

## **BY-LAWS OF THE NSCAD ALUMNI ASSOCIATION**

### **Statement of Purpose**

The Alumni Association exists to serve and advance the interests of NSCAD University's alumni around the world. It connects alumni to each other and to the university. Its representatives contribute to the governance of the university. It works in conjunction with the Advancement Office to strengthen and promote the alumni community and encourage alumni to contribute to the work of the university. The Association shall be incorporated under the Nova Scotia Companies Act.

### **Interpretation**

- 1.0 In these by-laws unless there be something in the subject or context inconsistent therewith:
- a) "Association" means the NSCAD Alumni Association.
  - b) "Special Resolution" means a resolution passed by no less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
  - c) "Member" means an individual as defined under Article 2.0.

### **Membership of the Association**

- 2.0 A member must be one of the following:
- a) Any person who has received a degree or diploma from NSCAD
  - b) Any honorary graduate of NSCAD
  - c) Any degree/diploma program student who has completed 30 credits of study at the University and is no longer in attendance
- 2.1 Membership in the Association will cease if the member's degree or diploma from NSCAD is revoked. A Member may resign by writing to the Association.

### **Branches**

- 3.0 Members of the Association with a particular common interest, location, or program may establish an informal branch, provided that the by-laws of the branch or organization do not conflict with these by-laws.
- 3.1 Branches are authorized and supported by the University Advancement Office at NSCAD University where the Alumni database is maintained.

- 3.2 Each branch shall operate with the Association in the advancement of the objects of the Association.

### **Board of Directors**

- 4.0 The Board of Directors of the Association consists of the following:
- a) President of the University (Ex Officio);
  - b) Nine Association Members for two year terms, including five Officer roles and four Member at Large roles. Two of these members will serve as Alumni Representatives on the NSCAD University Board of Governors;
  - c) Immediate Past President (Ex Officio);
  - d) President of the Student Union at NSCAD (Ex Officio). In the absence of the President, their designate may attend the meetings (Ex Officio);
  - e) Senior University Administrative Representative with over-sight for alumni relations or Designate (Ex Officio).

- 4.1 The Alumni Board of Directors shall be empowered, for causes, to declare any position vacant on the Board. Such causes shall include:

- a) Conduct prejudicial to the interest of the Association.
- b) Refusal to accept responsibilities.
- c) Failure to attend two or more consecutive meetings of the Board except for reasons the Board considers good and proper.

If the director is unwilling or unable to do so, the Board shall have the power to discipline, request the resignation of, or expel the director, subject to the right of appeal. Upon thirty days' notice in writing to the director, the Board may pass a special resolution authorizing the disciplinary action or the removal of the director from the Board of the Association.

A director of the Board whose office is declared vacant will have the right to appeal as provided for in the by-laws. Proper notice must be given of a motion to remove a person from office and the individual concerned shall be given an opportunity to speak before such a motion is put to a vote. In the case of disciplinary action or removal, the right of appeal of such a director shall be an Appeal Committee of five Members appointed by the President of the Board. The appellant has thirty days from notice of the discipline to launch an appeal.

### **NSCAD University Board of Governors**

- 5.0 The Alumni Board of Directors shall vote to recommend two individuals from the nine Association Members in 4.0 b) to serve as Alumni Representatives on the NSCAD University Board of Governors for a period of one year. They shall be eligible for two further one-year appointments, subject to the approval of the Board. Members of the Board of Directors as a result of Article 4.0 a), c), d), and e) are excluded from serving as Alumni Representatives on the NSCAD University Board of Governors.

### **Officers of the Association**

- 6.0 The officers of the Association are:
- a) President
  - b) Vice President
  - c) Immediate Past President (Ex Officio)
  - d) Secretary
  - e) Treasurer
- 6.1 The President, Vice-President, Secretary, and Treasurer will be elected at the Annual General Meeting.
- 6.2 Association Members who are current NSCAD University staff, faculty, or students are excluded from serving as an Officer of the Association.
- 6.3 The officers of the Association hold office until the end of the Annual General Meeting next following their installation, or until a successor is elected or appointed, whichever occurs first.
- 6.4 In the event that the term of the immediate past President has expired, that person shall function as an ex-officio member of the Board of Directors.

### **Executive Committee/Other Committees**

- 7.0 The Executive Committee may meet as necessary to conduct business of the Association. It shall consist of:
- a) The Officers of the Association;
  - b) Other members as appointed by the Executive Committee from time-to-time.
- 7.1 The Board of Directors shall appoint the Nominating Committee plus any other committee as required occasionally.
- 7.2 Committee chairpersons must be members of the Board of Directors.

