



**THE ALUMNI ASSOCIATION
OF
THE UNIVERSITY OF WESTERN ONTARIO**

BY-LAWS

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 these By-laws 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 and non-binary.

ARTICLE 2 APPLICATION

2.01 APPLICATION

These By-laws apply 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 automatically and without application to be deemed 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 a special application to the chair of the Nominations Committee. The Nominations 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 sixty (60) days after the year end 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 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 an official communications medium and on the Association's website. The notice shall set out the date, hour, and format

(in person and/or virtually) 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 has 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 in Appendix 1 of 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 their 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 in Appendix 1 of 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 including those by proxy.

Where a quorum is not present at any time during an Annual or Special General Meeting, the Chair may, at their 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 their 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 and consult with the Associate Vice-President, Alumni Relations and staff in University Advancement to foster a harmonious relationship between the Association and University Advancement;
- (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;
- (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 University Advancement 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 these By-laws.

5.04 ELECTION AND TERM OF BOARD MEMBERS

As many as six (6) Directors 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, they 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 tortuous 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 willful 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 University Advancement 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. Meetings of the board may be hosted at a physical location and/or virtually.

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 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 and shall take record of all persons in attendance. 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.

6.06 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 Nominations Committee
- (e) Recommendations to the Board on the establishment of 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:
 - i. The Associate Vice-President, Alumni Relations;
 - ii. The Vice-President (University Advancement) of the University or designate;
 - iii. The President (of the Association);
 - iv. The Board's Standing and other Committees and Task Forces;
 - v. The Association's representatives on the Board of Governors;
 - vi. The Association's representatives on the Senate;
 - vii. The University Students' Council;
 - viii. The Society of Graduate Students;

- ix. Other appointees and affiliated alumni Associations including:
 - Campus Council;
 - The Honorary Degrees Committee;
- x. Special presentations; and
- xi. Information on future meeting dates.

6.02 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.

6.03 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.

6.09 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.

6.10 IN-CAMERA MEETINGS

Where the Chair deems that a matter is confidential and privileged, they 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, shall be a Director on the Alumni Board in good standing and shall be a member ex officio of all committees. They shall represent the Board as needed. The President shall act as chair of Board of Director's'

Meetings, Executive Committee and all Annual and Special General Meetings of members of the Association.

The President is responsible for communicating the approved mission, strategic goals, and committee objectives to the Board and other Alumni volunteers as well as inspiring and motivating Alumni to find innovative ways to help the University succeed. The President shall endeavour to establish a relationship with key stakeholders that furthers the work of the Association and ensures that the Alumni perspective contributes to the University's ongoing success.

The President (or, with the approval of the Board, a designate where permitted) shall serve on the following:

1. Member of the Senate
2. Member of Campus Council
3. Fund Raising and Donor Relations Committee of the Board of Governors
4. Chair of the Nominations Committee

The President shall meet quarterly with the University President to the extent schedules permit.

The President shall represent the Association at University and Alumni events both on and off campus, including Chapters and Networks, and shall encourage other Directors of the Board to attend such events where both are permissible and reasonably practicable.

The President shall assist with the orientation and ongoing support of the Incoming President.

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 their election to the office of President. 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 University Advancement.

7.02 ELECTION & TERM OF PRESIDENT

Bi-annually the Directors shall meet to nominate a President from among the Directors of the Board. The President shall be elected for a term of two (2) years. The President shall become the Past-President upon the current President-Elect assuming the role of President and shall hold such office for a term of one (1) year until a new 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 nominate 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 their second term as a Director.

7.05 THE ASSOCIATE VICE-PRESIDENT ALUMNI RELATIONS

The Associate Vice-President, Alumni Relations is the primary link and liaison between the Association, the Board and the University. The Associate Vice-President, Alumni Relations is a University employee and reports to the Vice-President, University Advancement.

With respect to the Association, the Associate Vice-President, Alumni Relation'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, Chapters and Networks 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 University Advancement relations functions on behalf of the University.

