, in any case, no later than the 2009 Annual General Meeting.

5. Within the first year after the implementation of the By-Laws, the Council shall elect from its fully constituted membership an Executive. Thereafter, the Executive shall be selected in accordance with the provisions of the By-Laws.

EFFECTIVE DATE

The By-Laws shall become operative without further formal notice upon their enactment, such enactment occurring upon their being passed by a simple majority at an AGM or a Special Meeting called for that purpose.

AMENDMENTS

Amendments in accordance with the Constitution.