

SOCIETY ACT

BY-LAWS

of the

TRINITY WESTERN UNIVERSITY ALUMNI ASSOCIATION

PART 1 – INTERPRETATION

- 1.1 In these By-Laws, unless the context otherwise requires,
- (a) "**Association**" means Trinity Western University Alumni Association;
 - (b) "**Board**" means the Board of Directors of the Association and "**Directors**" means the Directors of the Association from time to time;
 - (c) "**Board of Governors**" means the Board of Governors of TWU as appointed from time to time;
 - (d) "**Society Act**" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (e) "**Special Resolution**" shall have the meaning set out in the *Society Act*;
 - (f) "**TWU**" means Trinity Western University;

PART 2 - MEMBERSHIP

- 2.1 Every person who has been enrolled at TWU and completed 15 semester hours or more of study at TWU is eligible to become a member of the Association.
- 2.2 By resolution passed by not less than 75% of the members of the Board, the Board may, from time to time, admit other persons or groups of persons associated with TWU as members of the Association despite noncompliance with Section 2.1.
- 2.3 All persons who are eligible for membership in the Association, and wish to apply, must fill out an electronic or other membership application form and submit it to the Association in the manner that the Board may determine in order to become a member of the Association.
- 2.4 Members shall pay dues in an amount and on a frequency that the Board may determine from time to time.
- 2.5 A member shall be in good standing as long as he or she remains a member and pays dues as and when they become due.

2.6 Honorary Life or Special Status Membership:

- (a) The Board may confer an Honorary Life or Special Status Membership on any person who, in the Board's opinion, has made an outstanding contribution to TWU, the Association or the Alumni of TWU;
- (b) The Honorary Life Membership may include those individuals upon whom TWU has conferred an honorary degree;
- (c) Honorary Life Members shall be non-voting members of the Association;
- (d) Honorary Life Members shall be entitled to attend all Annual General Meetings of the Association;
- (e) The Board may confer on a member specific status such as a Founding member or other status and create special criteria and benefits, including the payment of dues, for such specific status.

2.7 A person shall cease to be a member of the Association:

- (a) By delivering his or her resignation in writing to the Secretary of the Association by mail or delivery personally or by email, fax, or other Board-approved means of electronic communication to the address of the Association;
- (b) On his or her death; or
- (c) On being expelled.

2.8 A member may be expelled by a special resolution of the members passed at a general meeting and:

- (a) the notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
- (b) the person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

PART 3 – ORGANIZATION: DIRECTORS AND OFFICERS

3.1 The Board shall consist of the following individuals:

- (a) The TWU Vice President Alumni;
- (b) The President of the TWU student government or his or her nominee
- (c) The Chair of the Faculty Association of TWU or his or her nominee;

- (d) The Chair of TWU Board of Governors or his or her nominee;
 - (e) Up to 30 members-at-large, duly elected by the membership from among voting members of the Association; and
 - (f) Members appointed by Regional Chapters in accordance with Part 6 hereof.
- 3.2 The officers of the Association shall serve one-year terms and be elected by the Board at the first meeting of the Board following each Annual General Meeting, subject to Section 3.5, and consist of the following:
- (a) the Chair/President;
 - (b) the Vice-Chair;
 - (c) the Treasurer; and
 - (d) the Secretary.
- 3.3 The Chair/President may, from time to time, appoint one or more Directors to serve as Committee Chair on an ad-hoc basis. Committee Chairs shall be officers of the Association and serve at the Chair/President's discretion.
- 3.4 Directors may serve as an officer of the Association for multiple terms, if duly elected.
- 3.5 To be eligible to serve as an officer of the Association, a Director must meet the following requirements:
- (a) Have served for a minimum of 1 year as a Director of the Association;
 - (b) Be a present voting member of the Board; and,
- 3.6 To be eligible to serve as Chair/President of the Association, a Director must have served at least 1 year as an officer of the Association and may not be an employee of Trinity Western University.
- 3.7 To be eligible to serve as Vice-Chair, Treasurer, or Secretary of the Association, a Director may not be an employee of Trinity Western University.
- 3.8 Only elected Directors, and Directors duly appointed by Regional Chapters, shall be entitled to vote on Directors' resolutions.
- 3.9 The terms of office of the Directors shall be:
- (a) The TWU Vice-President of Alumni, President of TWU student government (or his or her nominee), the Chair of the TWU Faculty Association (or his or her

nominee), and the Chair of the Board of Governors (or his or her nominee) are ex-officio Directors during their tenure in each respective position.

