

**UNIVERSITY OF LETHBRIDGE ALUMNI ASSOCIATION  
RULES OF OPERATION**

*Effective April 21, 2022*

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Established by the University of Lethbridge Board of Governors in 1967, the University of Lethbridge Alumni Association Constitution (Appendix A) articulates the name, purpose, restrictions on financial gains to Members, as well as allocation of funds upon winding up or dissolution; and whereas the University of Lethbridge Alumni Association Council has deemed it desirable to make certain regulations respecting the calling of meetings, the quorum, and conduct of business at those meetings, and generally as to the conduct of its affairs;

Subject to the authority of the Board, therefore the University of Lethbridge Alumni Association Council resolves that:

## PART 1. ENACTMENT, DEFINITIONS AND INTERPRETATION

### A. Enactment

1. The University of Lethbridge Alumni Association Council consents to the enactment of these Rules of Operation by a motion passed at University of Lethbridge Alumni Association Annual General Meeting on the 22nd day of June 2021.
2. All prior Bylaws are rescinded, and resolutions and procedures of the University of Lethbridge Alumni Association Council, inconsistent herewith are hereby amended, modified and revised in order to give effect to this Rule.

### B. Rules of Operation

#### Definitions

1. **"Alumni"** shall mean individuals who have graduated by having a degree, certificate or diploma conferred on them by the University.
2. **"Association"** shall mean the University of Lethbridge Alumni Association, an entity that exists at the will of the Board and is comprised of all Alumni, Associate and Honorary Members. The Association is not a registered society, charity or not-for-profit organization.
3. **"Associate Members"** shall mean any other person with an affinity to the University who wishes to become an Associate Member of the Association may be granted the privilege upon application to and approval by Council.
4. **"Council"** shall mean the advisory body that leads the Association.
5. **"Constitution"** shall mean the establishment of the Association by the Board (Appendix A).
6. **"Board"** shall mean the Board of Governors of the University.
7. **"Rules of Operation"** shall mean the Association Rules of Operation.
8. **"Committee"** shall mean a standing or ad-hoc committee established by Council under Part 3 of these Rules of Operation.
9. **"Elected"** shall mean elected by vote of members of Council.

10. **"Chapter"** shall mean groups of Alumni formed by the Association who reside in geographic locations outside of Lethbridge, or formed to support the goals of and recognize a special affiliation to the University.
11. **"Honorary Members"** shall mean any person who has received an honorary degree from the University; or any person upon whom the Council approves honorary membership on as a signal of honour for exceptional contributions to the welfare of the Association or University;
12. **"Honorary Officers"** shall mean the President of the University shall be Honorary President of the Association; the Vice-President (Finance and Administration) of the University shall be Honorary Treasurer of the Association; the Chancellor of the University shall be an Honorary Director of the Association.
13. **"Majority"** shall mean the smallest whole number that is greater than 50.0% of the total.
14. **"Quorum"**, unless otherwise defined, shall exist when a majority of the voting members are in attendance in person, by telephone, or video link.
15. **"Resolution"** shall mean a motion passed by a simple majority of those voting, not including abstentions, at a duly constituted meeting of the Council.
16. **"University"** shall mean The University of Lethbridge.

#### **C. Amendments**

1. These Rules of Operation or any part of them may be amended by a Resolution of the Council passed by a vote of two thirds (2/3) of the votes cast at any duly constituted meeting of the Council, at which a Quorum is present, and notice of Rules of Operation amendments was given.
2. Any Member may propose amendments to these Rules of Operation by submitting a written amendment to Council. Council may suggest changes to the proposed amendment, which may or may not be accepted by the Member. If the Member does not accept proposed changes, Council may provide written comments with the proposed amendment when it is placed on Council Agenda.
3. Ongoing editorial amendments needed to these Rules of Operation such as typos, and position title changes do not require approval at Council. Changes will be brought forward to the next Council meeting for information.

#### **D. Interpretation**

1. Unless otherwise defined in these Rules of Operation, words and expressions have the same meaning as those defined in the Constitution.
2. To the extent any part of these Rules of Operations is inconsistent with the Constitution, or is found to be unenforceable or invalid, the balance of the Rules of Operation shall be interpreted as if such part had not been included.

### A. Primary Purpose - Association

1. As articulated in the Constitution (Appendix A – Article II):

*“The purpose of the Association shall be:*

- *To promote an engaging and mutually beneficial connection between the University of Lethbridge and its community of Alumni.*
- *To promote and further higher education.*
- *To be the voice of Alumni.”*

### B. Council Objectives

The Council works closely in an advisory capacity with the University Office of Alumni Relations to provide guidance and assistance in strengthening the relationship that Alumni of the University have with their alma mater and each other.

