



UNIVERSITY OF  
ST. MICHAEL'S COLLEGE  
IN THE UNIVERSITY OF TORONTO

## THE UNIVERSITY OF ST. MICHAEL'S COLLEGE ALUMNI ASSOCIATION

### CONSTITUTION

#### **I. Title**

There shall be an Association known as "The University of St. Michael's College Alumni Association" ("the Association").

#### **II. Core Values**

- i) Respect, concern and understanding for individuals and their beliefs consistent with the College's 2002 statement on inclusiveness as approved by the Collegium.
- ii) Foster ongoing membership in the USMC family (community or experience)
- iii) Openly profess our Catholic faith
- iv) Actively build upon our Christian intellectual heritage

#### **III. Core Purpose**

Create connections between alumni and the college that build on the spirit and traditions of USMC.

#### **IV. Membership**

- i) Any person who has successfully completed one year of studies at USMC may be a member of the Association, provided he or she is not currently enrolled as an undergraduate student.
- ii) Any person who may be approved as such by the directors of the Association shall become an honorary member.

#### **V. Board**

- i) The Board of Directors ("The Board") of the Association shall be responsible for the policies and administration of the Association, and shall consist of:
  - a) not less than 12 and not more than 30 active members, duly elected,
  - b) two undergraduate students appointed by the St. Michael's College Students' Union as associate members,

- c) the Director of Alumni Affairs and any assistant(s) thereto, shall be associate members
  - d) the Executive Director of Alumni Affairs and Development and any assistant(s) thereto, shall be associate members
  - e) the St. Michael's College incumbent President and Principal shall be associate members of the Board.
- ii) Only a member of the Association may be elected to the Board.
  - iii) All officers and directors of the Association shall hold office for a two-year term. Normally no director may hold office for more than five consecutive terms.
  - iv) The Board's Membership Committee shall, on a biennial basis, be responsible for recommending to the membership a slate of at least twelve candidates for the Board. Other nominations for membership on the Board may be presented at the annual meeting. Every member present at the annual meeting where voting for the Board is to take place shall be entitled to a vote. Proxy votes shall be eligible for casting in such an election.
  - v) The newly-elected directors shall assume office upon their election.
  - vi) Subject to article IV. iii), all directors and officers of the Association shall be eligible for re-election.
  - vii) If a vacancy in the Board occurs, the Membership Committee may nominate a replacement to a regular meeting of the Board, which shall vote upon that candidacy or any other nominations duly presented at that regular meeting of the Directorate. The candidate so elected shall hold office for the remainder of the term for which his immediate predecessor was elected.
  - viii) A director may resign by so indicating to the President or another member of the Executive.

## **VI. Officers**

- i) The officers of the Association shall be elected by the Board in a manner as set out in the By-Laws of the Association, subject to the approval of the general membership.
- ii) Officers are elected for a two-year term.
- iii) No officer may hold the same office for more than two consecutive terms.

## **VII. Meetings of the Association**

- i) A general membership meeting of the Association shall be held in Toronto every year for the purpose of receiving reports and transacting other business as brought to the meeting.
- ii) Every second year the general membership shall elect members of the Board and ratify the election of the officers of the Association.

- iii) Notice of the time and place of the meeting, the agenda and a proxy form shall be sent to the members of the Association at least fifteen days prior to the meeting, in USMC and alumni publications.
- iv) Quorums for the general membership meeting shall be thirty, of which at least fifteen must be present at the meeting.
- v) The meeting shall be chaired by the President of the Association. The Recording Secretary shall take minutes.
- vi) All motions shall be decided at a general membership meeting by a simple majority, by a show of hands. In the case of an equality of votes, the Chair shall be entitled to a second vote.
- vii) Notwithstanding vi), amendments to the Constitution shall require a majority of two-thirds.
- viii) Uninstructed proxies shall automatically be cast by the President. No one, other than the President shall be allowed to cast more than ten proxies.

