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THE ALUMNI ASSOCIATION

OF

THE UNIVERSITY OF WESTERN ONTARIO

BY-LAW

The following By-laws shall govern the work of the Board of Directors of The Alumni Association of The University of Western Ontario. These By-laws are a companion document to the Constitution of The Alumni Association of The University of Western Ontario. A complete set of definitions can be found in Article 16.

ARTICLE 1
INTERPRETATION

1.01 DEFINITIONS

All defined terms used herein (which includes all capitalized words and phrases) are listed in Article 16 of this By-law and shall have the meaning ascribed thereto unless the context requires otherwise.

1.02 CONFLICTS

To the extent that any conflict exists between the provisions of the By-laws and the provisions of the University of Western Ontario Act, 1982 (the "Act" further defined in the Definitions below) or the Constitution, the provisions of the Act or Constitution shall take precedence.

To the extent that any conflict exists between the provisions of the By-laws, and any policies or procedures of the Association, the provisions of the By-laws shall prevail.

1.03 HEADINGS

The headings used throughout the By-laws are inserted for reference purposes only and shall not be considered in construing the terms and provisions of the By-laws or deemed to clarify, modify or explain the effect of such terms or provisions.

1.04 INTERPRETATION

As the context requires:

- (a) words, phrases, or sentences written in singular form include the plural; and
- (b) words, phrases, or sentences written in masculine form include the feminine.

ARTICLE 2 APPLICATION

2.01 APPLICATION

This By-law applies to all meetings, decisions, actions and affairs of the Association.

2.02 HIERARCHY OF GOVERNING DOCUMENTS

The Association shall be governed in order of preference by:

- (a) the Act;
- (b) the Constitution;
- (c) the By-laws and the appendices; and
- (d) any policies, procedures, informal practices or traditions of the Association.

ARTICLE 3 MEMBERSHIP

3.01 MEMBERS

Generally, the members of the Association are all Alumni of the University. More specifically, the Members of the Association shall consist of Regular Members, Associate Members, and Honorary Members.

3.02 REGULAR MEMBERS

All Alumni of the University, including Alumni who have received a degree, diploma, or certificate in a certified program from the Senate of the University are the Regular Members of the Association. Any Member who ceases to be an Alumnus of the University ceases to be a Regular Member.

3.03 ASSOCIATE MEMBERS

The following persons shall automatically and without application be deemed Associate Members of the Association:

- (a) any person who has successfully completed at least five full credits (full or part-time basis) in a program recognized by the Senate of the University, and is no longer registered at the University; and
- (b) any current or retired faculty or staff member of the University.

Persons not listed above, stating special circumstances, may become an Associate Member of the Association by making special application to the chair of the Nominating Committee. The Nominating Committee shall consider the application for Associate Member status and make a recommendation to the Board. The application for Associate Member status must be approved by the Board of the Association, and ratified by the Membership at the next Annual or Special General Meeting of the Membership.

The status of Associate Member shall be granted for the lifetime of the Associate Member, unless removed by a vote of the Membership at any Annual or Special General Meeting of the Membership.

Associate Members enjoy all of the rights and privileges as a Regular Member, except the right to vote at Annual or Special General Meetings of the Association.

3.04 HONORARY MEMBERS

The Honorary Members of the Association shall automatically and without application include:

- (a) any person who has received an honorary degree from the University; and
- (b) any friend of the University who has contributed in any way to the welfare of the Association or the University and who is so appointed by the Board of Directors as an Honorary Member which appointment must be ratified by the Membership at the next Annual or Special General Meeting of the Membership after the appointment of the Honorary Member.

The status of Honorary Member shall be granted for the lifetime of the Honorary Member, unless removed by a vote of the Membership at any Annual or Special General Meeting of the Membership.

Honorary Members enjoy all of the rights and privileges as a Regular Member, except the right to vote at Annual or Special General Meetings of the Association.

ARTICLE 4 ANNUAL AND SPECIAL GENERAL MEETINGS

4.01 ANNUAL GENERAL MEETING

The year end of the Association is April 30 of each year. The Annual General Meeting of the Association's Members shall be held each year on a date, not later than 60 days after the year end, and at a place as the Board may determine for the purpose of receiving the annual and other reports, electing Directors, confirming the approval of any new Associate Members, recognizing any new Honorary Members and for the transaction of such other business as may properly be brought before the Annual General Meeting as permitted by these By-laws.

4.02 SPECIAL GENERAL MEETING

A Special General Meeting of the Association's Members shall be called:

- (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 a Special General Meeting; or
- (b) upon written requisition of one hundred (100) Regular Members of the Association delivered to the Secretary of the Association and such requisition shall set out the business proposed to be transacted at such Special General Meeting,

and shall be held at such time and place as the Board may determine.

4.03 NOTICE OF MEETING

Notice of the Annual General Meeting or of a Special General Meeting shall be given to the Membership at least forty-five (45) days prior to the date on which such Annual or Special General Meeting is to be held. Notice shall be given by placing such notice in the Official Publication and on the Association's website. The notice shall set out the place, date and hour of the Annual or Special General Meeting, and in the case of a Special General Meeting the business that is proposed to be transacted.

Notice of a Special General Meeting must be given not later than ninety (90) days after the Secretary received a valid requisition made in accordance with Section 4.02.

The notice of an Annual or Special General Meeting is encouraged to be included in all publications of the Association, provided the provisions of this Section are also met. The notice shall include reference to the right to be present by proxy, as described in section 4.05. It shall include the right of a general proxy and may contain a subject specific proxy.

If applicable, the notice shall include:

- (a) any proposed changes to the Constitution, with directions as to where to find particulars of said changes;
- (b) any request to ratify a new By-law or amendments to the By-laws of the Association, with directions as to where to find particulars of said By-law or By-law amendment;
- (c) the names of the proposed nominees to fill the roles of Directors and Officers of the Association; and
- (d) direction as to where to obtain any minutes from the previous Annual or Special General Meeting, as the case may be.

Without limiting the above, the notice shall be generally given in accordance with the form of notice set out at Appendix 1 to these By-laws.

4.04 RIGHT TO VOTE

At any Annual General Meeting or Special General Meeting, every Regular Member shall be entitled to one (1) vote.

4.05 PROXIES

Every Regular Member entitled to vote at an Annual General Meeting or Special General Meeting may appoint another Member as their nominee to attend and act for them to the extent

conferred by the proxy. Any Member attending the Annual or Special General Meeting may bear the proxy(ies) and vote the proxy(ies) in addition to his own vote.

An instrument appointing a proxy shall be in writing executed by the appointing Member, and ceases to be valid after the Annual General Meeting or Special General Meeting to which the proxy relates has been adjourned. The proxy shall be in the form set out by the Board from time to time, and as more particularly set out as Appendix 1 to these By-laws. The proxy shall be delivered to the Secretary of the Association at least two (2) days before the Annual General Meeting or Special General Meeting or at such earlier time and in such manner as the Board may prescribe. A Regular Member is only permitted to hold a maximum of five (5) proxies at any given Annual or Special General Meeting.

4.06 QUORUM

The quorum for any Annual or Special General Meeting of the Members is twenty (20) Regular Members in person, by telephone-conference or by proxy.

Where a quorum is not present at any time during an Annual or Special General Meeting, the Chair may, at his discretion, adjourn the meeting to such time on such day within sixty (60) days thereof as the Chair may decide. If the Chair elects to reconvene the Annual or Special General Meeting and a quorum of the Members is not present at such reconvened meeting, the Annual or Special General Meeting shall automatically be dissolved.

4.07 CHAIR AND SECRETARY OF THE MEETING

The President or in the President's absence the Past President shall be the Chair of any Annual or Special General Meeting. In the absence of both the President and the Past President, the President-Elect, followed by any other Director of the Association, shall be appointed the Chair by a vote of the Members.

The Secretary of the Association, or designate, shall be the Secretary of any Annual or Special General Meeting but if the Secretary or designate is not present, the Chair of the meeting shall appoint a Member to act as the Secretary of the meeting.

4.08 VOTING PROCEDURE

At any Annual or Special General Meeting every question shall - unless otherwise required by the Act, the Constitution or these By-laws - be decided by the majority of the votes duly cast on the question. In the case of an equality of votes at any meeting, the Chair of the Annual or Special General Meeting shall be entitled to a second tie-breaking vote.

4.09 SHOW OF HANDS

Every question submitted at a meeting shall be decided by a show of hands unless a ballot ("Poll") is requested by the Chair or any Regular Member present at the Annual or Special General Meeting. After a show of hands has been taken upon any question, the Chair or any Regular Member present may require a Poll thereon. A demand for a Poll may be withdrawn at any time prior to the taking of the Poll.

4.10 POLLS

If a Poll is required and the demand is not withdrawn, a Poll upon the question shall be taken in such manner as the Chair in his discretion shall direct. The Chair shall allow sufficient time to enable all the Regular Members at the meeting to cast their ballots and proxies and after a sufficient amount of time has elapsed, the Chair shall declare the Poll closed and thereafter no further ballot shall be cast. If a Poll is called, each Regular Member who is present in person, by telephone conference or by proxy shall be entitled to one (1) vote and the result of the Poll shall determine the question.

