

**CENTENNIAL COLLEGE ALUMNI  
ASSOCIATION INC.**

**BY-LAWS**

Incorporated 1976

May 2009

Revised June 2011

Revised June 2012

Revised June 2014

Revised December 2015

## CENTENNIAL COLLEGE ALUMNI ASSOCIATION INC. - BYLAWS

### ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Centennial College Alumni Association Inc., a Corporation incorporated under the Ontario Corporations Act.
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- a) *Act* – the Ontario Corporations Act as amended.
  - b) *Association* – Centennial College Alumni Association Inc.
  - c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
  - d) *Board* – the Board of Directors of the Association.
  - e) *Days* – will mean days irrespective of weekends and holidays.
  - f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
  - g) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
  - h) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
  - i) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or Members for which proper notice has been given.
- 1.3 Head Office – The head office of the Association will be located at all times within the Province of Ontario.
- 1.4 Corporate Seal - The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.
- 1.6 Ruling on Bylaws - Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.
- 1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

### ARTICLE II: MEMBERSHIP

#### Categories of Membership

- 2.1 Categories – The Association has one (1) category of membership:
- a) Regular Members

#### Qualifications for Membership

- 2.2 Regular Member – Any individual who has successfully graduated from Centennial College in the following Centennial College programs:
- a) All full-time Diploma Programs
  - b) All Certificate Programs and Certificate Programs within the School of Continuing Education
  - c) All Apprenticeship Certificate Programs
  - d) All Post Diploma Program
  - e) Any other program as approved by the Board of Directors.

### **Admission of Members**

- 2.3 Admission of Members - No individual or entity will be admitted as a Member of the Association unless:
- a) The candidate member has met the requirements defined in section 2.2 and 2.3;
  - b) The candidate member has made an application for membership in a manner prescribed by the Association;
  - c) The candidate member has been approved by majority vote of the Board or by any committee or individual delegated this authority by the Board;
  - d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
  - e) The candidate member has paid dues, if any, as prescribed by the Board.

### **Membership Dues**

2.4 Year - Unless otherwise determined by the Board, the membership year of the Association will be April 1<sup>st</sup> – March 31<sup>st</sup>.

2.5 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

2.6 Deadline – Members will be notified of their membership dues at any time payable by them, and if they are not paid by said date, the Member in default will automatically cease to be a member of the Association.

### **Withdrawal and Termination of Membership**

2.7 Resignation - A Member may resign from the Association by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.

2.8 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.9 Arrears A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.

2.10 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association by five-sixths (5/6) vote of the Board of Directors at a meeting of the Board of Directors or two-thirds (2/3) vote of the voting members at a meeting of members, provided the Member has been given notice of and the opportunity to present and to be heard at such meeting.

2.11 Withdrawal and Termination - Membership in the Association is terminated when:

- a) The Member dies;
- b) The Member's term of membership expires;
- c) The Corporation is liquidated or dissolved under the Act.

### **Good Standing**

2.12 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has completed and remitted all documents as required by the Association;
- c) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- d) Has complied with the Constitution, Bylaws, policies and rules of the Association; and
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.
- f) Had paid all required membership dues, if any.

2.13 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

**ARTICLE III                    MEETINGS OF MEMBERS**

3.1        Types of Meetings - Meetings of Members will include Annual General Meetings and Special Meetings.

3.2        Special General Meeting - A Special General Meeting of the Members may be called at any time by the Board, President, Chairperson, Vice-President, or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3        Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.4        Notice - Written notice of meetings of Members will be given to all Members at least thirty (30) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5        Adjournment - Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.6        Agenda - The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.7        New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.8        Quorum - Ten (10) of the voting Members will constitute a quorum.

3.9        Closed Meetings - Meetings of Members will be closed to the public except by invitation of the Board.

**Voting at Meetings of Members**

3.10       Voting Privileges - Members, who are duly registered thirty (30) days prior to a Members Meeting, including the payment of all dues, will have the following voting rights at all meetings of Members:

- a) Regular Members may attend and participate in meetings and are entitled to one (1) vote.