The Associate Vice-President, Alumni Relations is appointed pursuant to the policies established by the University's search committee and is hired by the University under the budget for University Advancement. In the event that the Associate Vice-President, Alumni Relations is absent, or the role is vacant, the Vice-President, University Advancement 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 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. Appointments of sub-committee Chairs may be made by the Chair of the respective parent Committee.

The Committees shall meet at the pleasure of their respective Chairs and will work in cooperation with members of University Advancement.

With the exception of the Executive Committee and the Nominations Committee, the Board shall establish or confirm the Committees of the Board on an annual basis.

Each Committee Chair, working alongside their staff partner, shall endeavour to prepare an annual operational plan for the Committee for presentation at the second Board Meeting each year.

Where appropriate, the Associate Vice-President, Alumni Relations appoints staff partners to work with each 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 Associate Vice-President, Alumni Relations.

8.02 STANDING COMMITTEES

The Standing Committees of the Association shall be the Executive Committee and the Nominations Committee and such additional Standing Committees the Board deems necessary to carry out the activities of the Association.

At this time the Standing Committees, in addition to those required by the Constitution are:

- (a) Governance Committee;
- (b) Legacy Fund Committee;
- (c) Outreach Committee; and
- (d) Recognition Committee.

Annually, the Board shall 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 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 Standing Committees of the Association are set out as Appendix 2 to these By-laws.

8.03 TASK FORCES

A Task Force may be populated at the Board's discretion.

8.04 POWERS OF THE COMMITTEE

Unless specifically set out in these By-laws, 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 NOMINATIONS COMMITTEE

9.01 COMPOSITION OF THE NOMINATIONS COMMITTEE

The Nominations 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) and the Secretary. Additional members may be appointed by the Board.

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

The Nominations 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 NOMINATIONS COMMITTEE

Each year, prior to the second last Board Meeting prior to the Annual General Meeting, the Nominations 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 or President-Elect 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; and
- (d) up to six (6) Directors of the Board.

Prior to preparing the slate of candidates, the Nominations Committee (or any member of the Nominations Committee) shall interview the candidates and confirm that the candidate will allow their name to stand for the position. The Nominations Committee shall endeavour to reflect the diversity of our alumni population. 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 to and approved by 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 Nominations 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 Nominations Committee at a 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) 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 or confidential polling at such meeting.

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

The Nominations 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 Nominations 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. Vacancies of the appointments of the Alumni representatives to the University Board of Governors or to the Senate may be filled 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 vote of a majority of the Directors, provided that a quorum is present. Otherwise, such vacancies shall be filled at the next Annual General Meeting of the Association 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.

10.02 APPOINTMENT OF PERSONS TO THE EXECUTIVE COMMITTEE

Executive Committee members may serve outside of their two-term limit, pursuant to Nominations 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 Associate Vice-President, Alumni Relations and their 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 shall meet as required.

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

ARTICLE 11 CHAPTERS AND NETWORKS

11.01 CHAPTERS

Chapters and Networks include all groups of Alumni that are organized to represent distinct sets of Alumni from the Affiliated University Colleges, faculties, departments, special interest groups, regions or cities and any other organizations of Alumni that may be recognized by University Advancement.

The Association and its Chapters and Networks play a mutually supportive role in the interests of Alumni represented. 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 University Advancement.

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.

ARTICLE 12 WESTERN ALUMNI SUMMIT

12.01 WESTERN ALUMNI SUMMIT

Each year the Alumni Association Board will invite our network of volunteer groups to take part in a meeting designed to strengthen bonds and communication between groups and with the Board.

The meeting shall be called the Western Alumni Summit, to which leadership representatives from the following groups shall be invited:

- (a) Alumni Association Board
- (b) Chapters and Networks
- (c) Leaders of alumni groups from affiliated Colleges
- (d) UA staff partners

The agenda will include activity update reports from the Board as well as each, Chapter, and the leaders of alumni groups from affiliated Colleges. In addition, the agenda may include other pertinent agenda items as the Board sees fit, such as: discussions and presentations of best practices, professional development, etc.