1. To represent the interests of Alumni of the University;
2. To assist the University in reaching its strategic goals;
3. To encourage a spirit of pride and engagement amongst the Alumni community;
4. To enhance the reputation and profile of the University;
5. To build a culture of philanthropy amongst the Alumni community.

### C. Council Year

1. A Council Year begins September 1 and ends on August 31 of the following year.

### D. Powers and Capacity of the Council

1. The powers of the Council, in accordance with these Rules of Operation, may only be exercised at a duly constituted meeting of Council at which a Quorum is present, unless otherwise required by these Rules of Operation.
2. Every Resolution of Council is effective:
  - a. on the date the Resolution was made, if there is no effective date in the Resolution; or
  - b. on the date stated in the Resolution to be the effective date.
3. Council shall:
  - a. Act as the voice of Alumni to the University. This requires members to be actively engaged with other Alumni, seeking feedback on their Alumni experience and learning about their continued Alumni needs;

- b. Actively participate as a key stakeholder in the creation and revision of the strategic Alumni engagement plan which is led by the Office of Alumni Relations;
- c. Establish relevant policies and procedures for the Council's operations.
- d. Establish relevant council committees and approved committee priorities;
- e. Nominate Alumni representatives to the Senate and Board of Governors (Appendix in development)
- f. Nominate Alumni representatives to University committees when requested;
- g. Act as a key advisor on Alumni matters and offer Alumni perspectives for the University;
- h. Identify and recommend engagement programming of benefit and interest to Alumni;
- i. Ratify the selection of all Council members;
- j. Ratify and, when necessary, disband Chapters; and
- k. Ratify the selection of all Alumni Achievement Award recipients.

## **E. Council Members**

1. The Council shall consist of a maximum of 25 voting members consisting of the following:
  - 1.1. A minimum of three elected Executive Officers of the Association, these positions are recommended by the Nominating Committee and appointed by Council:
    - 1.1.1. the President of the Association, Vice-Chair of Council (See Part 4. Officers B. Vice-Chair);
    - 1.1.2. The Vice-President of the Association, Chair of Council (See Part 4. Officers A. Chair);
    - 1.1.3. The Secretary of the Association, Secretary of Council (See Part 4. Officers C. Secretary); and
    - 1.1.4. the Past-President (when applicable).
  - 1.2. Up to ten elected Directors, recommended by the Nominating Committee and appointed by Council. Maximum diversity will be sought for in these appointments. To ensure maximum diversity one must be a recent Alumni within the last ten years.
  - 1.3. The following are *ex-officio*, voting members of Council:
    - 1.3.1. The President of the University Students' Union or designate;
    - 1.3.2. The President of the University Graduate Students' Association or designate;
    - 1.3.3. The President of each Association Chapter or designate;

- 1.3.4. The Liaison Director who is an alumnus/na and employee at the University. In the case that there is an on-campus Association Chapter, this role will be filled by the president of that Chapter.
- 1.4. The following are *ex-officio*, non-voting members of Council:
  - 1.4.1. The Honourary President (The President of the University);
  - 1.4.2. The Honourary Treasurer (Vice-President (Finance & Administration) of the University);
  - 1.4.3. The Honourary Director (Chancellor of the University);
  - 1.4.4. The Director, Alumni Relations and Annual Giving of the University or designate.
- 1.5. Elected Council members serve a two-year term and may stand for a maximum of four consecutive terms. Council members must take a one one-year leave before re-applying to sit on Council.
- 1.6. Elected Council member's appointment to Council shall normally commence on September 1<sup>st</sup> and end on August 31<sup>st</sup>.
- 1.7. An Elected Council member may resign at any point via written notice to the President of the Council.
2. *Ex-officio* Members of Council or its Committees shall be Members only so long as they hold the position that entitles them to be *ex-officio* Members.
3. A person shall cease to be a Member upon:
  - 3.1. the resignation of the Member from Council, in writing, to the President of the Council;
  - 3.2. the expiration of an Elected term;
  - 3.3. the expiration of, or effective date of resignation from, an *ex-officio* appointment;
  - 3.4. a Resolution by Council to remove a Member (see 3.4.2 below)
    - 3.4.1. If three meetings or key events within one year term are missed, the Executive Committee may ask the Council member to step down.
    - 3.4.2. Any Member of Council, upon the vote of 75% of Council, may be expelled from Council for any cause which Council may deem reasonable. A vote for expulsion can be called by any Member at any time and will be carried out by secret ballot executed through the Director, Alumni Relations and Annual Giving.
4. A vacancy on the Council does not impair the ability of the remaining Members to act.

