

THE McMASTER UNIVERSITY ALUMNI ASSOCIATION  
CONSTITUTION

June 2012

ARTICLE ONE  
Name and Interpretation

1.01 NAME -

The name of the organization herein constituted shall be the McMaster University Alumni Association ("the Association").

1.02 DEFINITIONS -

In this constitution and in any and all by-laws hereinafter enacted by the Association, unless the context otherwise requires:

- a) "alumni" includes alumnae;
- b) "by-law" means any by-law of the Association from time to time in force and effect;
- c) "Board" means Alumni Association Board of Directors;
- d) "University" means McMaster University.

1.03 INCORPORATION

The McMaster Alumni Association is not separately incorporated by law. It functions in accordance with its constitution, which is recognized by McMaster University, and in collaboration with the University and the Office of Alumni Advancement.

ARTICLE TWO  
Head Office

2.01 HEAD OFFICE -

The head office of the Association shall be the Office of Alumni Advancement at McMaster University in the City of Hamilton.

ARTICLE THREE  
Mission

3.01 MISSION -

The Mission of the Association is:

- a) to help the University accomplish its three primary activities . research, teaching and community service . by participating in the University's governance, acting as an advocate and ambassador, supporting fundraising, and engaging the membership in actively supporting the University's strategic vision;
- b) to promote lifelong relationships between the University and its alumni by involving alumni in the programs and activities of the Association and in external activities representing the interests of the Association;
- c) to recognize the achievements of alumni, students and friends of the University, and reward outstanding contributions to the Association;
- d) to provide products, services and benefits that renew and invigorate alumni affinity with the University;
- e) to undertake appropriate and timely communication with alumni to inform them of issues affecting the University and the Association, and to facilitate communications among alumni;
- f) to initiate and pursue an appropriate and timely dialogue with senior officials and faculty of the University;
- g) to encourage current students to become involved in the life of the University and the programs and activities of the Association;

ARTICLE FOUR  
Membership

4.01 MEMBERS -

Membership in the Association shall consist of regular, associate and honorary members.

4.02 REGULAR MEMBERS -

- a) Any person who has received from the Senate of the University a degree, diploma, or certificate in a certified program of one year or more; or
- b) Any person who was a member of the Association prior to the enactment of the Association's Constitution in 1997; or
- d) Any person who fulfils clauses a) and b) of Article 4.03 and makes formal application to the McMaster Alumni Association Board of Directors may be considered for regular membership.

4.03 ASSOCIATE MEMBERS -

- a) Any person who attended the University for at least one (1) year full time or its equivalent and was registered in a course recognized by the Senate of the University; and
- b) Any person who has contributed in any way to the welfare of the Association or the University provided the nomination for membership is approved by the Board.

4.04 HONORARY MEMBERS -

- a) Any person who has received an honorary degree from the University; or
- b) Any person upon whom the Board confers honorary membership in recognition of exceptional contributions to the Association or the University.

ARTICLE FIVE  
Meetings of Members

5.01 ANNUAL MEETING -

The annual meeting of members shall be held at such time and on such day in each year between April 1 and June 30 for the purpose of hearing

and receiving the annual and other reports; electing representatives to the Board; the University Senate and University Board of Governors; and for the transaction of such other business as may properly be brought before the meeting.

5.02 SPECIAL GENERAL MEETING -

A special general meeting of members shall be held at such time and place as the Board may determine:

- a) Upon resolution of the Board, provided two-thirds (2/3) of the votes cast at such meeting of the Board are cast in favour of calling such special general meeting, or
- b) Upon written requisition of fifty (50) regular members of the Association delivered to the Financial Officer of the Association and such requisition shall set out the business proposed to be transacted at such special general meeting.

5.03 NOTICE OF MEETING -

Notice of the annual or of a special general meeting of members shall be given at least thirty (30) days prior to the date on which the meeting is to be held by sending such notice by mail, or electronically to all members of the Association to their last known address (if any) shown in the records of the Association. The notice shall set out the business to be transacted thereat. A special general meeting shall be called for a time not later than sixty (60) days after the Secretary received the requisition referred to in Section 5.02. Any notice of meeting of members may be included in the official print and/or electronic publication of the Association provided the provisions of this section are complied with.

5.04 RIGHT TO VOTE -

At any meeting of members, every regular member shall be entitled to one (1) vote and no member may be represented by proxy.

5.05 QUORUM -

At any meeting of members, thirty (30) regular members shall constitute a quorum for the transaction of business.

5.06 CHAIR OF THE MEETING -

The President or in absence the Vice-President or designate shall be the chair of any meeting of members.

5.07 VOTING PROCEDURE -

At any meeting of members, every question shall be decided by the majority of votes on the question.

5.08 TIE-BREAKING VOTE -

In the case of a tie vote at any meeting of members either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a tie-breaking vote.

5.09 NOMINATIONS -

The procedure for nominations is set forth in Article 8 hereof.

5.10 TERM OF OFFICE -

The term of office commences on the date of the annual meeting and concludes on the date of the next annual meeting.