Alumni groups will receive an invitation to take part no less than 30 days prior to the scheduled Summit, which can be held in-person, virtually or a combination of in-person and virtually as determined by the Board.

ARTICLE 13 FINANCES

13.01 ASSOCIATION BUDGET

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

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
- Other Western Alumni projects.

Notwithstanding the above, the Board acknowledges that the Vice-President (University Advancement) of the University or their 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 Associate Vice-President, Alumni Relations that University Advancement 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 Associate Vice-President, 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, subject to ratification by the Members of the Association, at the Alumni Association Annual General Meeting taking place the 30th day of May, 2024. Once ratified by the Association, these By-laws repeal any and all previous By-laws 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, which may be hosted at a physical location and/or virtually, and 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 Chapters and Networks 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) "By-law" means the By-law of the Association in force and effect from time to time;
- (j) "Chair" has the meaning set out in Section 4.07 of the By-law;
- (k) "Chapters" represent constituent groups of graduates, students, staff and faculty who belong to or identify with specific parts of the broader Western community, These include faculties, departments, common interest groups, and other communities of alumni recognized by the University Advancement in partnership with the Alumni Association Board of Directors. The entities function in ways that are consistent with the best interest of Western University and pursuant to their distinct governance structures. Association Chapters play a mutually supportive role in the interests of Alumni represented by the Chapter, the parent Association, and the University. As an "umbrella organization", the Association shall strive to support and facilitate the interests of each of its Chapters in support of the University.
- (l) "Committees" means Standing Committees, sub-committees, or task forces as the Board may appoint from time to time;
- (m) "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;
- (n) "University Advancement" means the following departments of the University:
Development, Alumni Relations and Advancement Operations.
- (o) "Director" means a director appointed to the Association's Board;
- (p) "Executive Committee" has the meaning set out in Section 10.01 of the By-law;
- (q) "Associate Vice-President, Alumni Relations" means the Associate Vice-President within the department of Alumni Relations, as that position is updated and renamed from time to time;
- (r) "Head Office" shall mean the Office of University Advancement at the University, Westminster Hall, Suite 110, London, Ontario, Canada, N6A 3K7;
- (s) "Honorary Member" has the meaning set out in Section 3.04 of the By-law;
- (t) "Members" include all Alumni of the University and all Regular Members, Associate Members and Honorary Members of the Association, collectively, the "Membership";
- (u) "Nominations Committee" has the meaning set out in Section 9.01 of these By-laws;

- (v) “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;
- (w) “Official Publication” means the Western Alumni Magazine and/or The Western Alumni News, in either the print or the electronic format, as the case may be;
- (x) “Poll” means a vote taken in accordance with the procedures of Section 4.10 of the By law;
- (y) “Regular Member” has the meaning set out in Section 3.02 of the By-law;
- (z) "Secretary" means the Associate Vice-President, Alumni Relations, or their designate;
- (aa) “Senate” means a governance body of the University as defined in the *University of Western Ontario Act, 1982 (the Act)*;
- (bb) “Special General Meeting” means a meeting called pursuant to section 4.02 of these By laws, which may be hosted at a physical location and/or virtually, 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;
- (cc) "University" means The University of Western Ontario, also known as Western University, including the Affiliated University Colleges; and
- (dd) 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 annually (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 a 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]

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 submitting the completed proxy below.

