

Columbia Alumni Association of Toronto

General By-Law

BY-LAW 1- INTERPRETATION

1.1 DEFINITIONS

The following definitions shall apply to the By-Laws, policies and all other governing documents of the Columbia Alumni Association of Toronto, unless otherwise stated:

- (a) "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**Active Members**" means any Members-at-Large who have attended at least one event hosted by the Corporation in the preceding two years (including the Annual Meeting) and have provided the Corporation with a valid email address;
- (c) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) "**Annual Meeting**" means the annual meeting of the Members;
- (e) "**Board**" means the board of directors of the Corporation;
- (f) "**Chair**" means the Director elected by a majority of the Directors at the first meeting of the term to serve as Chair of the Board;
- (g) "**Corporation**" means the Columbia Alumni Association of Toronto or any successor corporation thereto;
- (h) "**Director**" means a Member occupying the position of a Director of the Corporation;
- (i) "**Members**" means the Active Members and the Members-at-Large; and
- (j) "**Members-at-Large**" means those alumni of Columbia University from or residing in the Greater Toronto Area, as identified on a regular basis by the Columbia University Office of the Alumni and Development in New York.

BY-LAW 2- STATEMENT OF PRINCIPLES

The purpose of the Corporation is to foster and strengthen the relationship between Columbia University and its alumni in the Greater Toronto Area by:

- (a) Connecting alumni through the planning of educational, cultural, and social programs;
- (b) Building partnership and communications between the University and the alumni;
- (c) Renewing and broadening Columbia connections through social and intellectual activities;
- (d) Fostering relationships among members of the Columbia family;

- (e) Developing a diverse, active, and informed local alumni community;
- (f) Increasing the level of financial support to and from the University;
- (g) Guiding outstanding students to the University;
- (h) Supporting current students in their education and career experiences and developing their future involvement as active alumni;
- (i) Building loyalty, pride, and alumni involvement in the life of the University; and
- (j) Acting as ambassadors of Columbia University while supporting the University's mission.

Notwithstanding the foregoing purposes, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

BY-LAW 3- MEMBERSHIP

3.1 ENTITLEMENT TO MEMBERSHIP

Subject to the Articles, there shall be two classes of Members in the Corporation. The Board may, by resolution, approve the admission of Active Members and Members may also be admitted in such other manner as may be prescribed by the Board by resolution. Membership in the Corporation is not transferable.

3.2 ACTIVE MEMBERS

As set out in the Articles, Active Members are each entitled to receive notice of, attend and vote at all meetings of members and each such Active Member shall be entitled to one (1) vote at such meetings. The term of membership of an Active Member shall be two years, which shall be renewed upon attending at least one event hosted by the Corporation during the term (including the Annual Meeting) and continuing to provide the Corporation with a valid email address.

3.3 MEMBERS-AT-LARGE

Subject to the Act and the Articles, Member-at-Large are not entitled to receive notice of, attend or vote at meetings of the Members. Notwithstanding the previous sentence, Members-at-Large may vote on any matters so requiring the vote of all Members in accordance with Section 197(1) of the Act and the act of attending a meeting of the Members for such purposes shall not be deemed an abdication of the Members-at-Large membership.

3.4 MEMBERSHIP DUES

Membership dues, if assessed, shall be determined by a special resolution of the Active Members at the Annual Meeting. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of receipt of such notice the Members in default shall automatically cease to be Active Members of the Corporation.

BY-LAW 4- MEETING OF MEMBERS

4.1 ANNUAL GENERAL MEETING

The Annual General Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 7 days before the Annual General Meeting, with a copy of the budget, financial statements and any other financial information or records of the Corporation. The business transacted at the Annual General Meeting shall be in accordance with the Act.

4.2 NOTICE OF MEMBERS MEETING

Notice of the time and place of a meeting of Members shall be given to each Active Member by electronic means (email) during a period of 21 to 35 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

4.3 QUORUM

Presence of at least 15 Members shall form a quorum at a meeting of the Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If no quorum is present the meeting shall be adjourned until the next regular meeting of the Board of Directors.