### **Power and Duties of Directors**

- 8.0 The power and duties of the Board of Directors are:
- a) Exercise the borrowing power of the Association and raise and secure the payment of money in such a manner, as it deems expedient;
  - b) Manage, govern, conduct and control the business, property, revenue and affairs of the Association;
  - c) Make rules and regulations for the conduct of its business and for the control and direction of the work of the Association
  - d) Alter, amend or repeal the rules and regulations specified in Article 8.0 c);
  - e) Appoint committee(s) with power to act on behalf of the Board of Directors in such matters as the Board of Directors considers expedient;
  - f) Acquire and take by purchase, donation, devise, bequest or otherwise real estate and personal property and hold, enjoy, sell, exchange, lease, let, improve and develop the same and erect and maintain buildings and structures;
  - g) Use its funds and property, from whatever source, to defray its annual expenditures and for the attainment of its objects and purposes;
  - h) Do all such other acts and things as are incidental or conducive to or

consequential upon the exercise of its powers or attainment of its objects and;

- 8.1 If authorized by special resolution passed by not less than three-fourths of such members entitled to vote as are present at a general meeting or annual meeting of the Association of which sixty days notice has been given, the Board of Directors may;
- a) Change its name or alter its objects to add or restrict or abandon any of its objects or the locality in which its activities are chiefly carried on; or
  - b) Subscribe to or become a member of any other society or association, whether incorporated or not, whose objects are in whole or part similar to its own objects.

### **Duties of the Officers of the Association**

- 9.0 Unless otherwise agreed by the Board of Directors, the President shall;
- a) Officially represent the Association;
  - b) Preside at all general meetings and all meetings of the Board of Directors;
  - c) Be an Ex Officio member of all committees except the Nominating Committee;
  - d) Authenticate by their signature, when necessary, acts, order and proceedings of the Association and perform such other duties as may from time to time be conferred upon her or him by the Board of Directors; and
  - e) Be a signing officer with the Treasurer as designated by the Board of Directors.
- 9.1 Unless otherwise agreed by the Board of Directors, the Vice-President shall:
- a) Assume the office of the President in the event that the President resigns until such time as the Board of Directors appoints a new President; or to represent the President when they are unable to, on occasion, to fulfill their normal duties.
- 9.2 Unless otherwise agreed by the Board of Directors, the Secretary shall:
- a) Keep an accurate account of the minutes of general, board, and executive meetings;
  - b) Authenticate by their signature, when necessary, acts, orders, and proceedings of the Association;
  - c) Be responsible for maintaining the Association's files and records, except financial.
- 9.3 Unless otherwise agreed by the Board of Directors, the Treasurer shall:
- a) Keep and maintain accurate account of all receipts and expenditures of the Association;
  - b) Prepare a financial statement of the affairs of the Association for presentation at each meeting of the Board of Directors and each general meeting; and
  - c) Be a signing officer with the President.
- 9.4 Unless otherwise agreed by the Board of Directors, the Members at Large shall:
- a) Participate in Board activities and contribute perspectives that represent the alumni community,

## **Protection of Officers**

### **10.0 Limitation of Liability of Officers**

No member of the Association shall, in their individual capacity, be liable for any debt or liability of the Association beyond the amount of the subscription, dues or fees payable to them by the Association.

### **10.1 Limitation of Cause**

No Board Member of the Association shall be liable for the acts, receipts, neglects or defaults of any other Board Member or employee, or for joining in any receipt of other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Association for or on behalf of the Association, or for the insufficiency or deficiency of any security upon which any of the moneys of the Association shall be invested, or for any loss or damage resulting from bankruptcy, insolvency, or tortious act of any person with whom any of the moneys, securities or effects of the association shall be deposited, or for any loss occurred by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the executing of the duties of their office or in relation thereto unless the same shall happen through their own willful neglect or default.

### **10.2 Indemnity**

Every Board member of the Association and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- a) All costs, charges and expenses whatsoever that such Board member sustains or incurs in or about any action, suit or procedure that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- b) All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs of the Association; except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

## **Remuneration of Directors**

### **11.0 Remuneration**

No Director shall receive payment or honorarium for services provided in furtherance of their duties as director, except for the reimbursement of expenses incurred in the course of these duties, in accordance with the policies as set from time to time by the Board of Directors.

## **Election of the Board of Directors**

### **12.0 Nominating Committee**

The Nominating Committee shall consist of a chairperson who shall be an Officer of the Association, a representative from the Advancement Office, and up to four other members who shall be appointed by the Board of Directors.

#### 12.1 Duties of the Nominating Committee

- a) The Nominating Committee shall invite and receive nominations from Members of the Association for each open role. Nominations must open six weeks before the Annual General Meeting for a minimum two week window.
- b) From among the Members of the Association, the Nominating Committee shall nominate two or more Members of the Association as candidates in each available role for the election.
- c) The Nominating Committee shall endeavour to present nominees who contribute to the diversity of the Board.
- d) The Nominating Committee Chair shall present their list of nominees online one week before the Annual General Meeting
- e) The Nominating Committee may be called upon by the Board of Directors to act during the year, as required.

#### 12.2 Candidates for Election

The following shall be elected annually by Members of the Association:

- a) Nine Directors of the Association as outlined in 4.0 b) to be elected or reelected for a two-year terms. Elections may also be held to fill any other vacant position.
- b) Directors are restricted to serving two consecutive terms, totalling four years.