#### **VIII. Meetings of the Board**

- i) All meetings of the Board shall be open to the members of the Association, unless any meeting or portion thereof is declared *in camera* by a two-thirds vote of the Directors present.
- ii) The Board shall meet monthly on a year round basis, unless otherwise determined by the Executive Committee.
- iii) Where fifteen Directors petition the President, a special meeting shall be held within fifteen days.
- iv) A special meeting may also be held if deemed necessary by the President.
- v) Notice of any Board meeting must be given not fewer than seven days prior to the meeting. Announcement in the previous agenda is deemed sufficient notice as to date and time.
- vi) The quorum for a regular meeting of the Board shall be one-third of active members. Quorum for a special meeting of the Board shall be half the active members.
- vii) The President of USMC shall be invited to attend all meetings, but shall be invited a minimum of two times for the specific purpose of providing information and updates on college business.

#### **IX. Committees of the Board**

The Board shall determine the membership of any committee of the Board. Membership on any committee, except for the Executive and Membership Committees, shall not be restricted to members of the Board.

- i) There shall be the following committees of the Board
  - **Executive**
  - **Membership / Alumni Year Representatives**
  - **Special Events and Communications**
  
- ii) The terms of references of these and any other committees created by the Board shall be determined by the Board and shall be by-laws of the Association.

**X. Executive Committee**

- i) The Executive of the Association shall be composed of:
  - the President of the Association
  - the Vice-President
  - the Past President
  - the Secretary
  - the Treasurer
  - the Director of Alumni Affairs (ex officio)
  - the Executive Director of Alumni Affairs and Development (ex officio)
- ii) All members of the Executive Committee shall be ex-officio members of all standing and ad hoc committees of the Board.
- iii) The Executive shall meet monthly or as necessary.
- iv) The Executive shall, between meetings of the Board, act on behalf of the Board and shall report all decisions and actions to the next regularly scheduled meeting of the Board.

**XI. Rules of Order for Board Meetings**

a) **General**

- i) Meetings of the Board shall be chaired by the President. In the President's absence, meetings shall be chaired by the Vice-President. In the event that both the President and the Vice-President are absent, meetings shall be chaired by the Past-President.
- ii) All voting shall be by a show of hands with the exception of the election of the Executive which shall be by written ballot.
- iii) On any matter, except the election of the Executive, where there is an equality of votes, the President shall cast the deciding ballot.
- iv) In general, proceedings of the meetings shall adhere to Robert's Rules of Order.
- v) The Chair shall have the final decision on all procedural matters.
- vi) The Past-President shall act as Returning Officer for all Board and Association elections. In his/her absence, an associate member of the Board may act as Returning Officer.
- vii) The Secretary shall ensure that minutes are taken of all Board meetings.

b) **Motions**

- i) Motions may be presented by any active member of the Board who has been recognized by the Chair. It is not necessary that the board member present the motion in advance of speaking.

- ii) Where a member of the Board presents a motion for consideration, it must be seconded. The Chair will state the motion prior to discussion. Once the motion has been stated, it can be withdrawn only with the consent of the mover and seconder.
- iii) With the exception of the amendments to the main motion, there shall be only one motion on the floor at a given time.

**XII. By-laws of the Association**

The Board shall determine all by-laws of the Association. By-laws may be adopted or amended by a majority vote of those present at a regular meeting of the Board, provided at least 30 days' notice has been given of any proposed by-law or amendment.

**XIII. Appointment to Internal and External Bodies**

The Board shall determine, upon the recommendation of the Membership/ Year Rep Committee, all appointments to U of T alumni organizations and to USMC governing or other bodies, except in the case of the Collegium.

**XIV. Amendments to the Constitution**

- i) Amendments to the Constitution may be proposed by any individual member of the Association or by the Membership/ Year Rep Committee, with notice being given of any amendments at least thirty days in advance of the Board or general meeting at which they are to be voted upon.
- ii) All amendments must be approved by a two-thirds majority of the Directors present and voting at a regular meeting of the Board, or must be approved by a majority of those present at a general membership meeting.

**XV. Interpretation**

Words importing the singular number only include the plural and vice versa.  
Words importing the masculine gender include the feminine and neuter gender.

