

***School of Hotel and Food Administration / School of
Hospitality and Tourism Management Alumni Association***

***DRAFT FOR APPROVAL AT THE ANNUAL GENERAL
MEETING, OCTOBER 16, 2007***

Constitution and By-laws

Article I	Name
Article II	Mission and Objectives
Article III	Head Office
Article IV	Emblem
Article V	Colours of the Association
Article VI	Membership
Article VII	Management
Article VIII	Financial Operations
Article IX	Financial Year
Article X	Amendments to the Constitution
Article XI	Interpretation

By-law

Article I – Name

The name of the organization (hereinafter called the Association) shall be the Hotel and Food Administration / Hospitality and Tourism Management (HAFA/HTM) Alumni Association, of the School of Hospitality and Tourism Management (formerly known as the School of Hotel and Food Administration) (hereafter called the School) presently within the College of Management and Economics (hereafter called the College) at the University of Guelph.

Article II - Mission and Objectives

The objectives of the Association are:

- (a) to develop, maintain, and provide opportunities for lifelong relationships among alumni, the University, and the School and to provide a channel for continued interest in their profession;

- (b) to publicize the work and activities of the School and to aid in maintaining good relations with the public, faculty and students;
 - (c) to offer continuing assistance to all aspects of the School, the College and the University of Guelph; and
 - (d) to support the University of Guelph Alumni Association through fundraising initiatives, alumni engagement, etc.
- a. To these ends, the Association shall
- i. communicate with and foster communications among alumni, the School and other university communities, and the public;
 - ii. offer advice to the School, the College and the University on developments that will support high standards and social relevance in teaching, research and extension programs;
 - iii. promote and facilitate an active and expanding participation of alumni in the affairs and activities of the School, the College and the University;
 - iv. foster partnerships between the School, the College and public and industry groups, leaders and government.
- b. In pursuit of these objectives, the Association will
- i. encourage young people to seek post-secondary education at the University of Guelph and particularly within academic programs for which the School is responsible;
 - ii. interact with students - from admission to convocation - to provide support to them in their academic programs and extra-curricular activities, and help them prepare to enter the workplace;
 - iii. encourage all members of the Association to participate in the Association's activities.
 - iv. when requested, provide qualified persons to serve on the School, the College and university planning, administration and operating committees and agencies;
 - v. collaborate with the School, the College and the University in the design and delivery of lifelong learning opportunities;

- vi. in collaboration with the Alumni Affairs and Development and the Alma Mater Fund, raise funds to support valuable developments and projects in the College and the University;
- vii. keep members informed of developments in the College and University through a newsletter and other methods, including, but not limited to, e-mail.
- viii. maintain and promote social and professional contacts among alumni through regular communications and by arranging social, networking, sporting and other events.

Article III - Head Office

The head office of the Association shall be situated in Alumni House at the University of Guelph, in the City of Guelph, in the Province of Ontario, or at such place as the Directors from time to time determine.

Article IV – Emblem



The “flying h” of the School, shown here, when used in conjunction with the name of the Association shall be the emblem of the Association. The signature and/or crest of the University of Guelph, whereof is/are shown in the margin hereof, may be used in conjunction with the name of the Association in keeping with the policies concerning such use by the University.

Article V - Management

- a) The affairs of the Association shall be managed by a Board of Directors. While the actions of the Board shall be subject to review by the members at the annual meeting, the Directors may amend the by-law and administer the affairs of the Association, and in its name enter into any contract that the Association may lawfully enter into, and save as hereinafter provided, generally may exercise all such powers and all such other acts as the Association is by its constitution, or otherwise, authorized to exercise and do. The size and makeup of the Board shall be determined by by-law.

- b) The Board of Directors shall be presided over by a President who shall be charged with the general management and supervision of the Association and he or she may be assisted by such other officers as the Board of Directors determine by by-law or resolution from time to time.