3.11       Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12       Determination of Votes - Votes will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting.

3.13       Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

## ARTICLE IV: GOVERNANCE

### Composition of the Board

4.1 Directors – The Board will consist of twelve (12) Directors.

4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:

- a) President
- b) Chairperson
- c) Vice-President
- d) Secretary
- e) Treasurer
- f) Director of Marketing and Communications
- g) Director of Special Events
- h) Director at Large (5 positions)

4.3 Immediate Past President – The Immediate Past President will be an *ex-officio* member of the Board of Directors.

### Election of Directors

4.4 Eligibility - Any Regular Member who is eighteen (18) years of age or older and who has the power under law to contract and is a member of the Association in good standing may be nominated for election as a Chairperson, Secretary, Director of Marketing and Communications, Director of Special Events or Director at Large.

4.5 Eligibility of President, Vice-President, Treasurer and Chair – Any Member wishing to be nominated for election as President, Vice-President, Treasurer or Chair must have held a Director position for at least one (1) year prior to being nominated for election as President, Vice-President, Treasurer or Chair.

4.6 Recruitment/Nominating Committee – The Recruitment/Nominating Committee will be comprised of the three Members of the Association as appointed by the Board of Directors.

4.7 Duties – The Recruitment/Nominating Committee will be responsible to solicit nominations for the election of the Board of Directors and may nominate additional candidates for the election of Board of Directors.

4.8 Nomination - Any nomination of an individual for election as a Director will:

- a) Include the consent of the nominee
- b) Resume;
- c) All of which is to be submitted to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting.

4.9 Incumbents - Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notice to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting of their intent for re-election.

4.10 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.11 Nominations from the Floor – Nominations from the floor for the election of Directors are permissible for positions which do not have any individual nominated in accordance with these bylaws.

4.12 Election – The election of Directors will take place as follows:

- a) The Chairperson, Secretary, Director of Special Events and Directors at Large will be elected by the membership at the Annual General Meeting on an annual basis.
- b) The Vice-President and Director of Marketing and Communications will be elected by the membership at the Annual General Meeting held in odd numbered years.
- c) The President and Treasurer will be elected by the membership at the Annual General Meeting held in even numbered years.

4.13 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations -- Winner is the nominee receiving the greatest number of votes.

4.14 Terms – The President, Vice-President, Treasurer, and Director of Marketing and Communications will serve terms of two years and the Chairperson, Secretary, Director of Special Events and Directors at Large will serve terms of one year. Directors will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors.

#### **Immediate Past President**

4.15 Immediate Past President – The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

4.16 Term of Immediate Past President – The Immediate Past President will serve a maximum term of one year, unless they resign, are removed from or vacate their office.

4.17 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in section 4.13, the position of Immediate Past President will remain vacant.

#### **Resignation and Removal of Directors**

4.18 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.19 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director is absent from two (2) consecutive Board Meetings, without reasonable notification to the President, or the Vice-President in the case of the President.
- b) The Director is found by a court to be of unsound mind;
- c) The Director becomes bankrupt;
- d) Upon the Director's death.

4.20 Removal – An elected Director may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

#### **Filling a Vacancy on the Board**

4.21 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

#### **Meetings of the Board**

4.22 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors.

4.23 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.24 Number of Meetings – The Board will hold at least six (6) meetings per year.

4.25 Quorum - At any meeting of the Board of Directors, quorum will be two-thirds (2/3) of the voting Directors holding office.

4.26 Voting –Each Director is entitled to one vote. Voting will be by a show of hands in the case of an in-person meeting, electronically in the case of e-mail voting, or orally in the case of a teleconference meeting, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority plus one of the votes being in favor of the resolution. The President of the Association is entitled to a second vote upon a tie.

4.27 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.28 Meetings by Telephone - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

#### **Powers of the Board**

4.29 Powers of the Association – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.30 Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these Bylaws.

4.31 Discipline and Disputes – The Board may make policies and procedures relating to discipline and disputes of Members, and will have the authority to discipline Members and resolve such disputes in accordance with such policies and procedures.