## **F. Expectation of Council Members**

1. Attend and actively participate in all regularly scheduled meetings in person, by telephone, or via video link.
2. Represent the Council on committees as required by the Council or the University.

3. Participate in the selection, celebration and stewardship of the Alumni Achievement Award recipients.
4. Enjoy the Alumni experience and be willing to speak openly and positively about the University to others.
5. Engage in the identification and cultivation of volunteers for various Alumni and University positions.

#### **G. Responsibility of Members**

1. In exercising their powers and discharging their duties, Members shall:
  - 1.1. act honestly and in good faith with a view to the best interests of the University;
  - 1.2. actively ensure any actual or perceived conflicts of interests are brought to the attention of the Chair who will rule if required; and
  - 1.3. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **H. Frequency of Council Meetings**

1. The Council shall meet no less than four times per year.
2. The Executive Committee may call a meeting of the Council on the request of the Chair or the Vice-Chair, should the need arise.

#### **I. Council Meetings**

1. A Council Meeting shall be duly constituted when Members, in accordance with Part 2, Section J.2 of these Rules of Operation, receive notice of the meeting, and a Quorum of Members is present.
2. All Council meetings shall be open unless Council resolves to go into closed session.
3. When Council is in closed session, the closed session ends with the adjournment of the Meeting or following a Resolution to return to open session, whichever occurs first.
4. Any person may attend the open meetings as an observer, subject to the limitation of space and good conduct as determined at the sole discretion of the Chair.
5. No observer shall be permitted to address an Open Meeting, except with the prior permission of the Chair. Council may hear representatives from the public at large on reasonable, prior application to the Chair.

#### **J. Notice of Council Meetings**

1. The Secretary shall propose dates, times and locations for regular Council Meetings for the proceeding year in May of each year, subject to reschedule or cancellation by the Executive Committee.
2. A Notice of Meeting, including date, time, agenda, and location, shall normally be provided to Members four (4) working days prior to the meeting date.



3. Generally, all Council meetings are open, and any person may attend as an observer, subject to the limitation of space and good conduct as determined at the sole discretion of the Chair.
4. The Council may, at any time, determine that a meeting, or part thereof, be designated as a closed session to deal with confidential matters which shall include matters related to personal information about an individual for Council recruitment purposes or the selection of Alumni Achievement Award recipients.
- 5.

#### **K. Loss of Quorum**

1. A Meeting that begins with a Quorum shall be deemed to continue with a Quorum until the Meeting is adjourned, or a Member challenges Quorum and less than a majority of Members then holding office are present at the time of the challenge.
2. A meeting at which Quorum is challenged and lost shall be deemed adjourned at the time that Quorum is challenged.

#### **L. Voting and Eligibility to Vote**

1. Each Member present (in person, by telephone, or by video link) at a meeting shall have one (1) vote. The Chair may exercise their vote only to break a tie.
2. Voting shall be conducted by a show of hands unless any Council Member requests a ballot vote (those attending by telephone or video link can vote virtually or by a verbal Aye or Nay).
3. Unless otherwise specified, all resolutions receiving a majority of affirmative votes of Council Members present (in person, by telephone, or by video link) and casting votes, shall be carried, except in the case of changes to the Rules of Operation, as stated in Part 1, Section C of these Rules of Operation.
4. Voting by proxy is not permitted.

#### **M. Ballot**

1. If a ballot is required under Part 2, Section L.2 above, the Secretary shall serve as the Returning Officer.
2. The Returning Officer shall distribute ballots to all Council Members present.
3. Ballots shall be returned at the call of the Chair to the Returning Officer.
4. The Returning Officer shall count the votes in the presence of the Chair and announce the count.

#### **N. Rules of Order**

Robert's Rules of Order shall govern in all cases in which they are applicable and not in conflict with these Rules of Operation.

## **O. Minutes of the Meeting**

1. The Secretary shall present the minutes of a Council meeting to the next meeting of the Council to be adopted following such modifications and corrections as Council deems necessary.
2. The Minutes as adopted and ratified by the Council shall be receivable as prima facie evidence of the matters stated in such Minutes.