4.11 ADJOURNMENT

The Chair or any Member may move to adjourn an Annual General Meeting or Special General Meeting, subject to any conditions the Members may impose by vote at the meeting.

4.12 MINUTES

The Secretary or designate shall take minutes of the proceedings at every Annual and Special General Meeting of the Association. Within forty-five (45) days of the dissolution of an Annual or Special General Meeting, the minutes shall be prepared by the Secretary, or designate, and be reviewed and approved by the Chair of the Annual or Special General Meeting and posted on the Association's website. The minutes of an Annual or Special General Meeting shall be reviewed, amended (if applicable) and approved by the Members at the next Annual General Meeting of the Association.

ARTICLE 5 BOARD OF DIRECTORS

5.01 DIRECTORS AND EX OFFICIO MEMBERS

The composition of the Board is set out in section 4.03 of the Constitution and includes regular voting members and ex officio non-voting members.

5.02 POWERS AND PRIVILEGES OF THE BOARD

The Board may consider and transact any business, either specific or general, at any meeting of the Board, provided that all business considered and transacted by the Board is consistent with the Constitution of the Association and these By-laws. All Directors of the Board are entitled to propose motions, vote and are encouraged to speak and otherwise participate in all Board meetings and activities.

The Board exercises its powers and makes decisions on behalf of the Association through the passing of resolutions and By-laws. Subject to the powers granted to the Executive Committee in Section 10.03 an action of the Board is not effective unless it is adopted by resolution of the Board, or enacted as a By-law of the Association at a properly constituted meeting of the Board.

5.03 DUTIES

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

- (a) manage the affairs of the Association;
- (b) maintain regular contact with and consult with the Executive Director and staff in the Department of Alumni Relations & Development to foster a harmonious relationship between the Association and the Department of Alumni Relations & Development;
- (c) establish and maintain the By-laws of the Association;
- (d) consider and establish Association policies and procedures;
- (e) take carriage of the process for any proposed amendments to the Constitution;
- (f) take carriage of the process for the formulation of any strategic plan of the Association;
- (g) ratify the President’s theme and plan for the Association each year;
- (h) make recommendations to the University on any relevant aspects of University policy, governance and administration, including the appointment, duties and role of the Executive Director;
- (i) make recommendations to affirm, adopt, defer or reject new proposed projects for Alumni and the University, including affinity partnerships;
- (j) act as the voice of the Association;
- (k) deliberate and make recommendations on funds made available to alumni-related projects;

- (l) make appointments of Alumni representatives to the Senate, the Board of Governors and other University governance bodies, as required; and
- (m) encourage the participation of Alumni in the Association and in Alumni events and programs, and establish and advocate for mechanisms, through the Department of Alumni Relations & Development, to engage the interests and opinions of Alumni.

Any of the above duties of the Board may be delegated to the Board's Committees, through the passing of terms of reference for a Committee or to any of its Officers by resolution of the Board or as specifically set out in this By-law.

5.04 ELECTION AND TERM OF BOARD MEMBERS

Of the eighteen (18) Directors, as many as six (6) may be elected at an Annual General Meeting of the Association, or if called for such purpose in accordance with these By-laws, a Special General Meeting. Each Director shall hold office for a term of three (3) years, and shall be eligible for re-election for one further three (3) year term.

If a Director is nominated to serve as President or as a member of the Executive, he will be eligible to serve a third three-year term. The Board shall deliberate on any special circumstances from time to time and shall record in reasonable detail in the minutes of the Board meeting the rationale for any extension of the term of any Director. The Board is authorized to extend the term of any Director in exceptional circumstances, the rationale for which shall be documented.

After a lapse of six (6) years a retired Director may be re-elected to serve a further two (2) terms. No more than five (5) of the eighteen (18) Directors shall be graduates of the same faculty, school or Affiliated University College of the University.

5.05 PROTECTION OF DIRECTORS AND OFFICERS

No Director or Officer of the Association shall be liable for the acts or omissions of any other Director or Officer of the Association, or for any costs, charges or expenses of the Association resulting from any tortious acts of or relating to the Association or any other Director or Officer of the Association, or for any loss occasioned by an error of judgment or oversight on the part of any other Director or Officer of the Association, or for any other costs, charges or expenses of the Corporation occurring in connection with the execution of the duties of the Director or Officer, unless such costs, charges or expenses are incurred as a result of such person's own wilful neglect, default or negligence, provided that in no circumstance shall any Director or Officer of the Association be liable in any of the above circumstances for the acts or omissions of any employee or agent of the Department of Alumni Relations & Development or the University.

The Directors and Officers of the Association shall be covered by the general insurance policies held by the University.

**ARTICLE 6
BOARD OF DIRECTOR MEETINGS**

6.01 QUORUM

The quorum for any meeting of the Board is nine (9) Directors. Notwithstanding any vacant Director positions, the Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

6.02 CALLING OF MEETINGS

Meetings of the Board shall be called and held from time to time at such place at such time and on such day as the President or any six (6) Directors may determine, and the Secretary shall call meetings when so directed and duly authorized.

6.03 NOTICE OF MEETINGS

Notice of every meeting of the Board shall be given in writing or by email to each member of the Board not less than seven (7) days before the date on which the meeting is scheduled to be held. The required notice may be waived if all the Directors are present at any meeting or, if any Director is absent, sufficient proof is provided by any other Director that the absent Director has consented to the holding of such meeting.

6.04 NUMBER OF MEETINGS

The Board shall meet at least three (3) times in each calendar year.

6.05 PLACE OF MEETING

Meetings of the Board may be held at the head office of the Association, by teleconference or at any place as may be designated in the notice calling the meeting.

6.06 PROCEDURES FOR BOARD MEETINGS

All meetings of the Board shall be considered open to all interested Members of the Association, except where confidential and privileged issues are to be discussed by the Board. Members shall indicate their interest in attending to the Secretary at least seven (7) days prior to the scheduled meeting.

The Secretary or designate shall take minutes of the proceedings at every Board meeting. At the commencement of a Board meeting, all persons present, in person or by teleconference, shall introduce themselves to be recorded for the minutes. Ex officio members of the Board, at the discretion of the Chair, are permitted to speak at meetings provided that the ex officio member has been introduced to the Directors at the meeting.

6.07 AGENDA

The Executive Committee shall strive to review and approve the agenda for a Board meeting at the meeting of the Executive Committee which immediately precedes any meeting of the Board. Without limiting the generality of the foregoing, the Board's agenda shall typically contain the following items for discussion and action:

Approval of:

- a. Minutes from previous meetings;
- b. Business arising from previous meetings;
- c. Motions and issues from Committees and Directors;
- d. Recommendations to the Board arising from recommendations from the Nominating Committee
- e. Recommendations to the Board on the establishment of Standing Committees
- f. Recommendations to the Board of the appointment of Chairs of Committees
- g. Any other business that may be properly before the Board,

Receiving Reports for Information and Review from:

- a. The Executive Director;
- b. The Vice- President (External) of the University or designate;
- c. The President (of the Association);
- d. The Board's Standing and other Committees and Task Forces;
- e. The Association's representatives on the Board of Governors;
- f. The Association's representatives on the Senate;
- g. The University Students' Council;
- h. The Society of Graduate Students;
- i. Other appointees and affiliated alumni Associations including:
 - i. Campus Council;
 - ii. The Honorary Degree Committee;
- j. Special presentations; and
- k. Information on future meeting dates.

6.08 CHAIRPERSON AND SECRETARY

The President, or in the President's absence the Past President or the President-Elect, shall be Chair of any meeting of the Board. If no such Officer is present, the remaining Directors at the meeting shall elect one of themselves to be Chair for that meeting. The Secretary of the Association, or designate, shall be the Secretary of any meeting of the Board. If the Secretary of the Association, or designate, is not present at any meeting of the Board, the Chair of the meeting shall appoint some person present at the meeting to act as Secretary of the meeting and to record minutes.

6.09 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 the Directors at the meeting. Each Director present at a meeting shall have the right to cast one (1) vote. If any member of the Board requests a recorded vote, either before or after the first vote is taken, the Chair shall conduct a Poll and the question shall be decided upon by a majority of the votes of the Directors. In the case of equality of votes the Chair of the meeting shall be entitled to a second tie-breaking vote.

6.10 MOTIONS AND NOTICE OF MOTION

In order for a motion to be considered by the Board, it must be moved and seconded by a Director and a notice of the motion must be circulated at least two (2) days before the meeting of the Board at which the motion is to be considered. The Board may waive the requirement for giving notice of the motion by a two-thirds (2/3) vote of the Directors of the Board.

Any motions arising at the Board meeting may be proposed during the new business portion of the Board meeting, and shall be considered at the next meeting of the Board unless notice is waived by a two-thirds (2/3) vote of the Directors of the Board.