The Alumni Association of the University of Western Ontario

Proxy for the Annual General Meeting on

[MONTH] _____ [DAY] _____, [YEAR] _____

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 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 of the Association to be held virtually on _____ [MONTH] _____ [DAY], _____ [YEAR], 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

**Please deliver this form at least two (2) days before the AGM to the
Secretary of the Association: Temi Akin-Aina**

Email: takinai@uwo.ca

Mail: The Alumni Association of the University of Western Ontario
Department of Alumni Relations
1151 Richmond Street
WH 110, London, ON Canada N6A 3K7

APPENDIX 2

COMMITTEES OF THE BOARD



Committees of the Alumni Association Board Terms of Reference

GOVERNANCE COMMITTEE

Effective Date: May 24, 2023

Reports to: Board of Directors

Mandate:

1. Ensure that the Constitution and Bylaws of the Association are effective and reflect current Board practices and procedures;
2. Ensure that the Alumni Association's governance structure promotes alignment with the Association's strategic plan, which in turn supports the University's strategic plan; and
3. Ensure that the Alumni Association's actions support and enhance Diversity, Equity, Inclusion and Belonging practices and outcomes.

Committee Membership:

- The Chair is the President of The Alumni Association Board of Directors;
- A minimum of two additional Board Directors up to a maximum of six Directors;
- Up to two additional Alumni may be appointed, as approved by the Board of Directors;
- The Associate Vice-President, Alumni Relations or designate; and
- Committee members, other than the President, will be appointed to one-year or two-year terms to provide staggered experience and succession planning.

Committee Members' Competencies:

Committee members should have strategic planning experience. Legal expertise and/or experience developing an organization's constitution and bylaws is preferred. Expertise in implementing Diversity,

Equity, Inclusion and Belonging initiatives is also an asset.

Committee Meetings:

The committee will meet, at a minimum, twice per year. Meetings will be called by the Chair with a minimum of 10 days' notice to committee members. Any committee member may request a meeting with a minimum of five days' notice to the Chair, who will then call a meeting. Meetings may be held in person or virtually. Quorum for meetings is the Chair and at least two Board Directors.

Committee Responsibilities:

- Prepare a written report after each committee meeting for submission to the next Alumni Association Board meeting, providing updates on actions taken and/or recommendations requiring Board approval;
- Review the Association's Constitution and Bylaws at least once annually. Prepare recommendations for edits and changes for approval by the Board, with subsequent approval by members at the Annual General Meeting;
- Review the Association's actions against the Association's strategic plan to ensure alignment, annually at a minimum. Provide recommendations to the Association Board of how to advance strategic outcomes and/or suggested changes to the Association's strategic plan; and
- Review the Association's actions through a lens of Diversity, Equity, Inclusion and Belonging. Provide guidance to the Associate Vice-President, Alumni Relations regarding how to enhance Diversity, Equity, Inclusion and Belonging in the work done through Alumni Relations.

Staff Support Team:

Alumni Relations staff member if required/as determined by the Associate Vice-President, Alumni Relations.



Committees of the Alumni Association Board Terms of Reference

LEGACY FUND COMMITTEE

Effective Date: May 24, 2023

Reports to: Board of Directors

Mandate:

1. Consider proposals for expenditures for all or part of the Annual Disbursement from the Legacy Fund;
2. Enhance communication and recognition of historic and ongoing contributions to Western by Alumni;
3. Develop Alumni initiatives, tangible, and intangible, which benefit Western and Alumni;
4. Receive, review, and recommend funding priorities for Alumni initiatives; and
5. Inspire on-going and future donations to fund Alumni and/or Western fundraising initiatives.

Committee Membership:

- The Chair is a Director of the Alumni Association Board of Directors and serves jointly as a member of the Executive Committee;
- The President of the Alumni Association (Ex-officio);
- A minimum of three additional Board Directors up to a maximum of six Directors;
- Up to two additional Alumni may be appointed, as approved by the Board of Directors;
- The Associate Vice-President, Alumni Relations or designate; and
- Committee members, other than the President, will be appointed to one-year or two-year terms to provide staggered experience and succession planning.

Committee Members' Competencies:

Committee members should have experience with fund management and disbursement. Financial expertise and/or donor relations experience is an asset.

Committee Meetings:

The committee will meet when funding requests have been received. Meetings will be called by the Chair

with a minimum of 10 days' notice to committee members. Any committee member may request a meeting, with a minimum of five days' notice to the Chair, who will then call a meeting. Meetings may be held in person or virtually. Quorum for meetings is the Chair and at least two Board Directors.