#### 12.3 Voting

- a) The Nominating Committee will elect two scrutineers to manage the online vote in the online voting program of choice. They shall be responsible for conducting the voting process and shall keep a copy of the results with a screenshot of the vote results.
- b) An Advancement Team representative shall verify the identity and membership status of nominees and voters
- c) In case of a tie, the scrutineers shall notify the President immediately, and the President shall cast the deciding vote.

### **Vacancies**

#### 14.0 Members of the Board of Directors and Officers

- a) Any vacancies of Officers of the Association shall be filled by the Board of Directors from within the Board of Directors for the unexpired term.
- b) The Nominating Committee will recommend replacements for resigned Board of Directors members to be approved by the Board of Directors

#### 14.1 Board of Governors

In the event of a vacancy of any Alumni member on the Board of Governors, the Board of Directors shall nominate and elect a successor for the unexpired term.

## Meetings

15.0 All meetings shall be conducted under *Robert's Rules of Order*

### 15.1 Annual Meetings

- a) The Association shall hold an Annual General Meeting each year online.
- b) At least three weeks notice of the time of the meeting shall be given by the Secretary to the Members of the Association, as per article 2.0.
- c) The Board of Directors shall appoint a Chairperson for the meeting.
- d) Any Member of the Association may inspect the records of the Association prior to the Annual General Meeting, after giving one-week notice to the Secretary of the Board of Directors.

### 15.2 Special Meetings

- a) Special meetings of the Association may be called by the Board of Directors at any time, provided notice of the time, place, and purpose of the meeting is given to all Members, as per article 2.0, by the Secretary fourteen days prior to the meeting.
- b) It shall be the duty of the President to call a special meeting on receipt of a request to that effect, signed by at least twenty-five Members and specifying the purpose for which the meeting is desired. Should the President fail to do so within ten days, the Vice-President shall call the meeting.
- c) No business shall be transacted at a special meeting unless notice thereof has been given.
- d) The Board of Directors shall appoint a chairperson for the meeting.

### 15.3 Quorum

Ten Members, as per article 2.0, shall constitute a quorum at the Annual General Meeting or a Special General Meeting.

### 15.4 Voting

Every Member, as per article 2.0, may vote at the Annual General Meeting or a Special General Meeting. In the case of a tie, or stalemate, the Chairperson has the deciding vote.

### 15.5 Meeting of the Board of Directors

- a) The first meeting of the newly elected Board of Directors shall be called by the elected President and shall be held after the Annual General Meeting of the Association.
- b) The Board of Directors shall meet regularly. The frequency of these meetings shall be determined by the President, taking into consideration the needs and activities of the organization.
- c) The President may call a meeting of the Board of Directors at any time, or in their illness or absence, the Vice-President, provided that twenty-four hours notice of the meeting is given.
- d) It shall be the duty of the President to call a meeting of The Board of Directors

on the receipt of a request to that effect, specifying the purpose for which the meeting is desired and approved in writing by at least four members of the Board of Directors. Should the President fail to do so within seven days, the Vice-President shall call the meeting.

- e) Sixty percent of the directors shall constitute a quorum at a meeting of the Board of Directors. Ex Officio members are not counted when determining quorum.
- f) Every director may vote, with the exception of Ex Officio members. In the case of a tie vote, the President shall cast the deciding vote.

#### 15.6 Absence of the President

- a) Procedure for conducting meetings in the absence of the President and the Vice-President is to elect a Chair until the President or Vice-President returns, as outlined in *Robert's Rules of Order*.

### **Auditors**

#### 16.0 Appointment of Auditors

Auditors may be appointed at the discretion of the Board of Directors to conduct an audit or review

#### 16.1 Duties of the Auditors

The Auditors so appointed shall audit or review the current year's accounts and present a statement to the Association at its next Annual General Meeting.

### **Execution of Instruments**

17.0 The Board of Directors may, by resolution, authorize two or more of the directors to execute contracts, deeds, bills of exchange, cheques, and other instruments and documents on behalf of the Association.

17.1 The Seal of the Association shall be in the custody of the Secretary of the Association, and may be affixed to any document as per resolution of the Board of Directors.

### **Amendments**

18.0 These by-laws may be amended, repealed, or added to by a Special Resolution approved by three-fourths of those Members present at an Annual General Meeting, or Special Meeting of the Association, provided that notice of the proposed amendment has been given to each Member at least three weeks prior to the holding of the meeting.

18.1 Any proposed amendment shall, before being presented in 18.0 be considered at a duly called and constituted meeting of the Board of Directors.

18.2 Written notice with a copy of the proposed amendments shall be given to each member of the Board of Directors at least three weeks prior to the meeting of the Board of Directors at which the proposed amendment is to be considered.

*Amended: July 28, 2010*

*Amended: October 26, 2011*

*Amended: August 29, 2013*

*Amended: September 5, 2017*

**Amended: July 26, 2024**