6.11 IN CAMERA MEETINGS

Where the Chair deems that a matter is confidential and privileged, he shall call for a motion to go into an in camera session. Where a Director deems that an issue should be discussed in camera, that Director may put forward a motion to go into an in camera session.

When a meeting goes into an in camera session, the motion shall specify any ex officio members who may be allowed to be present during the in camera session. The Chair shall exclude all non-permitted, non-voting members of the Board for the in camera portion of the meeting.

These By-laws shall remain in effect for any in camera sessions, except that any motion made during an in camera session (except to leave the in camera session) must be passed by a two-

thirds (2/3) vote of the Directors present at the in camera session. Except where the Board explicitly passes a resolution allowing otherwise, all discussions and any decisions, motions or resolutions made during an in camera session shall remain confidential and not disclosed by any member of the Board or any staff member who attended the session, provided that notice of the subject matter of any motion passed by the Directors during the in camera session shall be recorded in the minutes of the meeting when the Board rises from an in camera session.

ARTICLE 7 OFFICERS OF THE ASSOCIATION

7.01 PRESIDENT

The President shall exercise general supervision over all activities of the Association and shall be a member ex officio of all committees. He shall represent the Board as needed. He shall prepare an annual theme and operational plan, in consultation with the Executive Committee, for presentation and ratification at the first Board meeting following the Annual General Meeting each year. The President shall act as chair of all Annual and Special General Meetings of members of the Association and shall preside at the meetings of the Board. In the absence of or at the direction of the President, the Past President or President-Elect shall assume the duties of the President. In order to hold the office of President that person shall have served at least one full year as a Director preceding his election to the office of President, or shall have served one full term as a representative of the Alumni Association on the Board of Governors or Senate. The President shall perform such duties as required by resolution of the Board, the By-laws of the Association and the Constitution.

In the event of a vacancy of office, the Board shall appoint a President on a temporary basis for the balance of the President's term.

On the Association's behalf, the President may sign, execute, and acknowledge any document properly authorized by the Board, and may also sign, execute, and acknowledge in good faith any document which is administrative in nature or without any economic impact to the Association or the Department of Alumni Relations & Development.

7.02 ELECTION OF PRESIDENT

Bi-annually the Directors shall meet to elect a President from among the Directors of the Board. The President shall be elected for a term of two (2) years, and must be a Director for the entire two (2) year term. The President shall become the Past-President upon the election of a successor, and shall hold such office for a term of one (1) year, until a President-Elect takes office.

7.03 PAST PRESIDENT AND PRESIDENT-ELECT

The Past President and the President-Elect shall perform such duties and exercise such powers as may be delegated to them by the Board.

7.04 ELECTION OF THE PRESIDENT-ELECT

Bi-annually the directors shall meet to elect a President-Elect from among the Directors of the Board. Unless the Directors elect otherwise, it is the intention that the President-Elect shall become the President after the end of the President's two (2) year term. A President-Elect can only be eligible to serve in this role starting no later than the last year of his second term as a Director.

7.05 THE EXECUTIVE DIRECTOR OF ALUMNI RELATIONS

The Executive Director of Alumni Relations is the primary link and liaison between the Association, the Board and the University. The Executive Director is a University employee and reports to the Associate Vice-President, of the Department of Alumni Relations & Development.

With respect to the Association, the Executive Director's role includes:

- (a) serving as Secretary to the Association and representing the University's interests to the Board;
- (b) facilitating the work of the Board by collaborating to establish a yearly work plan, documenting discussions and decisions, and identifying outreach strategies to be reviewed or investigated;
- (c) working with internal and external resources to prepare data and other research required for the Board to review or investigate new Association strategies;
- (d) working with the Association and the Board and the Committees, Branches, and Chapters to foster a collaborative and engaged volunteer group and to ensure that the Association's mission and vision, Constitution and strategic plan (if any), are being met;
- (e) supporting and participating in the strategic planning process of the Association and the Board; and
- (f) providing staff support to Alumni volunteers who are active in alumni relations, fund raising and other external relations functions on behalf of the University.

The Executive Director is appointed pursuant to the policies established by the University's search committee and is hired by the University under the budget for the Division of External Relations. In the event that the Executive Director is absent, or the role is vacant, the Associate

Vice-President of Alumni Relations & Development assumes the responsibilities of Secretary to the Board of Directors.

7.06 APPOINTMENT OF OTHER OFFICERS

The Board may appoint such other officers as the Board may determine from time to time. The duties of all other appointed officers of the Association shall be set out in the resolution of the Board and such as the Board requires of them.

7.07 POWERS OF THE OFFICERS

Unless specifically set out in these By-laws, any act or decision of an Officer of the Board on behalf of the Association is not effective until the decision is considered and approved by the Board.

ARTICLE 8 COMMITTEES

8.01 COMMITTEES

The Board, by resolution adopted by a majority of the Directors in office, may create one or more Committees or sub-committees as it deems necessary to carry out the affairs of the Association. The Board may appoint Directors or other such persons as the Board determines to serve on the Committees. All Committees are accountable to the Board. The Board shall establish the Committee's terms of reference, duties, powers and duration by resolution or by By-law.

The Board may designate one or more alternate members of any Committee, who may replace any absent member at any meeting of the Committee. The appointment of members or alternate members of a Committee requires the vote of a majority of the Directors then in office, provided that a quorum is present.

Any Committee shall, after seeking authorization from the Board, have the power to create one or more sub-committees and to determine the composition and Terms of Reference of such sub-committees pursuant to its respective terms of reference. At least one Director must be a member of any such sub-committee.

The Committees shall meet at the pleasure of their respective Chairs, and will work in cooperation with members of the Department of Alumni Relations & Development. Best practices suggest that Committees meet at a convenient time of day during the first two weeks of each month.

With the exception of the Executive Committee and the Nominating Committee, the Board shall establish or confirm the Committees and Sub-committees of the Board on an annual basis.

Following the recommendation of the Nominating Committee, the Board shall appoint the Chairs of each Committee at the first meeting following the Annual General Meeting each year.

Appointments of Sub-committee chairs may be made by the Chairs of the Committees and should be made by the first committee meeting following the Annual General Meeting each year. The Sub-committee reports to the Committee.

Each Committee Chair, working alongside their staff partner, shall prepare an annual operational plan for the Committee for presentation at the first Board meeting for ratification.

Where appropriate, the Executive Director appoints staff partners to work with each Committee and sub-committee. Each Committee Chair shall work with the staff appointee to coordinate the annual plan for the Committees which shall be ratified by the Committee. The staff appointee and Committee shall work cooperatively in the implementation of the plan. The plans shall be consistent with the Association Strategic Plan and supportive of the annual Department Plan of the Executive Director.

8.02 STANDING COMMITTEES

In addition to the Executive Committee and the Nominating Committee the Board shall, at its first meeting in each year, review the Committees that shall be the Standing Committees for the year and appoint a Chair for each standing committee. Each Standing Committee shall consist of two (2) or more Directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Chair of each Standing Committee must be a Director of the Board.

The standing committees shall be designated by By-law. At this time the Standing Committees, in addition to those required by the Constitution are:

- (a) Alumni Legacy Committee;
- (b) Alumni Engagement Committee;
- (c) Public Relations Committee;
- (d) Programs Committee.

The Chair of each Standing Committee shall automatically become a member of the Executive Committee of the Board.

The terms of reference, duties, powers and staff assignments and support requirements of such Committees shall be established by resolution of the Board, and may be amended from time to

time. The terms of reference for the existing Committees of the Association are set out as Appendix 2 to this By-law.

8.03 WORKING GROUPS AND TASK FORCES

Working groups and task forces may be populated on an annual basis at the Board's discretion.

Committees are defined as Standing Committees, Committees, Sub-Committees, Task Forces, Steering Committees, or Ad Hoc.

The groups may include: Governance Review Task Force, Affinity Partner Review Committee, Senior Alumni Executive, Art & Travel Program, Alumni Award of Merit Selection Committee, Strategic Planning Task Force, Homecoming Planning Committee, Western Alumni Serves, Volunteer Management Committee, Spirit of Western Selection Committee, AGM Planning Committee.

Each Committee shall, at its first meeting, agree to an annual plan which shall include planning objectives, implementation strategies and anticipated results.

8.03 POWERS OF THE COMMITTEE

Unless specifically set out in this By-law, any act or decision of a Committee of the Board on behalf of the Association is not effective until the decision is considered and approved by the Board.

ARTICLE 9 NOMINATING COMMITTEE

9.01 COMPOSITION OF THE NOMINATING COMMITTEE

The Nominating Committee of the Board shall be comprised of the President, two members appointed at large by the Board (with the intent that the members appointed at large should be other Directors or the Association's appointed members on the Board of Governors and the Senate), the Secretary or a member of the President's Council (as recommended by the President).

All members of the Board are encouraged to offer names for the consideration of the Nominating Committee.

The Nominating Committee shall have no less than three (3) and a maximum of six (6) members, three (3) of whom shall form a quorum. The Committee shall be chaired by the President or a designate.