Committee Responsibilities:

- Prepare an annual committee plan for presentation to, and approval by, the Alumni Association Board. The plan should outline the committees' annual objectives and measurements of success;
- Prepare a written report after each committee meeting for submission to the next Alumni Association Board meeting, providing updates on actions taken and/or recommendations requiring Board approval;
- Present proposed expenditures from the Legacy Fund to the Executive Committee and recommend a motion to the Board for the approval of the proposed expenditure;
- 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 University Advancement;
- 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; and
- 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.

Staff Support Team:

Alumni Relations staff member if required/as determined by the Associate Vice-President, Alumni Relations.



Committees of the Alumni Association Board Terms of Reference

NOMINATIONS COMMITTEE

Effective Date: May 24, 2023

Reports to: Board of Directors

Mandate:

1. Ensure the ongoing viability of the Western Alumni Association Board; and
2. Ensure that the Alumni Association's nominations activities and recommendations, as well as the composition of the Board, reflect the Diversity of Western's alumni.

Committee Membership:

- The Chair is the President of the Alumni Association;
- A minimum of two additional Board Directors up to a maximum of four Directors;
- Up to two additional Alumni may be appointed, as approved by the Board of Directors;
- The Associate Vice-President, Alumni Relations or designate;
- The committee is to have a maximum of six members; and
- Committee members, other than the President, will be appointed to one-year or two-year terms to provide staggered experience and succession planning.

Committee Members' Competencies:

Committee members should have a minimum of one-year experience serving on the Western Alumni Board. Experience with recruitment and selection and succession planning practices would be an asset.

Committee Meetings:

The committee will meet, at a minimum, twice per year. Meetings will be called by the Chair with a minimum of 10 days' notice to committee members. Any committee member may request a meeting, with a minimum of five days' notice to the Chair, who will then call a meeting. Meetings may be held in person or virtually. Quorum for meetings is the Chair and at least two Board Directors.

Committee Responsibilities:

- Prepare a written report after each committee meeting for submission to the next Alumni Association Board meeting, providing updates on actions taken and/or recommendations requiring Board approval;
- Maintain documentation regarding Board Directors' skill sets and competencies to ensure a variety of capabilities and the ongoing operations of the Board. Utilize this information to inform nominations processes and recommendations.
- Call for nominations for vacant Board positions a minimum of sixty days prior to the Annual General Meeting;
- Review a confidential list of candidates and prepare a slate of candidates (for Board approval) for any vacancies for the following Board positions:
 - a. the President of the Association or the President-Elect;
 - b. the Association appointee or appointees to the University Senate;
 - c. the Association appointee or appointees to the University Board of Governors; and
 - d. up to six Directors of the Board.
- Prior to preparing the slate of candidates, the Nominations Committee (or any member of the Nominations Committee) shall interview the candidates and confirm that the candidate will allow their name to stand for the position. Work to reach this outcome should be strategically addressed throughout the year;
- Deliver the slate of candidates for all available positions to the Board for the year and have the slate published on the Western Alumni website at least forty-five days prior to the Annual General Meeting;
- Prepare recommendations for Board members' placements on committees, for approval by the Board;
- Review special applications for Associate Membership and present a recommendation to the Alumni Association Board; and
- Review the Association's nominations strategies and actions through a lens of Diversity, Equity, Inclusion and Belonging.

Staff Support Team:

Alumni Relations staff member, if required/as determined by the Associate Vice-President, Alumni Relations.



Committees of the Alumni Association Board Terms of Reference

OUTREACH COMMITTEE

Effective Date: May 24, 2023

Reports to: Board of Directors

Mandate:

1. Ensure that Alumni volunteers are supported in their endeavors;
2. Connect with alumni groups and student groups and seek input through various mediums; and
3. Ensure that the Alumni Association's outreach activities enhance Diversity, Equity, Inclusion and Belonging practices and outcomes.