4.4 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other

BY-LAW 5 - BOARD OF DIRECTORS

5.1 Powers of the Board

Subject to the Act, the Board of Directors shall have the following powers and duties in addition to any powers under the Act:

- (a) **General Administration:** The Board shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, may exercise all such powers and do all such other acts and things as the Corporation, by its Articles or otherwise, is authorized to exercise and do.
- (b) **Expenditures:** The Board shall have the power to authorize expenditures on behalf of the Corporation.
- (c) **Delegation:** The Board may appoint such agents and engage such employees of the Corporation as it may deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The Board shall also have the authority to establish committees to exercise any function of the Board as it sees fit and complies with the Act.

- (d) **Transactions:** The Board is expressly empowered to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned, for such consideration and upon such terms and conditions as the Board may deem advisable.
- (e) **Borrowing:** The Board may from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell, or pledge debt obligations (including bonds, debentures, debenture stock, note or other like liabilities whether secured or unsecured) of the Corporation;
 - (iii) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
 - (iv) delegate the powers conferred on the Board of Directors under this provision to such Officer and to such extent and in such manner as the Directors shall determine.
- (f) **Supervision:** The Board shall exercise general supervision over all the disbursements of the monies from any Members, donors or other organizations or entities to which it holds an equity or membership interest and generally exercise supervision over financial operations.
- (g) **Policies and Programs:** The Board shall set down and implement any financial programs and procedures, including the method of requisition of funds, which shall govern the operations of the Corporation and its committees. The Board may also adopt or amend, from time to time, any policies to govern various aspects of the operation of the Corporation and any governance or operational policies.

5.2 BASIC QUALIFICATIONS OF DIRECTORS

Every Director shall be 18 or more years of age, shall be a Member at the time of election, and shall otherwise be qualified under the Act to hold such office.

5.3 EXPECTATIONS OF DIRECTORS

Directors are expected to:

- (a) Act with diligence, honesty, good faith, and in the best interests of the Corporation;
- (b) Regularly attend meetings of the Board and the meetings of any Board committees to which they have been appointed; and
- (c) Act as a liaison between the Columbia alumni in the Greater Toronto Area and the Corporation.

5.4 TERM OF OFFICE

Directors shall be elected by the Active Members for three-year terms.

5.5 REMUNERATION OF DIRECTORS

The Directors shall serve the Corporation without remuneration and no Director shall directly or indirectly receive any compensation from occupying the position of Director, provided that a Director may be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties provided that the amount of any such reimbursement is (i) considered reasonable by the Board, (ii) approved by the Board for payment by resolution passed before such payment is made, and (iii) in compliance with the conflict of interest provisions of the Act.

5.6 COMMITTEES OF THE BOARD OF DIRECTORS

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

BY-LAW 6 - MEETINGS OF DIRECTORS

6.1 QUORUM

A majority of the Directors shall form quorum for the transaction of business by the Board.

6.2 CALLING OF MEETINGS

Meetings of the Board may be formally called by the Chair or upon the direction in writing of two (2) Directors at any time and any place on notice as required by this By-law.

6.3 NOTICE

Notice of meetings of the Board shall be communicated by electronic mail to all Directors not less than seven (7) business days before the meeting is to take place. Notwithstanding the forgoing:

- (a) all substantive motions must be served not less than 72 hours before the meeting is to take place; and
- (b) the agenda for a Board of Directors meetings must be served no less than 48 hours before the meeting is to take place.

Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. Similarly, notice may be waived should the Directors choose to set a regular place and time for meetings of the Board.