9.02 DUTIES OF THE NOMINATING COMMITTEE

Each year, prior to the last Board meeting prior to the Annual General Meeting, the Nominating Committee shall review a confidential list of candidates and prepare a slate of candidates for any vacancies for the following Board positions:

- (a) the President of the Association,
- (b) the Association appointee or appointees to the University Senate,
- (c) the Association appointee or appointees to the University Board of Governors,
- (d) the Chairs of each Standing Committee, and
- (e) up to six (6) Directors of the Board.

Prior to preparing the slate of candidates, the Nominating Committee (or any member of the Nominating Committee) shall interview the candidates and confirm that the candidate will allow their name to stand for the position. The slate of candidates shall include at least one (1) nominee for each position. The slate of candidates for all available positions shall be delivered at the last meeting of the Board for the year and be published on the Western Alumni website at least forty-five (45) days prior to the Annual General Meeting.

9.03 ELIGIBILITY

All candidates to fill any of the available positions listed in section 9.02 and each nominee of the Nominating Committee must be a Regular Member of the Association. Subject to the term requirements set out in Section 5.04, any Director or Officer may stand for re-election.

9.04 NOMINATIONS AND ELECTIONS OF DIRECTORS, OFFICERS AND OTHER APPOINTEES OF THE BOARD

The following procedure shall be applied to the nomination and election of the Directors, Officers and other appointees of the Board:

- (a) The slate of nominees for Director, Officer or other appointee of the Board shall be placed before the Board by the Nominating Committee at the last meeting of the Board prior to the Annual General Meeting in each year. The Board may add any nominee to the

slate upon a majority vote. The Board may remove any name from the slate on a two-thirds (2/3) vote, subject to the requirement that there be at least one (1) candidate for each available position.

- (b) Any ten (10) Regular Members of the Association may nominate a Director by forwarding their nomination in writing to the Secretary of the Association at least thirty (30) days prior to the date of the Annual General Meeting. Such nominations require the signatures of ten (10) nominators who are Regular Members of the Association and the written acceptance of the nomination by the nominee. Nominations will not be accepted from Members of the Association at the Annual General Meeting.
- (c) The election of Directors, Officers and other appointees of the Board shall be held at the Annual General Meeting of the Association. If there is more than one (1) nominee for any office, the election shall be conducted by secret ballot at such meeting.

9.05 NOMINATIONS AND APPOINTMENT OF REPRESENTATIVES TO THE BOARD OF GOVERNORS.

The Nominating Committee shall nominate the Alumni representatives to the University Board of Governors as required by the Act. The term of office of the Alumni representative to the Board of Governors is governed by the Act.

Terms of Reference for this appointment can be found in Appendix 4.

9.06 NOMINATIONS AND APPOINTMENT OF REPRESENTATIVES TO THE SENATE

The Nominating Committee shall nominate the number of Alumni representatives to the Senate as required by the Act. The term of office of the Alumni representative to the Senate is governed by the Act.

Terms of Reference for this appointment can be found in Appendix 5.

9.07 VACANCIES

Vacancies on the Board may be filled for the remainder of the term of office from among the Regular Members of the Association, either by the resolution of the Regular Members at a Special General Meeting called for such purpose, or by the remaining Directors if such Directors constitute a quorum of the Board. Otherwise such vacancies shall be filled at the next Annual General Meeting of the Association at which Directors for the ensuing year are elected in accordance with this section.

**ARTICLE 10
EXECUTIVE COMMITTEE**

10.01 EXECUTIVE COMMITTEE

The Executive Committee is a Standing Committee of the Board and shall be chaired by the President. Membership on the Executive Committee shall be fixed to include the President, the Past President (for the first year of office of the President), the President-Elect (for the second year of the term of office of President), two members at large appointed by the Board and the Chairs of the Standing Committees (reviewed on an annual basis) so designated by the Board.

The policies related to the terms of reference for the Executive Committee are under development.

10.02 APPOINTMENT OF PERSONS TO THE EXECUTIVE COMMITTEE

Executive Committee members may serve outside of their two-term limit, pursuant to Nominating Committee procedures and as ratified by the Board.

10.03 DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee will advise and work closely with the President, as well as with the Executive Director of Alumni Relations and her staff, in carrying out the policies, goals and objectives of the Board and the Association. The Executive Committee will address Board or committee agendas, the activities of the committees, or other items the President or any other Executive Committee member may bring forward to the committee.

The Executive Committee will have full authority to act on behalf of the Board concerning all matters that may properly come before the Board when it is not convenient or practical to convene a full Board meeting, except that the Executive Committee will not have the authority to elect or remove Directors or amend By-laws. Any such action taken by the Executive Committee must be ratified by the Board at the next Board meeting.

The Executive Committee will meet at such time and place as it determines, provided that notice is received by each member at least ten (10) days before each meeting or in accordance with a standing date schedule that is agreed upon in advance by the Executive Committee. The Executive Committee generally meets on a monthly basis and best practice suggests the third week of each month.

10.04 QUORUM

The quorum for any Executive Committee meeting is four (4) members.

ARTICLE 11 CHAPTERS AND BRANCHES

11.01 CHAPTERS

Chapters include all groups of Alumni that are organized to represent distinct sets of Alumni from the Affiliated University Colleges, faculties, departments, special interest groups, and any other organizations of Alumni that may be recognized by the Department of Alumni Relations & Development together with the Past Presidents of the Association. The autonomous entities function pursuant to their distinct governance structures in ways that are consistent with the best interests of the University and/or the Association.

The Association and its Chapters play a mutually supportive role in the interests of Alumni represented by the Chapter. The Association is the “umbrella organization,” and in this role, the Association shall strive to support and facilitate the more specific interests of each of its Chapters.

Recognized Chapters of the Association for the purposes of the Constitution and these By-laws are set out in Appendix 3. Groups interested in becoming formalized Chapters, as recognized by the Board, must state their intent to the Secretary. The Secretary shall then bring all requests forward to the Board for consideration.

11.02 POWERS AND PRIVILEGES OF THE CHAPTERS

It is expected that each Chapter will define the role it plays with its members and contribute to the building of a beneficial community for itself and Western Alumni. Chapter programming is delivered jointly between local volunteers and staff support from the Department of Alumni Relations & Development.

Chapters will determine if they wish to be governed by their own By-laws and/or Constitution. These documents shall be shared with Western Alumni through the Secretary. If desired, support will be offered in the creation of these documents.

Each Chapter is entitled to representation on the Council of Presidents which is made up of Alumni leaders who represent recognized Alumni associations. Active participation in the Council of Presidents will be encouraged.

11.03 BRANCHES

Branches of the Association are groups of Alumni who operate in and represent the interests of Alumni residing in a specific region, municipality or geographical location. Branches are divisions of the Association and work to serve the needs of Alumni living in the specific region,

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municipality or geographical location. Branch programming is delivered jointly between local volunteers and staff support from the Department of Alumni Relations & Development.

11.04 ESTABLISHMENT OF BRANCHES

Any group of Alumni may associate as a Branch of the Association and may apply to the Board of the Association to be formally recognized. Any application to establish a new Branch must meet the requirements of section 11.05.

If approved by the Board, the recognized Branch shall be entitled to use the name of the University and the Association and have access to the staff, reasonable resources and facilities of the Department of Alumni Relations & Development in a manner similar to Chapters.

11.05 MINIMUM REQUIREMENTS FOR CONSTITUTIONS OF BRANCHES

Any Branch approved by the Board pursuant to 12.02 shall have a governance document which provides at a minimum the following:

- (a) that the objects of the Branch conforms to and enhances the objects of the Association;
- (b) that upon dissolution, all property of the Branch shall become the property of Department of Alumni Relations & Development;
- (c) that procedures for Branch leadership meetings and general meetings of the membership be included;
- (d) that each Branch have a minimum of three Alumni who have agreed to assume a leadership role;
- (e) the Branches be required to convene a general meeting at least annually, and may meet by teleconference;
- (f) that regular (not less than annual) activity reports shall be provided to the Secretary or designate;
- (g) that minutes of all Branch meetings be transferred within a reasonable time to the Secretary or designate;
- (h) that all functions or programs of the Branch are communicated to the Secretary or designate before such function or program is undertaken;
- (i) that all lists of Alumni attendees (preferably email contact coordinates and addresses) and information generated in the course of the activities of the Branch be transferred to the Department of Alumni Relations & Development;

- (j) that no fundraising on behalf of the University shall be undertaken except with the written approval of the Department of Alumni Relations & Development;
- (k) the leadership of all Branches shall meet as required but at least annually, at a minimum, by teleconference; and
- (l) that all volunteers act in accordance with the Volunteer Policies and Procedures contained in Appendix 6.

The University and the Association shall be saved harmless from any act or omission of the Branch, the occurrence of which may be unilaterally determined by any of the foregoing and as consequence of which the resolution approving the Branch may be rescinded forthwith without notice.

ARTICLE 12 COUNCIL OF PRESIDENTS MEETINGS

12.01 MEMBERSHIP ON THE COUNCIL OF PRESIDENTS

The Council of Presidents comprises the Presidents of the Affiliated University Colleges, and the Association's Chapters. The two most recent Past Presidents of the Association will be invited to participate and share their knowledge with the wider group.