## PART 3. COMMITTEES

### A. Establishment of Standing and Other Committees

1. Council has established three Standing Committees, Executive Committee, Nominating Committee and the Alumni Achievement Award Selection Committee.
2. Working, advisory or ad hoc committees may be established by the Executive Committee from time to time, and in relation to any committee the Executive Committee shall determine the priorities, composition and reporting structure on an annual basis.
3. Unless otherwise specified, Standing Committees shall be subject to the same procedural rules as Council.
4. The minutes and agendas of a Standing Committee shall be distributed to members and resource members of the Committee. The minutes and agendas shall be retained by the designated secretary (administrative support).

### B. Standing Committee Membership, Powers and Duties

1. General
  - a. Unless otherwise stated, Standing Committee members serve for two (2) year terms.
2. Executive Committee
  - a. The following shall be members (voting) of the Executive Committee:
    - ULAA President [Committee Chair] *ex-officio*
    - ULAA Vice-President [Vice-Chair] *ex-officio*
    - ULAA Secretary, *ex-officio*
    - ULAA Past-President, *ex-officio*
    - Resource Member (non-voting): Director, Alumni Relations and Annual Giving
  - b. Responsibilities
    - i. Act on behalf of Council for matters requiring immediate action when a Quorum of Council is not reached including, if necessary, the period between meetings. All actions taken on behalf of Council will be reported at the next regular meeting of Council.
    - ii. Represent Council where necessary.
    - iii. Review the organization and procedures of Council and its committees, and report with appropriate recommendations for improved effectiveness.

- iv. Review existing affinity partnerships and recommendations for new affinity partnerships and benefits available to the Alumni community.
- v. Approve the agenda for meetings of Council, ensuring that agenda materials are sufficiently developed to afford fruitful debate at Council.
  - 1. Any business that could have been transacted at the original meeting, but was not, shall be considered at the next Meeting of the Executive Committee for inclusion at a subsequent Meeting of Council.
  - 2. Report to Council at each meeting on their activities.
- vi. Prepare a one-year Council meeting schedule and present it to Council for information.
- vii. Review and make recommendations concerning matters not assigned to other committees.
- viii. Annually review the Rules of Operation and recommend changes to Council if required.
- c. The responsibilities of the Executive Committee may be limited as provided by resolution of the Council from time to time, and, in particular the Executive Committee shall not:
  - i. remove any member of the Executive Committee;
  - ii. amend the Rules of Operation.
- 3. Nominating Committee
  - a. The following shall be members (voting) of the Nominating Committee:
    - The Vice-President, who shall serve as Committee Chair;
    - The Executive Committee Members; and
    - Three (3) Council Members, elected by Council
    - One Council Member, elected by Council, to serve as an alternate committee member
    - Resource Member (non-voting) (Administrative Support): Director, Alumni Relations and Annual Giving
  - b. Any Council Member in consideration for a vacant position must declare a conflict of interest and cannot serve on the Nominating Committee
  - c. For searches to fill the position of Vice-President and/or President, the executive currently filling that position would become ex-officio and the alternate member of the committee will be activated.
  - d. Responsibilities
    - i. Overseeing the process of nominating candidates for membership on Council, Executive Officer positions and other committees requiring

representation from Council. The Nominating Committee will work with the Office of Alumni Relations to follow the recruitment procedure for vacant positions.

1. The Committee shall ensure the best possible match and broadest possible diversity for all committees where possible.
2. The Committee shall recommend term lengths of less or more than two –years to provide an overlap of experience if appropriate.
3. The Committee shall hold their meetings in-camera (no discussion of particular candidates will appear in the minutes) to enable an unconstrained review of nominations.
4. The Committee shall put forth nominees at a Council meeting for their ratification.

### **C. Alumni Chapters**

1. The Council works in partnership with the University's Office of Alumni Relations to facilitate the creation and operation of Association Chapters to enhance connections with other Alumni and the University.
2. The Council formally recognizes, and when necessary, disbands Association Chapters by 2/3 vote based on input from Chapter volunteers, Alumni Relations and/or University administration.

### **D. Council and The Office of Alumni Relations**

1. The Office of Alumni Relations is responsible for leading a University-wide strategy to engage Alumni.
2. The Association, led by the Council, is an advisory body working with the Office of Alumni Relations to advance Alumni engagement priorities.
3. The Office of Alumni Relations serves as the secretariat for the Council and provides staff leads for Council committees and subcommittees.

