

BY-LAW NO24-01

a by-law relating generally
to the transactions of the affairs of
MOUNT ALLISON FEDERATED ALUMNI, INC.

Approved and Enacted By Board of Directors February 4, 2024

Amended on:

Feb. 16, 2025 – Revised Article 4.6

BE IT ENACTED as a by-law of the MOUNT ALLISON FEDERATED ALUMNI, INC.
(the Corporation):

1. **DEFINITIONS**

(a) "Act" means the Act of the Legislature of the State of Ohio.

3.5 Chair

The President or, in the President's absence, the Vice-President or any other Director authorized by the meeting, shall chair meetings of the membership.

3.6 Place and Format

(a) The date, time, location, and format of meetings of Members shall be determined by the Board.

(b) Meetings of Members may be held:

- i. With all members attending in person, at a location determined by the Board;
- ii. With all members attending virtually, by telephonic or electronic communications means; or
- iii. As a hybrid meeting, where participants may attend in person or by virtually by telephonic or electronic means.

(c) A Member who establishes a communications link to a virtual or hybrid meeting, where all persons participating in the meeting can hear each other, is deemed to be present at the meeting.

3.7 Notice

Notice of meetings of Members shall

3.9 Voting

- (a) Each Member shall be entitled to 1 vote on each question arising at any meeting of Members.
- (b) At all meetings of Members every question shall be decided by a majority of the members present. ~~At all meetings of Members every question shall be decided by a majority of the members present.~~ \$ [REDACTED]

4.4 Selec

4.7 Duties of Voting Directors

Voting Directors, including Officers, shall:

- (a) Abide by the By-laws, code of conduct, conflict of interest and other policies established and approved by the Board.
- (b) Carry out duties and responsibilities as established by the Board and Board Committees.

4.8 Executive Director

- (a) The Director of Alumni Engagement, Mount Allison University, shall serve as the Executive Director of the Alumni Association.
- (b) Should there be a change in job title or role of the position designated for Executive Director, the Board shall identify an equivalent position and such position shall be granted the role of Executive Director.
- (c) The Executive Director shall be responsible for managing the day-to-day activities of the Corporation and will act as a liaison between the Board and the University.

4.9 Removal of Director

- (a) The Board may recommend that the Members remove a Director, through a resolution receiving at least two-thirds majority vote of all Directors, if the Director:
 - i. has not fulfilled the duties of a Director; or
 - ii. has acted in a manner contrary to terms of a Code of Conduct or other policies instituted by the Board.
- (b) The Members can remove any Director before the end of the Director's term through the adoption of a motion at an Annual General Meeting or Special Meeting of Members that passes with a two-thirds majority of Members present at the meeting.
- (c) Notice that a motion will be made to remove a Director must be included in the notice for the meeting of Members delivered in accordance with Article 3.7.

4.10 Automatically Vacated

The office of Director shall be automatically vacated:

- (a) if a Director is absent from 3 consecutive Board meetings without leave granted by the President;
- (b) if a Director resigns his or her office by delivering a written resignation to the President or Vice-President and Secretary;
- (c) if a Director becomes bankrupt; or
- (d) on death.

4.11 Quorum

Seven (7) voting Directors shall constitute a quorum for the transaction of business at any Directors' meetings.

4.15 Powers and Responsibilities

- (a) The Board may make decisions regarding the management of the affairs of the Corporation which the law allows unless its governing legislation or the By-laws require a meeting of Members to decide on a specific matter.
- (b) Subject to the Act and the By-Laws, the Board may make, enact, repeal, alter, amend, and add to all such By-laws, policies, and procedures. b)

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5.1 Officers

The Officers shall be:

- (a) President
- (b) Vice President and Secretary
- (c) Past President
- (d) Honorary President

5.2 Eligibility of Officers

- (a) All Officers shall be Members of the Corporation.
- (b) The President, Vice President and Secretary, and the Past President shall be Directors at the time of their election.

5.3 Selection, Nomination and Election of Officers

- (a) The Nominating Committee shall oversee the process to identify and select eligible Officers.
- (b) The Nominating Committee shall recommend a list of nominees to fill Officer positions, and the Board shall vote to approve the report of the Nominating Committee for election at the Annual General Meeting.
- (c) The Members shall elect new Officers at the Annual General Meeting in accordance with Article 3.10 of the By-Laws.

5.4 Term of Office

- (a) The President, Vice President and Secretary, and the Past President shall be elected for a term of two years, and will not be eligible for re-election to the same position.
- (b) The Honorary President shall be elected for a term of two years and shall be eligible for re-election for one additional term of two years.

5.5 Vacancies

When there is a vacancy before the expiration of an Officer's term:

- (a) The Board may appoint an eligible person to the positions of President, Vice President and Secretary, and Honorary President for the remainder of the term of the former Officer's term.
- (b) Where the vacant position is Past President, it shall remain vacant until the expiration of the current President's term.

5.6 Removal of Officers

- (a) The Board can remove an Officer through the adoption of a motion at a Board meeting that passes with more than 50% of all Directors.
- (b) Notice must be given to all Directors of a proposed decision to remove an Officer with the notice of the meeting.

5.7 Duties of Officers

- (a) All Officers shall be required to perform their duties as Directors during their term as Officers and shall perform such other duties as required by By-law and as may be assigned by the Board and/or its Committees.
- (b) All Officers shall be members of the Executive Committee.

6. **COMMITTEES**

6.1 Purpose and Structure of Committees

- (a) The Board may set up Standing and Special Committees as it determines necessary each year to assist in the management of affairs of the Corporation.
- (b) The Chair of each Committee shall be a Director.
- (c)

7. GENERAL

7.1 Head Office

The head office of the Corporation shall be in Tantramar, New Brunswick.

7.2 By-Law Amendments

(a) By-laws may be amended or repealed at any meeting of the Board with approval of more than 50% of the Directors present.

(b) All by-laws enacted, amended, or repealed by the Board are effective on the date approved.

(c) Any by-laws enacted, amended, or repealed by the Board shall be provided to Members at the next Annual or Special Meeting.

(d) No amendment to the by-laws of the