12.02 ROLE OF THE COUNCIL OF PRESIDENTS

The Council of Presidents is a collaborative group of Alumni leaders who represent organized groups of Alumni from faculties, Affiliated University Colleges, special interest groups and all affinity-based Chapters, as well as the Alumni representatives in governance roles.

The Council of Presidents is chaired by the President of the Association and meets once per year at gatherings convened by the Department of Alumni Relations & Development. These gatherings shall provide an orientation to the workings of the Association, dissemination of information and the communication of best practices. These meetings shall also offer Council members the opportunity to collaborate, build peer-to-peer networks, and share their experiences with fellow Alumni volunteer leaders.

It is expected that each Chapter will provide an annual update of activities to the Council of Presidents.

12.03 MEMBERSHIP AND PROCEDURES OF THE COUNCIL OF PRESIDENTS

The membership on the Council of Presidents is established by representation from the Presidents of the Chapters. The following protocols are established to convene and conduct a gathering of the Council of Presidents.

- (a) Notice of the gathering;
- (b) Agenda for the gathering, including at minimum:
 - i) Reports from all Chapters on governance and activities (on a reporting template that will be provided to ensure consistency and allow for ease of use);
 - ii) Recommendations to the Association on collective initiatives,

A president of a Chapter may delegate a member of its Chapter to attend Council of Presidents meetings.

ARTICLE 13 FINANCES

13.01 ASSOCIATION BUDGET

The operating budget of the Association (including the dedicated Board expenditures) is prepared and managed by the Executive Director of Alumni Relations, in consultation with the President.

The operating budget for the Association shall be based on a year ending April 30. An update shall be presented to the Board at each Board meeting. A timeline for the creation of the budget will be determined between the Executive Director and the President and will allow for natural points of consultation from the Board based on the budgeting process and cycle of the Department of Alumni Relations & Development. The budget will be shared with the membership at the Annual General Meeting.

The Association shall provide input on all expenditures relating to the Association including the following:

- AGM, Board and Executive Meetings;
- Committee budgets;
- Board member expenses (i.e. travel and speaking engagements);
- Legacy Fund allocation;

- Chapter and Branch activities; and
- Western Alumni Serves projects.

Notwithstanding the above, the Board acknowledges that the Vice-President (External) of the University or his designate has final authority over the Association's Legacy Fund and the Annual Disbursement, and any expenditure thereof.

13.02 GRANTING OF FUNDS

Through the past generosity of Alumni, endowed funds have been allocated to the Association (the "**Association's Legacy Fund**"). The fund was established on May 1, 2014. The Association's Legacy Fund is held in trust and managed and controlled by the University on behalf of the Association. The income earned from the Association's Legacy Fund shall be made available to the Association by the University on an annual basis (the "**Annual Disbursement**") for such purposes as the Board of the Association may determine in accordance with the Constitution and these By-laws. The Legacy Committee of the Association will recommend grants consistent with University needs and priorities while respecting the values captured in the former Foundation Western's granting guidelines.

Pursuant to these By-laws, the Legacy Committee shall consider any proposals for expenditures for all or part of the Annual Disbursement. The terms of granting for the Association's Legacy Fund can be found in Appendix 7 (the "**Granting Terms**").

If the Legacy Committee decides that a proposed expenditure meets the Granting Terms, and that the expenditure is worthy of approval and will further the purpose and goals of the Association, the Legacy Committee will present the proposed expenditure to the Executive Committee and recommend a motion to the Board for the approval of the proposed expenditure. The recommendation to the Board shall include an update on the amount of funds left in the Association's Legacy Fund and the Annual Disbursement. If the Board approves the expenditure, the Board will recommend to the Executive Director that the Department of Alumni Relations & Development implement the expenditure in accordance with the instructions set out in the Board resolution.

**ARTICLE 14
RECORDS**

14.01 SECRETARY

As detailed in Section 7.05, the Executive Director of Alumni Relations shall act as the Secretary of the Association. The Secretary shall be responsible for the custody, safekeeping and maintenance of the books and records of the Association, at the Head Office of the Association.

**ARTICLE 15
GENERAL**

15.01 EFFECTIVE DATE

These By-laws are effective as of the 7th day of November, 2014 subject to ratification by the Members of the Association at the next Annual General Meeting or Special General Meeting of the Association. Once ratified by the Association, these By-laws repeal any and all previous By-laws of the Association.

In addition, pursuant to the resolution of the Association at its Special General Meeting held December 18, 2013, the passing of this By-law on the 7th day of November, 2014 and its ratification by the Association at the next Annual General Meeting or Special General Meeting, repeals the procedural aspects of the previous constitution of the Association, which survived only to govern the actions of the Association while this By-law was being prepared, and only to the extent that those provisions did not conflict with the Constitution of the Association.

15.02 AMENDMENT

The Board may from time to time amend and repeal any of the By-laws of the Association subject to ratification by the members of the Association at the next Annual General Meeting or Special General Meeting following such amendment or repeal.

At any Annual General Meeting or Special General Meeting, the Regular Members may make By-laws concerning the administration, objects and policies of the Association. Such By-laws, and any By-laws made by the Board must be ratified by a two-thirds (2/3) vote of the Regular Members in attendance at such at any Annual General Meeting or Special General Meeting.

ARTICLE 16 - DEFINITIONS

In the Constitution and By-laws of the Association, unless the context otherwise requires, the following definitions apply:

- (a) “Act” means An Act respecting The University of Western Ontario, Bill Pr14, 1982, as revised by Bill Pr37, chapter Pr26, S.O., 1988;
- (b) “Affiliated University Colleges” means Brescia University College, Huron University College and King’s University College;
- (c) “Alumni”: includes alumna, alumnus or alumnae;
- (d) “Annual General Meeting” or “AGM” means the yearly meeting to which all Members of the Association are invited and notice of the AGM shall be given to all Members in accordance with section 4.01;
- (e) “Associate Member” has the meaning set out in Section 3.03 of the By-law;
- (f) “Association” means The Alumni Association of The University of Western Ontario, which is the umbrella organization for all Branches and Chapters and all Alumni of the University and is commonly referred to as “Western Alumni”;
- (g) "Board" means the Board of Directors of the Association;
- (h) “Board of Governors” means a governance body of the University as defined in the *University of Western Ontario Act, 1982 (the Act)*;
- (i) “Branches” include all geographically-based Alumni associations or groups;
- (j) "By-law" means the By-law of the Association in force and effect from time to time;
- (k) “Chair” has the meaning set out in Section 4.07 of the By-law;
- (l) “Chapters” include all related Alumni associations that represent distinct sets of Alumni from the Affiliated University Colleges, faculties, departments, special interest groups, and any other organizations of Alumni recognized by the University’s Department of Alumni Relations & Development as set out in Appendix 3;
- (m) "Committees" has the meaning set out in Section 8.01 of the By-law;

- (n) “Constitution” means the constitution of the Association as approved and amended from time to time by the Members of the Association in accordance with the requirements of the Constitution;
- (o) “Council of Presidents” comprises the Presidents of the Association’s Chapters.
- (p) “Department of Alumni Relations & Development” means the department of the University with which the Association shares mutual objectives and activities including development, staffing and programming;
- (q) “Department of External Relations” means the department of the University to which the Department of Alumni Relations belongs, and the sister teams of Advancement Services and Communications and Public Affairs also comprise part of the Department of External Relations;
- (r) “Director” means a director appointed to the Association’s Board.
- (s) “Executive Committee” has the meaning set out in Section 10.01 of the By-law;
- (t) “Executive Director” means the Executive Director of the Department of Alumni Relations & Development, as that position is updated and renamed from time to time;
- (u) “Head Office” shall mean the Office of the Department of Alumni Relations & Development at the University, Westminster Hall, Suite 160, London, Ontario, Canada, N6A 3K7;
- (v) “Honorary Member” has the meaning set out in Section 3.04 of the By-law;
- (w) “Members” include all Alumni of the University and all Regular Members, Associate Members and Honorary Members of the Association, collectively, the “Membership”;
- (x) “Nominating Committee” has the meaning set out in Section 9.01 of these By-laws;
- (y) “Officer” means any of the President, and the Past President or the President-Elect (as the case may be) and the Secretary of the Board, and other such Officers as the Board may appoint from time to time.
- (z) “Official Publication” means the Western Alumni Gazette, in either the print or the electronic format, as the case may be;
- (aa) “Poll” means a vote taken in accordance with the procedures of Section 4.10 of the By-law;

- (bb) "Regular Member" has the meaning set out in Section 3.02 of the By-law;
- (cc) "Secretary" means the Executive Director of Alumni Relations, or his designate;
- (dd) "Senate" means a governance body of the University as defined in the *University of Western Ontario Act, 1982 (the Act)*;
- (ee) "Special General Meeting" means a meeting called pursuant to section 4.02 of these By-laws and to which all Members of the Association are invited and will receive notice of the Special General Meeting in accordance with section 4.01;
- (ff) "University" means The University of Western Ontario, also known as Western University, including the Affiliated University Colleges.
- (gg) The year of operations of the Association shall be May 1st to April 30th of the following year.