ARTICLE SIX  
Board of Directors

6.01 DUTIES -

The affairs of the Association shall be managed by its Board (the "Board"). Without restricting the generality of the foregoing, the Board shall:

- a) oversee and support, through its committees and the Office of Alumni Advancement, the programs of the Association;
- b) act as the official spokespersons of the alumni to the University; and

- c) initiate and carry out such projects as are consistent with the mission and objectives of the Association.

6.02 COMPOSITION -

The Board shall consist of regular members of the Association designated as:

A. EXECUTIVE OFFICERS

The following shall be called Executive Officers:

- a) President,
- b) Past President
- c) Vice-President,
- d) Financial Advisor,

B. OFFICERS

The following shall be called Officers:

- a) the Association's four (4) Representatives to the University Senate, each for a three (3) year term, renewable once, and
- b) the Association's five (5) Representatives to the University Board of Governors for a four (4) year term, renewable as per the guidelines of the Board of Governors
- c) no more than seven (7) Members-at-Large

C. EX-OFFICIO MEMBERS (NON-VOTING)

The following shall be called ex-officio, non-voting Officers:

- a) Chairs of all committees of the McMaster Alumni Association as it shall from time to time establish, such as the Awards Committee, the Student Relations Committee, and geographic or affinity based Committees.

- b) Director and Associate Director of the Office of Alumni Advancement of the University,
- c) President of the McMaster Students Union,

#### 6.03 QUORUM -

Six (6) Officers of the Board shall constitute a quorum for the transaction of business at all meetings of the Board. In the event of vacancies, the remaining Officers of the Board may exercise all the powers of the Board so long as a quorum of the Board remains in office.

#### 6.04 VACANCIES -

Vacancies on the Board, except for vacancies among the ex-officio members, may be filled by appointment for the remainder of the term of office by the remaining members of the Board if constituting a quorum; otherwise such vacancies shall be filled at the next annual meeting of members.

#### 6.05 APPOINTMENT AND TERM OF NOMINATED MEMBERS TO THE BOARD

The Executive Officers shall be nominated bi-yearly by the Succession and Governance Committee and presented to the Board for approval prior to election at the annual meeting of the Association. Members of the Association may forward candidates' names to the Succession and Governance Committee for consideration. With the exception of the Financial Advisor, who is exempt from term limits, the Executive Officers shall hold office for a term of two (2) years and are eligible for reappointment save that no Executive Officer shall hold the same office for more than two (2) consecutive terms.

#### 6.06 CALLING OF MEETINGS -

Meetings of the Board shall be called by either the Executive Committee of the Board, the President, the Vice-President, or any five (5) members of the Board. Notice of every meeting shall be given in writing to each member of the Board not less than seven (7) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Officers of the Board are present or, if absent, waive in writing notice of or otherwise consent in writing to the holding of such meeting.

## 6.07 CHAIR -

The President or in absence the Vice-President shall be Chair of any meeting of the Board. If no such Officer were present, the Officers of the Board present shall choose one of their numbers to be Chair. The Financial Officer of the Association shall be the secretary of any meeting of the Board but if the Financial Advisor of the Association is not present, the Chair of the meeting shall appoint an Officer present to act as secretary of the meeting.

## 6.08 VOTING -

At all meetings of the Board, every question to be decided by the Board shall be decided upon by a majority of the votes of its members cast on the question. In the case of a tie vote the Chair shall be entitled to a tie-breaking vote.

## 6.09 COMMITTEES -

The Board may appoint such other Committees, in addition to the Standing Committees described in Article 7 below, and shall appoint the Chair and members thereof as it deems necessary to carry out the affairs of the Association. Such Committees are responsible to the Board, and between its meetings to the Executive Committee, and the Board shall establish their terms of reference, duties, powers, and duration by resolution or by by-law.

## ARTICLE SEVEN

## Standing Committees of the Association

## 7.01 STANDING COMMITTEES -

In order to more fully execute the mission of the Association as described in Article 3.01, there shall be constituted Standing Committees of the Board as follows:

## A. Executive Committee -

(1) There shall be an Executive Committee composed of the following:

a. President,



- b. Past President,
- c. Vice-President,
- d. Financial Advisor,
- e. Ex-officio non-voting members of the Executive Committee shall be:
  - i) Director of Alumni Advancement,
  - ii) Associate Director of Alumni Advancement.

(2) The mandate of the Executive Committee shall be:

- a. to ensure appropriate liaison on a day-to-day basis concerning the affairs and the operations of the Association;
- b. to review and report on relevant Association issues to the Board;
- c. to provide ongoing liaison between the Association and the Office of Alumni Advancement of the University;
- d. to perform such tasks as are delegated by the Board from time to time;
- e. to receive and generate communications with external and internal bodies, as appropriate; and
- f. to review, interpret and communicate to the Association the University's strategic plan;
- g. to entertain those issues and matters not otherwise provided for hereunder subject to Board approval.

(3) The Executive Committee shall meet at the discretion of the Association President in consultation with the Alumni Director.