- (b) The term of office of all elected and Regional Chapter appointed Directors shall be three years.
 - (c) Notwithstanding the reference in subsection 3.4(b) to terms of three years, the term of office of a Director (other than an ex-officio Director) shall expire at the end of the third Annual General Meeting following his or her election or appointment, as the case may be. The Board may establish from time to time shorter terms for any elected Director in order to create timely succession of Directors at each Annual General Meeting.
 - (f) No person (other than an ex officio Director) shall be elected or appointed to the Board if he or she has already served two consecutive full terms on the Board.
- 3.10 If the Chair/President, a Vice-Chair, Treasurer or Secretary ceases to hold office before the expiration of his or her term, then the Board shall elect a Director to the vacancy until the end of the term.
- 3.11 Any Director (other than an ex-officio Director) who fails to attend three consecutive meetings of the Board shall, at the discretion of the Board, cease to be a Director.
- 3.12 The members of the Association may remove a Director (other than an ex-officio Director) by a Special Resolution passed at a general meeting for which notice was given.
- 3.8 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

PART 4 - PROCEEDINGS OF THE BOARD OF DIRECTORS

- 4.1 The Board shall hold meetings at least one time during the Association's fiscal year at the call of the Chair/President.
- 4.2 The Board shall also meet upon written request to the Secretary by any four Directors, stating the purpose of the meeting.
- 4.3 The Secretary shall give at least ten days' written notice of meeting to each member of the Board stating as clearly as possible the purposes for which the meeting is to be held.
- 4.4 A quorum shall consist of a majority of the voting members of the Board.
- 4.5 All minutes of the Board meetings shall be forwarded to all members of the Board by mail, email, fax, internet or other means of electronic communication as determined by the Board from time to time.

- 4.6 The Board may meet in camera with respect to any particular issue, and without a Director who has acknowledged a conflict of interest, or been determined by the Board to be in a conflict of interest, with respect to that issue.

PART 5 – COMMITTEES

- 5.1 The Board may appoint, in its discretion, from time to time:
- (a) a Nomination Committee;
 - (b) an Audit and Finance Committee; and
 - (c) such other committees as it deems appropriate to carry out the work of the Association.
- 5.2 The Chair/President shall appoint a Chair of each committee for a specific or indeterminate term, whose term may be terminated or renewed from time to time in the discretion of the Chair/President.
- 5.3 The Board shall have the power to create or dissolve committees of the Association in its discretion, from time to time, and charge committees with appropriate terms of reference and delegate powers as it sees fit from time to time as long as they do not conflict with these by-laws.
- 5.4 The Nomination Committee shall:
- (a) be composed of no less than three members of the Board, and such other members as may be appointed by the Board from time to time;
 - (b) exercise the powers and duties granted to it pursuant to Part 7 with respect to the nomination of candidates to fill vacancies arising in the Board of the Association;
- 5.5 The Audit and Finance Committee shall:
- (a) Be composed of no less than three members of the Board, and such other members as may be appointed by the Board from time to time;
 - (b) Review and recommend to the Board, for approval by the Members, engagement of an external auditor, if any;
 - (c) Meet at least annually with the external auditor, if any, to review the Association's annual financial statements and the auditor's report;
 - (d) Review and advise the Board with respect to planning, conduct and reporting of the annual financial report;
 - (e) Review the annual budget of the Association and advise the Board with respect thereto;

- (f) Advise the Board generally on the financial affairs of the Association; and
- (g) Undertake such other duties as the Board from time to time directs.

PART 6 – CHAPTERS

- 6.1 Where members form themselves into an association on the basis of geographical area of residence, they may, with the consent of the Board, become affiliated with the Association as a Regional Chapter upon such terms as may be agreed by the Board.
- 6.2 The Board may withdraw its approval of the affiliation of any Regional Chapter described in Section 6.1 at any time, if, in the opinion of a majority of the Board, the affiliated Regional Chapter is not carrying out the purposes of the Association.
- 6.3 Regional Chapters with a membership of no less than twenty-five members may elect or appoint one member to the Board of Directors for a term of office of up to three years, the term of which shall expire at the end of the third Annual General meeting following his or her election or appointment, as the case may be.
- 6.4 No person shall be elected or appointed by a Regional Chapter as a director if he or she has already served six consecutive years on the Board of Directors.