APPENDIX 1

FORM OF NOTICE

The Annual General Meeting <Special General Meeting> of The University of Western Ontario Alumni Association will be held at _____ on _____ at _____ **p.m.** (the “Meeting”) The following provides an overview of the business that is proposed to be transacted at the Meeting:

1. <if applicable>To elect a President;
2. <if applicable>To elect an President-Elect (President-Elect);
3. <if applicable>To Elect the following who will serve as appointees of the Association:
 - a. the Association appointee or appointees to the University Senate;
 - b. the Association appointee or appointees to the University Board of Governors;
4. not more than six (6) Directors of the Board to serve for a three year term and to fill any remaining Director vacancies;
5. Consideration of the recommendations for membership, if any, for the acceptance of applications of persons for Associate or Honourary Membership; and
6. To transact such other business as may properly come before the Meeting.

The Meeting is open to all Alumni of the University and its Affiliated University Colleges, [including all Associate Members and Honorary Members of the Association]

CLICK HERE TO RSVP IF YOU PLAN TO ATTEND THE MEETING

The Nominating Committee and the Board of Directors have approved and are proposing the following for election to the positions indicated:

Officer <as applicable>	Nominee	Term Expiring
President		
President-Elect		

Director		
Director		
Director		
Director		
Director		
Director		
Other positions		

Note: Only Regular Members of the Association may vote at an Annual or Special General Meeting of the Association. If you cannot attend the Meeting in person, you may vote by proxy by clicking on the following link and filling out the applicable form. **[NTD: include brief overview of the proxy rules.]**

CLICK HERE TO VOTE BY PROXY

In the alternative, you may fill out the proxy below and email, fax or mail the proxy to the Association no later than _____ at 5:00 p.m.:

Email: _____

Fax: _____

Western University, Department of Alumni Relations & Development, **Attn: Secretary**, Westminister Hall, Suite 160, London Ontario, Canada N6A 3K7

We look forward to seeing you at the Meeting on _____.

<signed> Secretary of the Board of Directors

Dated: _____

FORM OF PROXY

I _____, the undersigned, a member in good standing of The Alumni Association of the University of Western Ontario (the "Association"), hereby constitute and appoint the President of the Association, [NAME OF PRESIDENT] or _____ (if you desire to appoint a member other than the President as your proxy, insert member's name and strike out the reference to the President),

as my proxy to attend and to represent the undersigned, at the [ANNUAL GENERAL MEETING OR SPECIAL MEETING] of the Association to be held at the Somerville House, Room 3320, Western University, London, ON, on [DATE AND TIME OF DAY], or at any adjournments thereof as provided in the Constitution of the Association, and for and on behalf of the undersigned, to vote on all issues which the undersigned would be entitled to vote if there personally, hereby notifying and confirming all that this proxy shall do in the premises and giving and granting unto this proxy full power of substitution and revocation.

Dated this _____ day of [MONTH], [YEAR]

Full Address of Member: _____

Signature of Member

Resolutions:

Motion	Vote For Motion	Vote Against Motion
Approve: [R E S O L U T I O N]		

*Please deliver this form to the Secretary of the Association:
 [NAME OF SECRETARY]*

Email: [EMAIL ADDRESS OF SECRETARY]

or

*Mail: The Alumni Association of the University of Western Ontario,
 Alumni Relations and Development,
 London ON Canada N6A 3K7*

APPENDIX 2

COMMITTEES OF THE BOARD



Alumni Association

ALUMNI ENGAGEMENT COMMITTEE

Terms of Reference

Reports to: Board of Directors

Mandate:

- To encourage active alumni involvement in the Alumni Association and Western University.
- To develop Engagement strategies in partnership with Board direction.
- To advise the Board on alumni engagement issues and opportunities.
- To monitor and implement board initiatives as they relate to programming for regional and shared interest groups.
- To develop grass roots initiatives and events that engage alumni with Western and one another.

Committee Responsibilities:

- To develop and support regional alumni and shared interest alumni groups as appropriate with volunteer alumni involvement.
- To develop relationships with alumni to foster support of Western University through volunteer activities and donations.
- To encourage active contact with alumni through alumni activities, personal contact, written communications and via the internet.
- To engage alumni with Western.
- To evaluate the metrics of alumni engagement and help support the goals of the Department of Alumni Relations and Development.

Committee Membership:

- The Chair is a Director of The Alumni Association Board of Directors and serves jointly on the Executive Committee
- Two additional Board Directors
- The Vice-Chair of the Committee will become Chair of the Committee within 2 years
- Additional alumni committee members as necessary up to a total membership of nine - representing volunteers from regions, branches and chapters
- Alumni Relations staff partner(s)

Responsibilities of Committee Members:

- To attend and participate in committee meetings and alumni engagement related events including, but not limited to Alumni Association AGM, Founder's Day, Branch and Chapter events, Global Branch Leaders' Teleconference, etc.
- To participate in the development and delivery of the projects, programs and sub-committees of the Engagement Committee and to assume any other duties as assigned by the Chair.
- To share information gained through alumni contact with the Board, Executive Committee and its committees, and the committee staff partner as applicable
- To be a proud Ambassador for Western University, the Alumni Association, its engagement programs and activities and our branches and chapters, to come to meetings prepared to discuss and present new ideas, and to attend alumni events when possible.
- To encourage Board Members and Committee Members to be involved with regional and shared interest programming.
- Time commitment:
Committee - approximately 8 meetings per year, held once per month.
Events – as required

Committee members will possess the following skills, experience or interests:

- Exhibits strong verbal and interpersonal skills
- Team-oriented as shown by previous experience
- Experience with Western Alumni Engagement activities and programs, preferably through previous volunteering with our branches, chapters or regional programs.
- Demonstrates a commitment to Western University through participation in alumni activities, programs or philanthropy.

Membership Term:

- Committee members will be eligible for up to three, renewable two-year terms.

Committee Support Team:

- Committee volunteers serve as task group leaders and members of following ad-hoc committees: Spirit of Western Award Committee, AGM Committee, Branch and Chapter Leaders' Teleconference committee.
- Other specialists may be called upon as needed from the alumni group, the university or the community.

Staff Support Team:

- Executive Director, Alumni Relations
- Director of External Engagement, Alumni Relations
- Other staff as assigned

Updated: February 2015



**Alumni Association
PUBLIC RELATIONS COMMITTEE
Terms of Reference**

Reports to: Board of Directors

Mandate:

- To facilitate effective two-way communications – both internal and external - with members of the Alumni Association on issues of concern and interest to alumni.
- To advise on communication strategies for the Board, and its Standing Committees.
- To advise on external affairs as it relates to issues of interest to the Board, Standing Committees, alumni, and the University.

Committee Responsibilities:

- Working with the staff in Alumni Relations, lead internal communications among the Board of Directors, the Standing Committee Chairs, and the Branches and Chapters, with the mandate of communicating the activities of the Board to Alumni.
- Increase awareness and understanding of the Board and Standing Committee activities among each other. Develop effective two-way communications for Standing Committees to disseminate to alumni.
- Advise Alumni Relations and Communications staff, as necessary, on communication tools and processes which could effectively reach Alumni, with a focus on social media tools.
- Advise Staff, the Board of Directors, and Branches and Chapters, as needed, on External Affairs and Stakeholder Affairs which are of interest to the board, alumni and the University.
- Act at the Public Relations vehicle for the Board of Directors, and the Board President. This could include developing key messages, acting as or preparing the Spokesperson for the Board, and aligning the Board with public media relations opportunities.
- Lead an annual process to collect qualitative research for use of the Board and its Committees.

Committee Membership:

- The Chair is a Director of The Alumni Association Board of Directors and serves jointly on the Executive Committee
- Two additional Board Directors
- Up to four additional alumni committee members

Responsibilities of Committee Members:

- To attend and participate in committee meetings and alumni engagement related events including, but not limited to Alumni Association AGM, Founder's Day, Branch and Chapter events, Homecoming, etc.
- To share information gained through alumni contact with the Board, Executive Committee and its committees, and the committee staff partner as applicable
- To be a proud Ambassador for Western University, the Alumni Association, its programs and activities and our branches and chapters, to come to meetings prepared to discuss and present new ideas, and to attend alumni activities when possible.
- To encourage Board Members and Committee Members to be involved with regional and shared interest programming.

Committee members will possess the following skills, experience or interests:

- Exhibits strong verbal and interpersonal skills
- Team-oriented as shown by previous experience
- Experience with Western Alumni activities and programs, preferably through previous volunteering with our branches, chapters or regional programs.
- Demonstrates a commitment to Western University through participation in alumni activities, programs or philanthropy.