## **PART 4. OFFICERS**

### **A. Chair**

1. The Vice-President of Council shall be the Chair.
2. The Vice-President shall serve a two-year term that can be renewed once for a total of four (4) consecutive years.
3. The Chair:
  - a. shall be the internal relations representative of the Council;
  - b. shall provide leadership to the Council;

- c. shall provide Alumni representation by serving on the University Senate and various committees as required;
- d. is accountable to the Council;
- e. shall at all times maintain an independent perspective to represent, to the best of the Chair's ability, the interests of the Council.
- a. when able, preside at all meetings of the Council and the Executive Committee;
- b. call the meeting to order at the appointed time;
- c. announce in its proper order the business which should come before Council;
- d. assign the floor to members who desire to speak;
- e. state all motions that have been proposed and seconded and to restate, in the best possible form without changing the meaning, any motion not clearly phrased, providing such changes are acceptable to the proposer;
- f. explain the effect of a motion, if necessary;
- g. restrict discussion to the question before Council;
- h. consult with the Parliamentarian when there is uncertainty on how to proceed;
- i. restate the exact question upon which the Council is to vote when discussion on a question has ceased or has been closed by a motion to that effect, and to put the question to a vote;
- j. state the vote and the result of the vote; and
- k. perform all other duties usually pertaining to this office.

## **B. Vice-Chair**

1. The President of Council shall be the Vice-Chair.
2. The President shall serve a two-year term that can be renewed once for a total of four (4) consecutive years.
3. The Vice-Chair:
  - a. shall perform the duties and exercise the powers of the Chair in the event that the Chair is absent or unable to act.
  - b. shall act as spokesperson for Council decisions being the external relations representative;
  - c. shall provide Alumni representation by serving on the University Board, University Senate and various committees as required;
4. Should the Vice-Chair be unable to chair the Secretary shall then chair.

## **C. Secretary**

1. The Secretary shall serve a two-year term that can be renewed once for a total of four (4) consecutive years.
2. The Secretary shall:

- a. have at each meeting the latest copy of the Rules of Operation, Council Membership and latest agenda;
  - a. take minutes in order to furnish the exact wording of the motion or motions before Council;
  - b. keep minutes of all meetings of the Council and meetings of committees established by the Council;
  - c. search the minutes for information which may be requested by officers or members;
  - d. maintain an official list of those members that may vote;
  - e. keep the Council guidelines; and
  - f. carry on the official correspondence of the Council.
3. The Secretary, using the resources above, is to assist the Chair and Members to answer procedural inquiries when they arise, and where helpful, to comment on procedural matters before Council.
4. The Secretary shall also count votes and distribute, collect and count ballots if required.
5. In the absence of the Secretary, the Chair may appoint any other Member to act in this capacity.

#### **E. Past-President**

1. The Past-President shall serve a one (1) year term with no option for renewal.
2. The Past-president shall serve as an advisor to the Executive Committee.

#### **F. Other Members**

1. The duties of all other Members shall be as prescribed by the Council or called for by the terms of their engagement. All Members appointed by the Council shall carry out such directions as they may receive from Council.
2. Members shall not delegate their vote or voice on Council or any of its Committees to another person.

#### **G. Incapacity of Member(s) to Act**

1. If any Member is unable to perform their duties for any reason, another Member may perform the duties of that Member as the Council may from time to time appoint for that purpose.
2. Except as provided in the immediately preceding paragraph, a Member shall not, under any circumstances, delegate their voice or vote to any other person.

**THE UNIVERSITY OF LETHBRIDGE ALUMNI ASSOCIATION CONSTITUTION**

(Board of Governors Motion – April 8, 1967)

**ARTICLE I**

- a. The name of the Association is The University of Lethbridge Alumni Association, hereafter referred to as the 'Association'.
- b. The Association exists at the will of the University of Lethbridge Board of Governors and will carry on operation in the City of Lethbridge, in the Province of Alberta.

**ARTICLE II**

The purpose of the Association shall be:

- To promote an engaging and mutually beneficial connection between the University of Lethbridge and its community of alumni.
- To promote and further higher education.
- To be the voice of alumni.

**ARTICLE III**

The purpose of the Association shall be carried on without pecuniary gain to its members and no dividends shall be declared or paid and any profits or other accretions of the Association shall be used in promoting its purposes. This paragraph is unalterable.

**ARTICLE IV**

Upon a winding up or dissolution of the Association any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization or organizations having purposes of a life nature to the Association. This paragraph is unalterable.