Article VI - Financial Operations

The Association shall be carried on without purpose of direct individual financial gain for its members. Any operating surplus arising from any Association activity, or any other financial gain to the Association, shall be used in promoting the Association's objectives.

Article VII - Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall begin on April 1 and end the following year at March 31.

Article VIII - Amendments to the Constitution

This constitution may be amended, or a new constitution adopted in its place, by a two-thirds vote of the members in good standing who are present at an annual meeting or regularly scheduled meeting of the Association's members provided that the substance of the proposed or new constitution has been circulated to the members with one of the notices of the meeting 21 days or more before the time fixed for the holding of such a meeting. Revisions to the constitution shall be in effect from the date of the meeting at which they are approved.

Article IX - Interpretation

In this constitution, and in all by-laws of the Association hereinafter passed, unless the context otherwise requires, words importing the singular number or masculine gender shall include the plural number or the female gender, as the case may be, and vice versa.

Presented for approval by the members of the Association at the annual general meeting of the Association on Tuesday, October 16, 2007.

By-law

A by-law consolidating all previous by-laws and relating to the transaction of the business and affairs of the Hotel and Food Administration / Hospitality and Tourism Management Alumni Association, hereafter called the Association.

A by-law replacing all previous by-laws relating to the transaction of the business and affairs of the Association. This By-law should be read in conjunction with the Constitution of the Association.

BE IT ENACTED as a By-law of the Association, as follows:

Clause I Governance of the Association: Board of Directors

The business and affairs of the Association shall be governed by the Board of Directors.

a) Composition of the Board of Directors:

The Board of Directors shall consist of 10 members, each of whom shall have full voting privileges, except where otherwise specified:

- i) the President;
- ii) the Vice-President;
- iii) the Secretary;
- iv) the Treasurer;
- v) the Immediate Past President;
- vi) the Honorary President (the Director of the School of Hospitality and Tourism Management);
- vii) the Faculty Representative of the School
- viii) the President of the HTM Student Council
- ix) the Alumni Affairs & Development staff person working with the College of Management and Economics (*ex officio*, non-voting)

Each director and officer shall be a member of the Association at the time of election or appointment and throughout her/his term of office.

b) Duties of the Board of Directors

The Board of Directors is fully responsible for the management of the affairs of the Association, and shall direct the general policy and the work of the Association during the year.

The Board of Directors shall be responsible for the consideration of all resolutions passed at general meetings of the Association. The Board may appoint such committees as may be deemed necessary to act in the interest of the Association. The

Board shall render to the annual meeting a report of the activities of the Association including externally audited financial statements.

c) Duties of the Officers

The officers of the Board shall include the President, Vice-President, immediate Past President, the Secretary and the Treasurer.

- i) The President or her/his designate shall preside at all meetings of members, and Directors. The President shall be responsible for the general administration and supervision of the affairs of the Association and shall ensure that all policies and actions approved by the general membership, or the Board are properly implemented.
- ii) The Vice President shall perform such duties as are designated by the President, and shall fulfill the duties of the President's office in her/his absence or inability. The Board may designate additional responsibilities specific to the position.
- iii) The Immediate Past President shall serve as the Chair of the Nominating Committee, shall act in an advisory capacity to the Board and the Executive Committee and shall perform such duties as are designated by the President. The Board may designate additional responsibilities specific to the position of the Past President.
- iv) The Secretary shall ensure proper notice is given for all meetings of the Association and the Board, keep a record of all meetings and their activities, and distribute to its members.
- v) The Treasurer shall disburse all funds of the Association, maintain a complete and up-to-date record of the financial transactions of the Association, and report an accurate account of all the monies incurred and expended as requested. He/she shall present an externally audited account of the finances of the Association at the annual meeting as defined in Clause II.

d) Elections and Appointments

- i) The Vice President shall be elected by the members of the Association at the annual general meeting.
- ii) The President shall be approved by the members of the Association at the annual general meeting.
- iii) The Secretary shall be appointed by the Board of Directors for a term of one year, and approved by the members of the Association at the annual general meeting.
- iv) The Treasurer shall be appointed by the Board of Directors for a term of one year, and approved by the members of the Association at the annual general meeting.
- v) The Board may appoint any number of *ex-officio* directors to serve the Association's interest in any specific capacity for a specified term, and may re-appoint that person any number of times.