Committee Membership:

- The Chair is a Director of The Alumni Association Board of Directors and serves jointly as a member of the Executive Committee;
- The President of the Alumni Association (Ex-officio);
- A minimum of two additional Board Directors up to a maximum of six Directors;
- Up to two additional Alumni may be appointed, as approved by the Board of Directors;
- The Associate Vice-President, Alumni Relations or designate; and
- Committee members, other than the President, will be appointed to one-year or two-year terms to provide staggered experience and succession planning.

Committee Members' Competencies:

Committee members should have experience using creative and detailed approaches to communicating to, and supporting, diverse stakeholders. Experience in marketing and/or volunteer management would be an asset.

Committee Meetings:

The committee will meet, at a minimum, twice per year. Meetings will be called by the Chair with a minimum of 10 days' notice to committee members. Any committee member may request a meeting, with a minimum of five days' notice to the Chair, who will then call a meeting. Meetings may be held in person or virtually. Quorum for meetings is the Chair and at least two Board Directors.

Committee Responsibilities:

- Prepare a written report after each committee meeting for submission to the next Alumni Association Board meeting, providing updates on actions taken and/or recommendations requiring Board approval;
- Connect with Alumni volunteer groups at a minimum on a bi-annual basis, as well as other key volunteers, to ensure ongoing engagement and provide support as required;
- Connect with student groups to ensure ongoing engagement and support;
- Communicate with alumni who are eligible to attend Alumni Association Board meetings to encourage their attendance and participation;
- Provide recommendations to the Nominations Committee based upon actively engaged Alumni;
- Provide recommendations to the Recognition Committee based upon actively engaged Alumni;
- Partner with Alumni Relations on development and implementation of an Alumni survey as required;
- Partner with Alumni Relations to plan the Western Alumni Summit; and
- Review the Association's outreach strategies and actions through a lens of Diversity, Equity, Inclusion and Belonging. Provide guidance to the Associate Vice-President, Alumni Relations regarding how to enhance Diversity, Equity, Inclusion and Belonging through outreach done via Alumni Relations.

Staff Support Team:

Alumni Relations staff member if required/as determined by the Associate Vice-President, Alumni Relations.



Committees of the Alumni Association Board Terms of Reference

RECOGNITION COMMITTEE

Effective Date: May 24, 2023

Reports to: Board of Directors

Mandate:

1. Recognize alumni through the annual Alumni Awards of Merit program;
2. Recognize alumni through the Spirit of Western Award;
3. Determine appropriate ways to recognize alumni who achieve notable accomplishments; and
4. Ensure that the Alumni Association's acts of recognition enhance Diversity, Equity, Inclusion and Belonging practices and outcomes.

Committee Membership:

- The Chair is a Director of the Alumni Association Board of Directors and serves jointly as a member of the Executive Committee;
- The President of the Alumni Association (Ex-officio);
- A minimum of two additional Board Directors up to a maximum of six Directors;
- Up to two additional Alumni may be appointed, as approved by the Board of Directors;
- The Associate Vice-President, Alumni Relations or designate; and
- Committee members, other than the President, will be appointed to one-year or two-year terms to provide staggered experience and succession planning.

Committee Members' Competencies:

Committee members should have experience using detailed and unbiased approaches to decision making.

Committee Meetings:

The committee will meet, at a minimum, twice per year. Meetings will be called by the Chair with a minimum of 10 days' notice to committee members. Any committee member may request a meeting, with a minimum of five days' notice to the Chair, who will then call a meeting. Meetings may be held in person or virtually. Quorum for meetings is the Chair and at least two Board Directors.