4.32 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

4.33 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

#### **ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE**

5.1 Composition – The Officers will be comprised of the Board of Directors and the Alumni Administrative Coordinator as an *ex-officio* officer.

5.2 Duties - The duties of Officers are as follows:

- a) The Chairperson will preside as chairperson at meetings of Members, the Board and Executive and will perform such other duties as may from time to time be established by the Board. They will circulate the agenda before each meeting.
- b) The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the meeting of Members, Board or Executive in the Chairperson's absence, will be the official spokesman of the Association, will oversee and supervise office staff, provide leadership, present a report to be presented at the Annual General Meeting and will perform such other duties as may from time to time be established by the Board.
- c) The Vice-President will support and assist the President in all duties, assume the duties of the President in their absence, present a report to be presented at the Annual General Meeting and will perform such other duties as may from time to time be established by the Board.

- d) The Treasurer will keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will prepare annual budgets, provide the Board of Directors a monthly financial report of the Association, and will perform such other duties as may from time to time be established by the Board.
- e) The Secretary will attend all meetings of the Board, will be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association and will perform such other duties as may from time to time be established by the Board.

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

#### **Executive Committee**

5.4 Executive Committee - The Executive Committee will be comprised of the Directors.

5.5 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

5.6 Number of Meetings – The Executive Committee will hold at least six (6) meetings per year.

5.7 Quorum - Quorum will be two-thirds (2/3) of the Executive's voting members.

5.8 Voting – Each Executive Committee member is entitled to one vote, excluding the Alumni Administrative Coordinator who is not entitled to vote. Voting will be by a show of hands in the case of an in-person meeting, orally in the case of a teleconference, or electronically in the case of e-mail voting, unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority plus one of the votes being in favor of the resolution. The President of the Association is entitled to a second vote upon a tie.

5.9 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

#### **Other Committees**

5.10 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.11 Quorum - A quorum for any committee will be the majority of its voting members.

5.12 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.13 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.14 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.

5.15 Removal - The Board may remove any member of any Committee.

#### **Remuneration**

5.16 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.



### **Conflict of Interest**

5.17 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE VI FINANCE AND MANAGEMENT**

6.1 Fiscal Year – The fiscal year of the Association will be April 1<sup>st</sup> to March 31<sup>st</sup>, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Deposits and Withdraws -- All securities, monies and cheques of the Association will be deposited for safekeeping in one of the Association's bank accounts and may be withdrawn by ordinary resolution of the Board of Directors.

6.4 Expenditures Over Five Thousand – Expenditures over five thousand dollars (\$5,000) will be decided by the Board of Directors by special resolution at an in-person Board of Directors meeting.

6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two individuals being any two of the President, Vice-President, Treasurer or Secretary. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.6 Annual Budget - The President and the Treasurer will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the first Board meeting of the fiscal year.

6.7 Requests for Financial Aid – Requests for financial aid from third parties may be made to the Board of Directors at any time and must be submitted by documented presentation.

6.8 Auditors - At each Annual General Meeting the Members will appoint an auditor to make a report to members on the financial statements of the Association and whether in the opinion of the auditor the financial statements fairly represent the financial position of the Association in accordance with generally accepted accounting principles. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.

6.9 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.

6.10 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.11 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

## **ARTICLE VII AMENDMENT OF BYLAWS**

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

7.2 Notice in Writing - Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than two-thirds (2/3) of the Members present and entitled to vote.

**ARTICLE VIII NOTICE**

8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

**ARTICLE IX DISSOLUTION**

9.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Association as determined by the Board of Directors.

**ARTICLE X INDEMNIFICATION**

10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

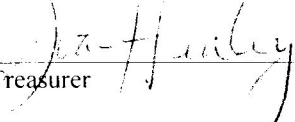
**ARTICLE XI ADOPTION OF THESE BYLAWS**

11.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on December 15, 2015.

11.2 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on December 15, 2015.

11.3 Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

  
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President

  
\_\_\_\_\_  
Treasurer