Committee Support/Relationships:

- Close working relationship with the key standing committees of the Board

Staff Support Team:

- Executive Director of Alumni Relations or designate
- Director, Alumni & Development Communications
- Other staff as assigned

Updated: March 2015



**Alumni Association
PROGRAMS COMMITTEE
Terms of Reference**

Reports to: Board of Directors

Mandate:

- Western's ever-growing and ever-changing alumni membership.
- To develop Alumni Program strategies in accordance with Board direction and through the service of sub-committee structures.
- To advise the Board on Alumni Program issues.
- To monitor the implementation of Board policy on Alumni Programs.

Committee Responsibilities:

- To plan, develop, implement and evaluate an integrated array of programs which meet the needs of alumni and, when appropriate, generate financial support.
- To build programs around the strengths of lifelong learning, established faculty-based networks and engagement afforded through existing alumni groups and the university community.
- To work with all Standing Committees of the Alumni Association Board to support program development and analysis.
- To establish and monitor sub-committees to conduct the planning and execution of signature programs and to respond to new ideas and innovative opportunities.
- To establish an alumni life cycle of touch points with the Association and to continually evaluate the Association's progress in engaging our core market segments (students, young alumni, mid-career professionals, prime of life, seniors).

Committee Membership:

- The Chair is a Director of The Alumni Association Board of Directors and serves jointly on the Executive Committee.
- The Chairs of the sub-committees in this portfolio (or their designate) comprise the Alumni Programs Committee. The sub-committees include: Lifelong Learning, Homecoming, Alumni Awards of Merit, the Career Management Portfolio and representatives of our

Student and Young Alumni constituent groups. The Chairs of the sub-committees are Board or non-Board members.

- Additional committee members can be included in addition to the Chairs of sub-committees.

Responsibilities of Committee Members:

- To attend and participate in committee meetings and alumni engagement related events including, but not limited to Alumni Association AGM, Founder's Day, Branch and Chapter events, Homecoming, etc.
- To share information gained through alumni contact with the Board, Executive Committee and its committees, and the committee staff partner as applicable
- To be a proud Ambassador for Western University, the Alumni Association, its programs and activities and our branches and chapters, to come to meetings prepared to discuss and present new ideas, and to attend alumni activities when possible.
- To encourage Board Members and Committee Members to be involved with regional and shared interest programming.

Committee members will possess the following skills, experience or interests:

- Exhibits strong verbal and interpersonal skills
- Team-oriented as shown by previous experience
- Experience with Western Alumni activities and programs, preferably through previous volunteering with our branches, chapters or regional programs.
- Demonstrates a commitment to Western University through participation in alumni activities, programs or philanthropy.

Committee Support/Relationships:

- Close working relationship with the key standing committees of the Board

Committee Support Team:

- Executive Director, Alumni Relations
- Director of Institutional Engagement, Alumni Relations
- Alumni Engagement and Communications & Public Affairs staff as required

Updated: March 2015



**Alumni Association
ALUMNI LEGACY COMMITTEE
Terms of Reference**

Reports to: Board of Directors

Mandate:

- To increase awareness and pride among Alumni in their life-long association with Western
- To enhance communication and recognition of historic and ongoing contributions to Western by Alumni
- To develop Alumni initiatives, tangible and intangible, which benefit Western and Alumni
- To receive, review and recommend funding priorities for Alumni initiatives
- By these actions, we hope to inspire on-going and future donations to fund Alumni initiatives

Committee Responsibilities:

- Document and recognize the historic nature and scope of Alumni financial and volunteer support
- Stimulate expansion of mutually beneficial relationships between Alumni and the University in close association with the Development function of External relations
- Develop strategies that harness the growing and potent global network of graduates to enable enhancement of Western's reputation and be critical partners in building Western's future
- Recommend initiatives and programs that broaden recognition of Alumni participation in the affairs of Western
- Follow the spirit of granting guidelines outlined previously from the former Foundation Western's Legacy Fund, particularly where grants involve larger sums or require multi-year commitments.

Committee Membership

- The Chair is a Director of The Alumni Association Board of Directors and serves jointly on the Executive Committee
- Up to three additional Board Directors
- Up to four additional Alumni committee members

Responsibilities of Committee Members:

- To attend and participate in committee meetings and alumni engagement related events including, but not limited to Alumni Association AGM, Founder's Day, Branch and Chapter events, Homecoming, etc.
- To share information gained through alumni contact with the Board, Executive Committee and its committees, and the committee staff partner as applicable.
- To be a proud Ambassador for Western University, the Alumni Association, its programs and activities and our branches and chapters, to come to meetings prepared to discuss and present new ideas, and to attend alumni activities when possible.
- To encourage Board Members and Committee Members to be involved with regional and shared interest programming.

Committee members will possess the following skills, experience or interests:

- Exhibits strong verbal and interpersonal skills.
- Team-oriented as shown by previous experience.
- Experience with Western Alumni activities and programs, preferably through previous volunteering with our branches, chapters or regional programs.
- Demonstrates a commitment to Western University through participation in alumni activities, programs or philanthropy.

Committee Support/Relationships:

- Close working relationship with the key standing committees of the Board

Staff Support Team:

- Executive Director, Alumni Relations
- Director of Institutional Engagement, Alumni Relations

Updated: March 2015

APPENDIX 3

CHAPTERS

The current complement of active Chapters is as follows:

- The University of Western Ontario Dental Alumni Society or UWODAS
- The University of Western Ontario Law Alumni Association or UWOLAA
- The Nursing Chapter
- The Engineering Society
- The Local Government Chapter
- USC Alumni Chapter
- The Champions Club (football alumni)
- Womens' Athletic Alumnae (varsity female athletes)
- W-Club (varsity male athletes)

APPENDIX 4

The Alumni Association of The University of Western Ontario

Appointment Description

POSITION TITLE: Alumni Association Representative to the Board of Governors

TERM OF OFFICE: Four-year term; eligible for a second four-year term

BACKGROUND:

The Board of Governors is responsible for the overall governance of the University. In consultation with the Senate, the Board sets the strategic direction of the institution. The Board appoints the President, Vice-Chancellor, Vice-Presidents, Deans and other senior administrators of the University. The Board has responsibility for all financial matters and matters related to property. It establishes and enforces regulations for the use of the University's buildings, grounds and ancillary operations, approves the University's operating and capital budgets, oversees expenditures from those budgets, and sets fees.

The Association Board, on the recommendation of its Nominating Committee, shall make Alumni appointments to the Board of Governors, in accordance with the provisions of the University of Western Ontario Act, 1982 ("the Act"). The number of representatives, their terms of office and procedures for Alumni nomination, are set out in the Act, as amended from time to time.

PURPOSE OF POSITION:

The Association appoints representatives to the Board of Governors to ensure that Alumni are key stakeholders in University affairs and have input into aspects of University policy, governance and administration.

RESPONSIBILITIES OF THE BOARD OF GOVERNORS:

1. To support the mission of the University.
2. To help enhance the public image of the University and the Board of Governors.
3. To strengthen and sustain the President while being an active, energetic, and probing Board of Governors member exercising critical judgment on policy matters.
4. To understand that the Board of Governors' role is policy making and not involvement in administration or the management process.
5. To communicate promptly to the Board of Governors Chair or the President, as appropriate, any significant concern or complaint and then let the Chair or President deal with it.
6. To defend the autonomy and the independence of the University.

7. To maintain an overriding loyalty to the entire University rather than to any part of it or constituency within it.
8. To seek to be fully informed about the University and its role in the province and in higher education and to be responsive to the changing environments which affect it.
9. To foster openness and trust among the members of the Board of Governors, the administration, the faculty, the staff, the students, the provincial government and the public.
10. To maintain a decent respect for the opinions of one's colleagues and a proper restraint in criticism of colleagues and officers.
11. To speak one's mind at Board of Governors meetings but to support policies and programs once established.
12. To recognize that authority resides only with the Board of Governors as a whole and not in its individual members.
13. To recognize that the President is the primary spokesperson for the University and the Chair of the Board of Governors is the only other person authorized to speak for the Board of Governors.
14. To recognize that no Board of Governors member shall make any request or demand for actions that violate the written policies, rules, and regulations of the Board of Governors of the University.
15. To maintain the highest ethical standards and never allow any personal conflict of interest to exist

ADDITIONAL RESPONSIBILITIES FOR ALUMNI APPOINTEES

- Reports to the Association Board information and issues from the Board of Governors and its committees
- Acts as a liaison and represents the voice of the Membership of the Association to the University through the Board of Governors
- Has input into the development of appropriate Association responses and issues
- Attends regular meetings of the Association Board of Directors, annual planning retreat and the Annual General Meeting of the Association.
- Keeps informed about the University and issues as they affect Alumni and the Association
- Seeks opportunities to support and to promote Association events and activities
- Shares skills and resources to support activities of the Association
- Identifies and cultivates potential representatives to Board of Governors and provides suggested names to Nominating Committee of the Association

QUALIFICATIONS PREFERRED FOR THIS POSITION:

- Regular member of the Association in good standing

- Demonstrated leadership ability
- Commitment to enhancing the quality of the student experience through the active partnership between the Association and the broader University community
- Knowledge of the Association's vision, mission, and goals
- Ability to work with a diverse group of alumni and stakeholders
- Understanding of the University organization, structure, governance, strategic plan, and governance functions at the senior level and committed to achieving excellence on the world stage