B. Succession and Governance Committee -

(1) There shall be a Succession and Governance Committee composed of the following:

- a. Past President of the Association, who shall be the Chair,
- b. President of the Association,
- c. Vice-President,
- e. two (2) other members appointed by the Chair who are not current members of the Board, with preference being given to individuals with prior Board experience,
- f. the ex-officio member of the Succession and Governance Committee shall be the Director of Alumni Advancement or designate.

(2) The mandate of the Succession and Governance Committee shall be:

- a. to nominate all members of the Association's Board of Directors, including any vacancies which occur throughout the year;
- b. to review and approve the membership of the Association's standing committees;
- c. to ensure that the membership of the Board and its committees is able to represent and serve the alumni community;
- d. to review, as appropriate, the governance policies and practices of the Association;
- e. to review and update the succession planning document.

(3) The Succession and Governance Committee shall meet as required throughout the year upon reasonable notice from the Chair.

C. Finance -

(1) There shall be a Finance Committee of the Association composed of the following members:

- a. Financial Advisor who shall be the Chair,

- b. five (5) to nine (9) members, including the President and/or designate; Vice-President and a student representative, and
  - c. the ex-officio members of the Finance Committee shall be the Director, Alumni Advancement or designate, and the Alumni Officer, Services and Benefits.
- (2) The mandate of the Finance Committee shall be:
- a. to oversee and monitor all budgetary matters of the Association;
  - b. to oversee and monitor the Association's portfolio of services and benefits;
  - c. to make recommendations to the Executive and Board on support for special projects and sponsorships
  - d. to support and promote the fundraising goals of the Association and the University;
- (3) The Finance Committee shall meet throughout the year at the discretion of the Chair, but not less than two (2) times.

## ARTICLE EIGHT Nominations

### 8.01 NOMINATIONS -

Subject to the provisions of this constitution and any by-laws, the following procedure shall apply:

- a. The Succession and Governance Committee shall at the Board Meeting prior to the Annual Meeting each year present a slate of officers to replace those officers whose terms have expired in such year.
- b. The Board may add or remove any nominee to the list upon a majority vote.

### 8.02 ELIGIBILITY -

All candidates for any office to be nominated by the Succession and Governance Committee shall be regular members of the Association or shall become regular members within 30 days of the Annual General Meeting at which their candidacy would be presented. Subject to Section 6.05 any officer may stand for re-election.

8.03 REPRESENTATIVES TO THE SENATE -

The Association shall appoint four (4) Senators to the University Senate in accordance with the terms of "an Act respecting McMaster University, 1976", the Rules of Senate and the constitution of the Association.

8.04 REPRESENTATIVES TO THE BOARD OF GOVERNORS -

The Association shall appoint five (5) representatives to the University Board of Governors in accordance with the terms of ~~an~~ Act respecting McMaster University, 1976~~+~~; the by-laws of the Board of Governors and the constitution of the Association. The Past President shall assume one of the MAA Board of Governors representative seats for the same two (2) year term.

ARTICLE NINE  
Finances

9.01 FISCAL YEAR -

The fiscal year of the Association shall be the same as the fiscal year of the University, from May 1st to April 30th.

9.02 SIGNING OFFICERS -

All instruments in writing requiring the signature of the Association shall be signed by the President and Financial Advisor as the Board may direct or by such other persons as the Board may determine.

9.03 CONTRIBUTIONS -

The Alumni Association will actively support fundraising efforts of the University.

ARTICLE TEN  
Official Publication

10.01 McMASTER TIMES -

The *McMaster Times* shall be the official publication of the Association. The Association will ensure that each member of the Association shall be sent a copy of each issue of the *McMaster Times* provided their address is on file with the Office of Alumni Advancement.

ARTICLE ELEVEN  
By-Laws

11.01 BY-LAWS -

The Board may make such by-laws as it deems expedient for the administration and government of the Association and for the effective carrying out of the mission of the Association, provided such by-laws are consistent with this constitution in their purpose and effect. The Board may from time to time amend or repeal any such by-laws.

ARTICLE TWELVE  
DIRECTORS' LIABILITY

12.01 DIRECTORS' LIABILITY-

Members of the Association's Board are covered by the University's Errors & Omissions insurance policy.

ARTICLE THIRTEEN  
Amendment

13.01 CONSTITUTION -

This constitution may be amended by a two-thirds (2/3) vote of the regular members of the Association present at any annual or special general meeting of the Association.

13.02 PROPOSED AMENDMENTS -

The Board or any thirty (30) regular members of the Association may propose an amendment to this constitution. All such proposed amendments must be delivered to the Secretary at least sixty (60) days prior to any annual meeting or with the requisition for a special general meeting of members as provided in Section 5.02 hereof.

13.03 EFFECTIVE DATE -

This constitution hereby repeals the existing constitution of the McMaster University Alumni Association and this constitution shall be in full force and effect when it is adopted by a two-thirds (2/3) vote of the members present at a duly called annual meeting or special general meeting of the Association.

13.04 ENACTMENT -

Passed and enacted by a two-thirds (2/3) majority of those members present, being not less than the required quorum for such act, on the 2nd day of June, 2012.

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Bill McLean  
President

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Don Bridgman,  
Financial Advisor