6.4 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATIONS FACILITIES

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

BY-LAW 7 - OFFICERS

7.1 SECRETARY

The Board shall appoint from amongst its members or the Active Membership, a secretary to the Board who shall be required to give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees, if any, as well as attend all meetings of the Corporation and the Board. In addition, the secretary shall ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees, if any; attend to correspondence on behalf of the Board; have custody of all minute books, documents and registers of the Corporation and ensure that they are maintained as required by law; and ensure that all reports are prepared and filed as required by law or requested by the Board.

7.2 TREASURER

The Board shall appoint from amongst its members or the Active Membership, a treasurer (who may also serve as the secretary), who shall have the custody of the funds of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Board at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

7.3 APPOINTMENT OF OTHER OFFICERS

The board may designate additional offices of the Corporation and appoint officers (such as a President, Vice-President, Special Events Coordinator, etc.) on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

BY-LAW 8 - PROTECTION OF DIRECTORS AND OFFICERS

No Director or officer of the Corporation, if so appointed, shall be liable for the acts, neglects or defaults of any other Director, officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act, the Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

BY-LAW 9 - INDEMNITIES OF DIRECTORS AND OTHERS

Every Director and officer, if so appointed, shall be indemnified and saved harmless out of the funds of the Corporation, from and against all actions, proceedings claims for damages, costs, charges and

expenses which such person sustains or incurs or that are brought against the person in respect of any decision or act taken or permitted by the person, in or concerning the execution of the duties of such office, except such damages, costs, charges and expenses which are the result of the person's own criminal act (unless the individual had reasonable grounds for believing that his or her conduct was lawful) or willful neglect or the failure of the Director or officer to act honestly and in good faith with a view to the best interest of the Corporation.

BY-LAW 10 - CONFLICTS OF INTEREST

10.1 CONFLICT

A Conflict of interest arises when a Director:

- (a) has an interest, or his or her spouse or family member has an interest, in a course of action, contract, or resolution to which the Corporation is a party; or
- (b) is a Director or officer of, or has a material interest in, any person who is a party to a material contract or transaction with the Corporation.

10.2 OBLIGATIONS

- (a) If any Director should be faced with a situation involving an existing or potential conflict of interest, or should be in doubt about the application of these policies, she or he shall report the situation to the Board in writing at the earliest possible opportunity.
- (b) If the conflict of interest arises during a meeting, the person with the conflict of interest shall have it noted in the minutes of the meeting and she or he shall not attend the part of the meeting that deals with the transaction giving rise to the conflict of interest or vote, unless the transaction relates to his or her remuneration to Director indemnification or involves an affiliate of the association.

10.3 FAILURE TO DISCLOSE

Failure to disclose a potential conflict of interest constitutes ground for disciplinary procedures.

BY-LAW 11 - FINANCIAL REVIEW

Subject to the requirements of the Act, the Corporation hereby waives any requirement for an annual audit or review engagement. Rather, the Board shall set an annual budget and present unaudited financial statements and the budget for the upcoming fiscal year to the Active Members at the Annual General Meeting.

BY-LAW 12- SIGNING AUTHORITIES

12.1 EXECUTION OF INSTRUMENTS

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two Directors.

12.2 CHEQUES, DRAFTS, NOTES

All cheques, drafts or orders for the payment of money shall be signed by at least two Directors or such other persons or combination of persons as specifically designated to do so by a resolution of the Board of Directors and then only for the purposes and to the extent and manner permitted in such resolution.

BY-LAW 13 - ERRORS AND OMISSIONS

The accidental omission to give any notice to any member, director, officer, or member of a committee of the board, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

BY-LAW 14 - FINANCIAL YEAR

The financial year end of the Corporation shall be determined by the Board of Directors.

BY-LAW 15 - BY-LAW AMENDMENTS

Subject to the Act, the Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the Active Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Active Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Active Members at the next meeting of Members or if it is rejected by the Active Members at the meeting.

BY-LAW 16 - SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

BY-LAW 17- EFFECTIVE DATE

These By-laws, once in force, precede all previous By-laws, written or implied.

Adopted by the Board on March 10, 2016.