- vi) The Board may appoint any number of *ex-officio* Counsellors to serve the Association's interest and to provide advice to the Board for a specified term, and may re-appoint that person any number of times. Counsellors will normally be members of the Association who have a long history of activity in the management of the Association.

e) **Terms of Office and Succession Plan**

The succession of offices shall be as follows, with each term normally being one year, commencing upon election of the Vice President at the annual general meeting:

Vice President
President
Past President

At the discretion of the Board, the term of any office may be extended for a period of one year by a process of re-nomination and election or appointment at the annual general meeting.

f) **Nominations**

- i) The Nominating Committee shall be chaired by the immediate Past President of the Association, and shall consist of a minimum of two additional members of the Board of Directors.
- ii) The Nominating Committee shall nominate a slate of Officers and Directors to fill the vacancies on the Board for presentation to the annual general meeting. The committee shall endeavour to seek a wide cross section of members that reflects the membership of the Association.
- iii) Any member who wishes to nominate a person to the Board may do so up to 30 days in advance of the annual general meeting by submitting the name of the nominee in writing to the Secretary or Past President for submission to the Nominating Committee.
- iv) The Nominating Committee's slate, as approved by the Board of Directors, must be placed before the members at the annual general meeting for election or approval by a majority vote of the members present and voting.
- v) Nominations must be called for from the floor at the annual general meeting by the person conducting the election. If more nominations to fill the position of Vice President are received, an election must be held immediately.

g) **Vacancies**

Vacancies on the Board of Directors that occur more than three months prior to the next annual general meeting may be filled by Board appointment from among Association members in good standing. Otherwise, such vacancies shall be filled at the next annual general meeting.

h) **Signing Officers**

The University maintains the financial investment accounts in the name of the Association to meet the Association's needs. The President, Vice President, Secretary or Treasurer has the right to approve financial transactions.

i) **Nomination to Other Bodies**

Nominations or appointments of representatives of the Association to other bodies should be made in accordance with the by-laws of the organization seeking representation from the Association. Persons filling such positions should be nominated or appointed by the Board and recognized as an official representative of the Association. Such persons will be called on to report to the Board on the activities of the organization to which they have been appointed.

j) **Quorum**

The presence of at least a majority of the members of the Board of Directors in person, by telephone or video conference shall constitute a quorum at a board meeting. No business shall be transacted at any meeting unless the requirements of quorum are met at the commencement of business.

k) **Absenteeism from the Board**

If any officer or voting director, with the exception of the Honorary President, fails to attend a meeting of the Board of Directors for three successive meetings without providing a valid reason in advance, that Officer or Director shall be considered as having tendered her/his resignation to the Board, thus creating a vacancy.

Clause II Management of Financial Assets

- a) The fiscal year of the Association shall terminate on the thirty-first day of March in each year, unless otherwise determined by the Board.
- b) The financial and other records of the Association shall be kept at the Head Office of the Association. The staff of the Department of Alumni Affairs and Development may assist the Association by keeping such books and records, and providing such timely reports as are required by the Board of Directors.
- c) No material debt, liability or other obligation shall be incurred or entered into in the name of the Association by any member, director, officer, committee member or other person.

Clause III Committees

a) **Other Committees**

Any number of additional standing or *ad hoc* committees may, by resolution, be established or dissolved as deemed necessary by the Board.

b) **Committee Membership**

Membership of the Association's committees need not be limited to directors or members of the Association.