PART 7 – ELECTIONS

- 7.1 The Nomination Committee shall prepare and present to the Board, 90 days before each Annual General Meeting, a list of nominees for the available elected offices of director.
- 7.2 Nominations other than those originating from the Nomination Committee may be made provided they comply with the following provisions:
 - (a) Each such nomination must be in the form provided for by the Association accompanied by the consent of the nominee and submitted in accordance with procedures established by the Board.
 - (b) Each nomination shall be addressed to the Secretary and must be received in the Association's offices 90 days before each Annual General Meeting.
- 7.3 Every member in good standing shall have one vote at any Annual General Meeting or Extraordinary General Meeting and may exercise such vote either in person or by proxy;
- 7.4 The election of Directors and any other matters requiring the members to vote at a general or special meeting shall be governed by the following procedures:
 - (a) Electronic voting by members shall be permitted:

- (i) Unless the Directors fix some other time by which electronic votes must be submitted, an electronic vote shall be issued using a web-based system not less than 24 hours (excluding Saturdays, Sundays and British Columbia holidays) before the time for holding the meeting in respect of which the electronic ballot is issued.
 - (ii) The Directors may, by resolution, make regulations relating to the electronic voting system.
- (b) A member shall be entitled to appoint a proxyholder to attend, act and vote for him or her at a general or special meeting:
- (i) Any member, having attained the age of majority, may act as proxyholder;
 - (ii) A proxy shall be in writing signed by the member who is appointing the proxyholder;
 - (iii) Unless the Directors fix some other time by which proxies must be deposited, a proxy shall be addressed to the Secretary and deposited at the office of the Association or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours (excluding Saturdays and holidays) before the time for holding the meeting in respect of which the person named in the instrument is appointed;
 - (iv) In addition to any other method of depositing proxies provided for in these Bylaws, the Directors may by resolution make regulations relating to the depositing of proxies at any place or places and fixing the time for depositing the proxies.
 - (v) A proxy, whether for a specified meeting or otherwise, shall be either in the form following or in any other form that the Directors shall approve:

Trinity Western University Alumni Association

The undersigned, being a member of the above named Association, appoints _____ of _____ for the undersigned to attend, act and vote for and on behalf of the undersigned at the meeting of the Association to be held on _____ and at any adjournment thereof.

Dated: _____

(Signature of Member)

- 7.5 The personal attendance of a member or a third-party proxy at the Annual General Meeting shall be regarded as revocation of any previous electronic voting issued by the web-based system.

PART 8 - POWERS AND DUTIES

- 8.1 The Association shall be governed by the Board.
- 8.2 The Chair/President shall be the presiding officer at all General Meetings and Board Meetings of the Association. The President shall be a voting member of all committees and sub-committees of the Association. He or she shall represent, or delegate representation of, the Association in dealing with senior executive members of TWU and other outside constituencies. In addition, he or she shall delegate the responsibility for the recruitment of volunteers for the Association and the chairing of the Nomination Committee, as appropriate.
- 8.3 The Vice-Chair shall perform such duties as may from time to time be delegated by the Board or Chair/President, and in the absence of the Chair/President the Vice-Chair shall preside at General Meeting and Board Meetings.
- 8.3 The Treasurer will personally chair the Audit and Finance Committee and shall have responsibility for the funds and securities of the Association, including all bonds, deeds, and other papers and documents relating to the property of the Association. He or she shall ensure that all financial records are in good order and that proper books or accounts are kept. If determined necessary or appropriate by the Board, or by the members out of General Meeting, he or she shall present a certified audit of the financial position of the Association at each Annual General Meeting and from time to time during the year he or she shall present to the Board accurate reports of the financial affairs of the Association.
- 8.4 The Secretary will ensure that proper conduct of the correspondence of the Association and maintenance of a Register of Members. He or she will issue notices of meetings of the Association and the Board and ensure the keeping of minutes of all meetings. He or she will maintain security of the seal (if any) of the Association and ensure custody of all records and documents of the society except those required to be kept by the Treasurer.
- 8.5 The TWU Vice-President Alumni shall be the Association's senior management position and the TWU Vice-President Alumni shall conduct the business of the Association in accordance with the directions of the Board and the Executive. It shall be the TWU Vice-President Alumni's responsibility to inform meetings of the Board of matters relating to TWU that, in his or her judgment, are relevant to the Association as well as perform other duties as decided from time to time by the Board and the Executive. He or she shall be an ex-officio non-voting member of all Committees and sub-committees of the Association.

PART 9 - GENERAL MEETINGS

- 9.1 The Annual General Meeting of the Association shall be held at least once in every calendar year and not more than fifteen months after the adjournment of the previous Annual General Meeting. The time and place of the Annual General Meeting shall be determined by the Board.