**XVI. Definition of Terms**

Ex officio: from the office  
Active: a voting member  
Associate: a non-voting member  
Directors: regular board members  
Officers: members of the Board Executive

**The University of St. Michael's  
College Alumni Association**

**BY-LAWS**

- A. Terms of Reference for Committees of the Board
- B. Participation
- C. Election of President, Vice-President and Secretary/Treasurer of the Association
- D. Rules of Order for Board Meetings

**A. TERMS OF REFERENCE FOR COMMITTEES OF THE BOARD**

**I. Executive Committee**

The Executive Committee shall be composed of, and act in the manner stipulated in, Article IX of the Constitution.

**II. Membership/Alumni Year Representative Committee**

The Membership Committee shall be nominated by the Executive and shall be composed of up to five members of the association in addition to the ex-officio members. This Committee shall also be responsible for advising the Board on all policies with respect to Spring Reunion at St. Michael's and any other reunion gatherings. As well, the Committee shall, in conjunction with the appropriate year representatives, assist in every way possible the Office of Alumni Affairs in the planning, implementation and co-ordination of all such activities. Besides the duties outlined in Article IV, iv) and IV, vii) of the Constitution, the Committee shall, in accordance with Article XI of the Constitution, be responsible for recommending to the Board:

- i) the membership of all other committees of the Board, except for the Executive Committee.
- ii) SMC alumni appointees to the:
  - Senate
  - College Council
  - The Mike Board of Directors
  - J.M. Kelly Theological Lecture Committee
  - any other bodies providing for alumni membership at USMC
- iii) appointees to University of Toronto bodies including:
  - the University of Toronto Alumni Association
  - Annual Fund Board
  - University of Toronto College of Electors
  - and any other University of Toronto bodies providing for alumni membership
- iv) candidates for honorary degrees, faculty awards and other special UofT or USMC honors.

It shall also:

- a) maintain a pool of eligible persons for the above positions and for the Collegium of USMC.
- b) monitor attendance records of all Board members and Board appointees to other bodies, including the Collegium.
- c) update annually the Board's Orientation Booklet.
- d) propose, when directed by the Board, by-laws or amendments to the Constitution.



III. **J.M. Kelly Theological Lecture Advisory Committee (Inactive)**

This Committee shall aid USMC's J.M. Kelly Theological Lecture Committee in planning for the Lecture series.

IV. **Special Events and Communications Committee**

This Committee shall be responsible for planning and co-ordinating publicity and special events for all alumni activities, and shall assist other committees of the Association in promoting activities under their jurisdiction. The Committee shall also be responsible for ensuring that suitable publicity is given to all alumni appointments to internal and external organizations. The Committee will promote alumni activities and awareness of the Association among the student body at USMC.

**B. PARTICIPATION**

- I. When it is drawn to the Board's attention that participation by a board member or an external appointee is inadequate, the Executive Committee will take the necessary steps to expeditiously resolve the problem.
- II. Appointees to external bodies may be invited to attend a meeting of the Board and report on the activities of the body on which they serve and their role therein. Invitations shall be issued by the President.

**Removal**

- III. If the Board is required to remove a director, the president, or director in good standing, will serve adequate notice to the offending Board member and will convene a special board meeting to provide a hearing on the matter. The meeting will follow the rules for special meetings as established in Section VIII of the constitution. A director must move a motion for removal of the offending member. If the motion is in order, the Board will respectfully consider the motion for removal and provide the offending director the opportunity to present a defence or to rectify the matter. Following the hearing, members will vote on the motion. A two-thirds majority is required for the motion to remove a director to pass.