Clause IV Association Membership

- a) Membership in the Association shall be:
 - i) all graduates of the academic programs offered by the School;
 - ii) all students who have attended two or more semesters in a program of the School;
 - iii) those persons who have received a diploma or certificate through correspondence or independent study through the School;
 - iv) all participants in the School's Management Development Programs;
 - v) any individual who acts as an Ex-Officio Director of the Association; and
 - vi) such other persons as the Association may determine by by-law.
- b) There shall be no membership fees.
- c) Members may resign in writing. Resignations shall be effective upon acceptance thereof by the Board.
- d) Each member shall be entitled to one vote on each question arising at any special or general meeting of members. Voting by proxy shall not be allowed.
- e) Each member shall be informed of his or her admission as a member on graduation.
- f) Partners of deceased members of the Association may continue to enjoy membership privileges as held by the member at the time of death, except for voting privileges at any meeting.
- g) Membership in the Association shall also be open, upon request, to all students who have attended two or more semesters in a program of the School, those persons who have received a certificate through correspondence or independent study through the School and any individual who acts as an *ex officio* director of the Association. There shall be no membership fee.

Clause V Indemnities to Directors, Officers and Others

Every director or officer of the Association or any person who has undertaken or is about to undertake any liability on behalf of the Association and her/his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association, from and against

- a) all costs, charges, and expenses whatsoever that such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person, in or about the execution of the duties of the office; and
- b) all other costs, charges and expenses sustained or incurred in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by wilful neglect or default.

Clause VI Protection of Directors and Officers

- a) No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever that may happen in the execution of the duties of such director's or officer's respective office or trust in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and wilful act or through wrongful and wilful neglect or default.
- b) The directors of the Association shall not be under any duty or responsibility in respect to any contract, act or transaction whether or not made, done or entered into in the name of the Association, except as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Association shall be employed or shall perform services for the Association otherwise than as a director or officer or shall be a member of a firm or shareholder, director or officer of a company that is employed by or performs services for the Association shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

Clause VII Annual and Special Meetings of Members

- a) An annual general meeting of the members of the Association shall be held before December 1 of each year at the call of the Board of Directors.
- b) The Secretary shall arrange for written or electronic notice of the annual or any general meeting, not less than 21 days in advance of holding of such a meeting, by prepaid post or by publishing the same in the Association's newsletter or the official publication of the University of Guelph. Notice will also be available on the Association's website.
- c) At the annual general meeting, in addition to the election or appointment of officers and directors and appointment of *ex-officio* positions and any other business that may be transacted, the report of the directors, the financial statement and the report of the auditor shall be presented, and an auditor appointed for the ensuing year. Any member may contact the Secretary to request a copy of any reports presented at the annual meeting.
- d) The President or Vice President or the Board of Directors shall have the power to call a special meeting of the members of the Association at any time.
- e) A quorum for the transaction of business at the annual general meeting shall consist of not fewer than 15 members present in person.

Clause VIII Amendments to By-laws

This By-law may be amended by approval of any new clause adopted and passed by the Board of Directors. Such amendment shall be presented to the next annual meeting for confirmation and ratification by a two-thirds majority of votes cast.

Clause IX Dissolution of the Association

The Association will be dissolved by a vote of the members of the association. Upon dissolution of the Association, and after payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to the University of Guelph and/or charitable organizations and whose objectives coincide with those of the Association as determined by the members at the time of dissolution.

Clause X Order of Business

Robert’s “Rules of Order” shall govern this Association in matters not otherwise provided for, but in general, the order of business shall be the following at all meetings:

- Call to Order
- Approval of the Agenda
- Minutes of the previous meeting
- Business arising from the minutes
- Correspondence
- Reports of the Committees
- Unfinished business
- Election of Officers
- Resolutions
- New Business
- Adjournment

Passed by the Board of Directors of the Association this sixth day of June 2007.
Presented for confirmation and ratification by the members of the Association at the annual meeting held October 16, 2007.

President

Secretary

Day Month Year

Note: The Constitution and by-law of the Association have previously been consolidated, amended and passed on December 2, 1975.