- 9.2 All other general meetings of the Association are deemed to be Extraordinary General Meetings and shall be convened by the Board in the same manner as the Annual General Meeting.
- 9.3 Extraordinary General Meetings may be called at any time by the Board or by any 50 members of the Association by submitting a petition bearing their signatures to the President and all members shall receive notice in the same manner as an Annual General Meeting.
- 9.3 The Board shall give at least fourteen days' notice of Annual General Meetings by mailing notices to the members of the Association, or by notifying the members by electronic means.
- 9.4 A quorum for an Annual General Meeting of the Association shall be a total of twenty-five voting members.
- 9.5 All Annual General Meetings of the Association shall be chaired by the Chair/President, or in the President's absence the Vice-Chair, and at the Annual General Meeting shall include presentation for approval of a statement of the financial affairs of the Association for the preceding fiscal year, audited if otherwise required, and the appointment of an auditor, if any, for the current fiscal year.
- 9.6 At the Annual General Meeting the officers of the Association shall present their reports, directors shall be elected to fill expiring terms, and the results of the election or appointment of directors shall be announced. The results of the election of officers shall be announced as soon as reasonably possible after the election.

PART 10 - PROCEDURES AT MEETINGS

- 10.1 Roberts Rules of Order, Revised Edition, shall govern proceedings at all meetings of the Association and its Committees.
- 10.2 Any meeting of the Association and its Committees may also be held, or any member, Director, or committee member may participate in any meeting of the Association and its Committees by conference call or electronic videoconference or other electronic means so long as all the members, or members of the committee, participating in the meeting can hear and respond to one another. All such members or committee members so participating in any such meeting shall be deemed to be present in person at the stated location of such meeting and, notwithstanding the foregoing bylaws shall be entitled to vote by a voice vote or electronic vote recorded by the Secretary.

PART 11 - THE SEAL

- 11.1 The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 11.2 The seal of the Association shall be kept secure by the Secretary.

- 11.3 The seal of the Association, when required, may be affixed to contracts, documents and instruments by any two officers appointed by resolution of the Board.

PART 12 - SIGNING AUTHORITY

- 12.1 The Board shall appoint at least two persons to sign cheques or other documents on behalf of the Association.
- 12.2 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two officers and all contracts, documents and instruments in writing, shall be binding upon the Association without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing.

PART 13 - FISCAL YEAR

- 13.1.1 The fiscal year of the Association shall commence on May 1st of each year, or such other date as may be determined by the Board from time to time.

PART 14 – AUDITORS

- 14.1 At each Annual General Meeting of the Association the members may appoint an auditor of the Association for the next year.

PART 15 – BORROWING

- 15.1 In order to carry out the purposes of the Association, the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 15.2 No debenture shall be issued without the sanction of a special resolution.
- 15.3 The members may by special resolution restrict or prescribe the borrowing powers of the Board of Directors, but such restriction shall expire at the next Annual General Meeting.

PART 16 - ALTERATION OF CONSTITUTION AND BY-LAWS

- 16.1 The Constitution, to the extent alterable, and By-Laws of the Association may be amended by a special resolution vote of Members present in person or by proxy at a General Meeting of the Association.
- 16.2 Notice of such special resolutions shall be given at least fourteen days before the meeting. Such notice shall be given by the procedures by which notice of general meetings shall be given.

PART 17 - INDEMNITY CLAUSE

- 17.1 Subject to the provisions of the *Society Act*, the Directors may cause the Association to indemnify a Director or former Director of the Association and the heirs and personal representatives of any such person against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, resulting from their acting as a director of the Association. Each Director of the Association on being elected or appointed shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.
- 17.2 Subject to the provisions of the *Society Act*, the Directors may cause the Association to indemnify any officer, employee or agent of the Association and their heirs and personal representatives against all costs, charges and expenses whatsoever incurred by them and resulting from acting as an officer, employee or agent of the Association.
- 17.3 Subject to the provisions of the *Society Act*, the Directors may cause the Association to indemnify a Secretary of the Association and his or her heirs and personal representatives against all costs, charges and expenses whatsoever incurred by them and resulting from the functions assigned to the Secretary by the Association. Each Secretary shall, on being appointed, be deemed to have contracted with the Association on the terms of the foregoing indemnity.
- 17.4 The failure of a Director or Officer to comply with the provisions of the *Society Act* or these Articles shall not invalidate any indemnity to which he or she is entitled under this part.

PART 18 – NOTICES

- 18.1 Written notice may be given to a member or Director either personally (by delivery, mail, e-mail, fax, Internet or other means of electronic communication as determined by the Board.
- 18.2 A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice was posted. In proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a post office receptacle with adequate postage affixed, provided that if there shall be, between the time of posting and the deemed giving of the notice, a mail strike or other labor dispute which might reasonably be expected to delay the delivery of such notice by the mail, then such notice shall only be effective when actually received. Any notice delivered by hand or sent by facsimile, e-mail, Internet or other means of electronic communication shall be deemed to have been given on the day it was so delivered or sent.

PART 19 – ADDRESS

19.1 The address of the Association shall be #300 – 31935 South FRASER Way, Abbotsford, BC V2T 5N7, or such other address as may be determined by the Board from time to time.

These Bylaws are dated July _____, 2010.