## **Role of a Board Member**

- IV. Board members serve in an advisory capacity in support of the USMC administration. Each member has the following duties
- i) Attend Board Meetings;
  - ii) Review Board documents (in advance of the meeting);
  - iii) Carry out advance work on behalf of the board, from time to time, to prepare for Board meetings;
  - iv) Attend the Annual General Meeting (and present reports if applicable);
  - v) Declare any conflict of interest;
  - vi) Participate in at least one committee of the Board;
  - vii) Represent the organization from time to time at specific functions (as appropriate);
  - viii) Participate regularly in organization events;
  - ix) Over the course of the members term, he/she agrees to chair a committee, take on an officer role and/or take responsibility for a project to advance the aims and objectives of "the organization"
  - x) Offer your resignation if you miss three consecutive meetings or any four meetings in a calendar year, with an explanation of any mitigating circumstances for the board Chair to take into account in considering your offer;
  - xi) Discuss with the president of USMCAA continued terms after having served two consecutive two-year terms as a director.

## **Board Member Independence**

- V. Board members should be independent in mind and in appearance.

Independence in mind refers to a state of mind that permits the provision of an opinion without being affected by influences that compromise judgment, allowing an individual to act with integrity, and exercise objectivity and skepticism.

Independence in appearance refers to maintaining objectivity through facts and circumstances that do not produce conflicts of interest, including adhering to the following five threats to independence:

- i) Self-interest threat occurs where a board member could benefit from a financial interest in their role as a board member. For example, if a board member votes on a matter that can directly affect a financial interest.
- ii) Self-review threat occurs when a board member is reviewing or voting on an issue that directly affects their role as an employee of the College. This threat occurs specifically if a board member is also an employee of the College.
- iii) Advocacy threat occurs when the board member acts to promote the College's acts in accordance with their duties as a member of the Board. Specifically, if a board member acts to promote the College's activities against the interest of the Board, this produces a conflict of interest.
- iv) Familiarity threat occurs when a board member has another family member on the Board or working for the College. Consequently, this produces a situation where a board member would not be objective in their role as a member of the Board.
- v) Intimidation threat occurs when a board member may be deterred from acting objectively and exercising a rational opinion by threats, actual or perceived, from other directors, officers or employees of the College or from people acting on behalf of the College.

## **C. ELECTION OF PRESIDENT, VICE PRESIDENT AND SECRETARY/TREASURER OF THE ASSOCIATION**

The following procedure shall apply for the election of the President, Vice-President and Secretary/Treasurer of the Association:

- i) Candidates for President, Vice-President and Secretary/Treasurer shall have served at least one year on the Board of Directors.
- ii) In an election year, the past President shall announce in February that nominations shall open at the March meeting of the Board.

- iii) A valid nomination shall consist of a statement by the candidate agreeing to stand for office, supported by the signatures of at least two members of the Board. Elections shall take place at the meeting, immediately preceding the annual general meeting. The Past President shall announce at the beginning of that meeting the names of candidates for each office. The final order of business at that Board meeting shall be the closing of nominations and the election of the Executive.
- iv) Voting for each office shall be by secret ballot until one candidate achieves a simple majority.
- v) In the event that only one candidate stands for any office, the candidate must achieve a simple majority of the YES votes.
- vi) In the event that any position is unfilled, nominations shall reopen immediately for election by the general membership at the May meeting.

D. **RULES OF ORDER FOR BOARD MEETINGS**

I. **General**

- i) Meetings of the Board shall be chaired by the President. In the President's absence, meeting shall be chaired by the Vice-President. In the event that both the President and the Vice-President are absent, meetings shall be chaired by the Past-President.
- ii) All voting shall be by a show of hands with the exception of the election of the Executive which shall be by written ballot.
- iii) On any matter, except the election of the Executive, where there is an equality of votes, the President shall cast the deciding ballot.
- iv) In general, only one person shall speak at a time, and only when that person has been recognized by the Chair. Speeches shall be confined to the question/matter being considered.
- v) The Chairman shall have the final decision on all procedural matters.

II. **Motions**

- i) Motions may be presented by any member of the Board who has been recognized by the Chair. It is not necessary that the board member present the motion in advance of speaking.
- iii) Where a member of the Board presents a motion for consideration, it must be seconded. The Chairman will state the motion prior to discussion. Once the motion has been stated, it can be withdrawn only with the consent of the mover and seconder.
- iv) With the exception of the amendments to the main motion, there shall be only one motion on the floor at a given time.