BENEFITS:

- Interaction with interesting and committed Alumni, students, community, business and University leaders
- Involvement in University activities
- Opportunities to share and expand skills and networks
- Opportunity to make a difference in a meaningful way in the lives of students, Alumni and friends of the University
- Opportunity to contribute intellectual capital for the good of the University and its constituents

TIME REQUIREMENTS:

- Participation in Board of Governors' meetings as outlined by Board of Governors (5 per year, held at 1pm)
- Participation in Association Board of Directors meetings (3-4 per year, 2 hours; in person/video conference)
- Participation in annual planning retreat of the Board of Governors (full day)
- Participation in Executive Committee meetings of the Association as required
- Attendance at Association Annual General Meeting
- Participation when possible in Association activities and events

LOCATION OF MEETINGS/EVENTS:

- Board of Governors meetings are held at the University
- Association Board meetings are held in London with video-conference or teleconferencing options
- The Annual General Meeting of the Association is held in London

APPENDIX 5

The Alumni Association of The University of Western Ontario

Appointment Description

POSITION TITLE: Alumni Association Representative to the **Senate**

TERM OF OFFICE: Two-year term; eligible for a second two-year term

BACKGROUND:

The University Senate consists of members from Administration, all Faculties and Schools, staff, undergraduate and graduate students, representatives of Affiliated Colleges and observers. It is responsible for the academic policy of the University.

The Board, on the recommendation of the Nominating Committee, shall make Alumni appointments to the Senate, in accordance with the University of Western Ontario Act, 1982 (the “Act”). The number of representatives, their terms of office and procedures for Alumni nomination, are set out in the Act, as amended from time to time.

At this time, the Act allows for representation on the Senate by the President of the Alumni Association or a person designated by such President, and two members of the Association appointed by the Nominating Committee of the Board of Directors.

PURPOSE OF POSITION:

The Alumni Association appoints representatives to ensure that alumni are a key stakeholder in University affairs and have input into aspects of University policy, governance and administration.

RIGHTS AND RESPONSIBILITIES OF SENATE MEMBERS:

1. Unless otherwise provided in the University Act, Senate By-Laws, Rules, or Policies, all members of Senate are entitled to participate fully in meetings of the Senate, speak, propose motions, vote on all questions, and sit on committees of Senate.
2. Those ex officio members of Senate designated in the Act as non-voting shall enjoy all other privileges of Senate membership.
3. (a) No member of Senate may appoint or send a designate or proxy to act or vote on his/her behalf in the Senate.

(b) Notwithstanding the provisions of 3(a), for the May and June meetings of Senate, if a student

Senator is unable to attend, a Senator-elect in the same constituency will be invited by the Secretary of Senate to assume the vacant seat. In the case of undergraduate constituencies wherein there is more than one Senator-elect, the invitations will be extended to candidates in an order determined by their plurality in that election.

4. Pursuant to section 26.(3) of the UWO Act (1982), where within any membership year (July 1 -June 30) a member of the Senate, other than an ex officio member, who has not been granted leave of absence attends less than 50 per cent of the regular meetings of the Senate, the Senate may by resolution declare such membership vacant.

ADDITIONAL RESPONSIBILITIES FOR ALUMNI APPOINTEES

- Reports to the Alumni Association Board information and issues from the Senate and its committees
- Acts as a liaison and represents the voice of the Membership of the Association to the University through the Senate
- Has input into the development of appropriate Alumni Association responses to issues
- Attends regular meetings of the Alumni Association Board of Directors, annual planning retreat and the Annual General Meeting
- Attends Alumni Association Executive Committee meetings as required
- Keeps informed about the University and issues as they affect alumni and the Association
- Seeks opportunities to support and promote Alumni Association events and activities
- Shares skills and resources to support activities of the Alumni Association
- Identifies and cultivates potential representatives to Senate and provides suggested names to Nominating Committee of the Alumni Association

QUALIFICATIONS PREFERRED FOR THIS POSITION:

- Regular member of the Association in good standing
- Demonstrated leadership ability
- Commitment to enhancing the quality of the student experience through the active partnership between the Association and the broader University community
- Knowledge of the Alumni Association's vision, mission, and goals
- Ability to work with a diverse group of alumni and stakeholders
- Understanding of the university organization, structure, governance, strategic plan, and governance functions at the senior level and committed to achieving excellence on the world stage

BENEFITS:

- Interaction with interesting and committed alumni, faculty, administrators, students, community, business and university members

- Involvement in university activities
- Opportunities to share and expand skills and networks
- The opportunity to make a difference in a meaningful way in the lives of students, alumni and friends of the university
- Opportunity to contribute intellectual capital for the good of the University and its constituents

TIME REQUIREMENTS:

- The Senate meets 10 times a year and the Association is expected to be represented at each meeting (by one of three possible members)
- Participation in Alumni Association Board of Directors meetings (3-4 per year, 2 hours; in person/video conference)
- Participation in annual planning retreat (full day)
- Participation in Executive Committee meetings as required
- Attendance at Alumni Association Annual General Meeting
- Participation when possible in Alumni Association activities and events

LOCATION OF MEETINGS/EVENTS:

- Senate meetings are held at the University
- Board meetings are held in London with video-conference or teleconference options
- The Annual General Meeting is held in London

APPENDIX 6

Volunteer Policies and Procedures

Intro

The Alumni Association of The University of Western Ontario has been the primary voice and organizational structure formally serving Western graduates since 1949. The Association is governed by a volunteer Board of Directors. They serve in a variety of advocacy and advisory roles in support of the Association and the University.

Role of a Volunteer

- Acts as an ambassador for Western University
- Demonstrates a commitment to the mission, vision and objectives of the Association
- Motivates fellow alumni to be active in the advancement of the University and alumni engagement
- Seeks new affinities that will expand the connection alumni have with the Association
- Contributes to the good governance, integrity and ethical behaviour of the Association
- Prepares for meetings by reviewing past minutes, committee reports and any other information provided in advance
- Engages in short-term, long-term and strategic planning exercises
- Provides feedback to assist in continued improvement of the quality of the Association

Expectations of an Alumni Board Member

- Exhibit loyalty to the Board and its decisions
- Attend at least 3 of the 4 regularly scheduled board meetings
- Attend University and alumni functions as required and whenever possible
- Declare a conflict of interest as applicable
- Participate on at least one committee of the Association
- Attend the Annual General Meeting of the Association
- Demonstrate behaviour that reflects the best interests of the Association. Refrain from public criticism of fellow volunteers, staff or the organization.
- Contribute to a safe and welcoming environment by demonstrating respect and fair treatment of all members.

Confidentiality

Volunteers are responsible for maintaining the confidentiality of all information they are exposed to while serving as a volunteer Board Member, whether this information involves a staff person, volunteer, donor, alumnus, friend or supporter of the overall business of the Association.

APPENDIX 7

Granting Terms

The Alumni Association of The University of Western Ontario

Background:

The Legacy Committee of the Alumni Association will recommend grants from available expendable funds to the Alumni Association Board consistent with University needs and priorities and respecting the values captured in the former Foundation Western granting guidelines. The Executive Director, Alumni Relations will provide information to the Legacy Committee regarding the University's needs and priorities, as needed, to aid in the decision-making process.

In some cases, grants recommended by the Legacy Committee will be used to establish named projects, such as academic positions, student awards or physical spaces. These projects will be subject to all regular approvals of the University's Board and Senate, as outlined in any applicable policies.

Granting Guidelines:

The Alumni Association's Legacy Committee will adopt granting guidelines in the spirit of the former Foundation Western's policy 945, understanding that there is flexibility for thoughtful modification. Generally, grants will involve larger sums and may involve multi-year commitments.

The following primary factors (in no specific order or priority) may be considered when approving a grant:

- provides lasting benefit to the University, its students, and/or alumni,
- provides a recognition opportunity for the Foundation Western Legacy Fund and the Alumni Association,
- supports and/or inspires a recognized area of excellence and/or leadership at the University,
- supports a legacy project identified by the University to bestow special honour on a person of significance, and
- will resonate positively with members of the Alumni Association.

The following secondary factors may be considered (in no specific order or priority) when approving a grant:

- student population served by the grant,
- alumni support (by faculty) to the University,

- underserved need, and
- past projects supported by the former Foundation Western (with the general notion that support does not disproportionately favour any particular faculty).

Fund Use and Management:

The endowment will be held at the University. The University seeks to maintain the real value of the endowment in the long run by capitalizing a portion of the investment revenue each year. An amount will be made available for spending each year in accordance with the Western University's Investment Payout Policy 2.11, as may be amended from time to time. Should investment returns be insufficient to fund the amount made available for spending, endowment capital may be used with the expectation that such amounts will be recovered from future investment returns.

Donor Reporting:

The University will provide an annual financial report to the Alumni Association regarding the Foundation Western Legacy Fund (referred to as the Association's Legacy Fund in the Association's By-laws).

-End-