Committee Responsibilities:

- Prepare a written report after each committee meeting for submission to the next Alumni Association Board meeting, providing updates on actions taken and/or recommendations requiring Board approval;
- Review the annual nominations for the various Alumni Awards of Merit and present recommended recipients to the Alumni Board for approval;
- Review nominations for the Spirit of Western Award and present the recommended annual recipient to the Alumni Board for approval;
- Keep a running list of notable Alumni accomplishments and prepare recommendations to present to the Alumni Board for how and when to recognize these individuals; and
- Review the Association's recognition strategies and actions through a lens of Diversity, Equity, Inclusion and Belonging. Provide guidance to the Associate Vice-President, Alumni Relations regarding how to enhance Diversity, Equity, Inclusion and Belonging through recognition work done via Alumni Relations.

Staff Support Team:

Alumni Relations staff member if required/as determined by the Associate Vice-President, Alumni Relations.

APPENDIX 3

CHAPTERS

The current complement of active Chapters is as follows:

- Black Alumni Chapter
- Indigenous Alumni Chapter (Approved in principle)
- Local Government Chapter
- Mustangs Old Oars Club (Rowing)
- Nursing Chapter
- The Champions Club (Football alumni)
- USC Alumni Chapter
- Western Mustangs Athletic Alumni – WMAA
- Western Retiree Chapter (Not alumni based)
- Wrestling Chapter – Cauliflower Ears Club

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 Nominations 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 Nominations 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 may be hosted at a physical location and/or virtually
- The Annual General Meeting of the Association may be hosted at a physical location and/or virtually

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 Nominations 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 Nominations 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 their 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 the Nominations 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 may be hosted at a physical location and/or virtually
- The Annual General Meeting may be hosted at a physical location and/or virtually

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.

Template for Statement of Intent to Establish an Alumni Chapter or Network

Following consultation with the Director, Alumni Engagement, Alumni requesting the establishment of a new alumni Chapter or Network, are required to draft a letter to Secretary of the Alumni Association, touching on the following points:

- Distinct set of alumni targeted for engagement
- Proposed name of the Chapter or Network
- How you see the work of the group aligning with that of the Alumni Association
- Informal work of the group to date (if applicable)
- Preliminary objectives of the group
- Why you believe this group would be successful
- Information on alumni who are currently part of the proposal: name, program and year of graduation, affiliation with the targeted constituency
- Any other relevant information

Alumni Association
NURSING CHAPTER
Terms of Reference: Sample
Template

Reports to: Board of Directors

Partners with: Faculty of Health Sciences and the Arthur Labatt Family School of Nursing

Mandate:

- To encourage student and alumni involvement in the Nursing Chapter and the University.
- To develop alumni events and programs for nursing alumni.

Responsibilities of Committee Members:

- To encourage alumni and friends of the University to maintain an engagement with Western and the Arthur Labatt Family School of Nursing.
- To provide opportunities for social and professional networking among alumni, students and friends of the Arthur Labatt Family School of Nursing
- To provide continuing education/enrichment experiences for alumni, students and friends of the University (including showcasing our faculty, students and administrators).
- To provide alumni with an opportunity to offer ideas back to the Arthur Labatt Family School of Nursing and the University.
- To be a good ambassador for the Alumni Association, its programs and our chapters, to come to meetings prepared to discuss and present new ideas, and to attend alumni events when possible.
- To attend and participate in committee meetings and alumni engagement related events including, but not limited to Alumni Association AGM, President's Holiday Reception and Chapter events.

- To participate in the development and delivery of the projects, programs and sub-committees of the Committee and to assume any other duties as assigned by the Chair.

Time commitment: approximately 3 meetings per year

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

- Exhibits strong verbal and interpersonal skills.
- Team-oriented as shown by previous experience.
- Demonstrates a commitment to Western University through participation in alumni activities, programs or philanthropy.

Committee Membership:

- Chair/Co-Chair
- A minimum of six Members at Large

Staff Support Team:

- Alumni Engagement Officer, Faculties, Alumni Relations
- Alumni and Development Officer, Faculty of Health Sciences

Membership Term:

Two renewable three-year terms unless the Committee agrees to extend a member's term. Whenever possible, terms will be staggered to ensure continuity in committee membership.

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 Associate Vice-President, 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-