

Canadian Ellucian User's Group (CEUG)

Introduction

CEUG is a federal not-for-profit organization with representation from Canadian post-secondary institutions (colleges, universities and institutes) using Ellucian software for higher education. CEUG is led by a Board comprised of elected volunteer CEUG Directors with ex-officio representation from Ellucian.

The primary responsibilities of the organization are to provide a unified Canadian advocacy voice for Canadian Ellucian clients, to facilitate cross-institutional and pan-Canadian collaboration and to provide oversight for the annual CEUG Conference (a not-for-profit event with conference revenue offsetting conference costs).

CEUG Bylaws

ARTICLE I

Name:

The name of the Organization shall be the Canadian Ellucian Users Group (CEUG).

ARTICLE II

Purpose:

The purpose of the CEUG is to:

1. Foster and improve relationships and lines of communication among and between CEUG members and with Ellucian as the software provider;
2. Facilitate an Annual Conference with a conference Organizing Committee providing operational leadership and coordinating user group meetings;
3. Provide support, education and information to the CEUG members utilizing the CEUG.CA website as a key communication tool; and
4. Advocating for the needs and uses of the Canadian Ellucian software and any integrated systems, for the improvement of the system(s) and for the benefit of the CEUG members.

ARTICLE III

Membership

1. Qualifications

Member Institutions: Membership in the CEUG is open to all Canadian post-secondary institutions (colleges, universities and institutes) which are presently using Ellucian software solutions;

Voting Member: A voting member is an employee of a member institution with each member institution having one designated member with voting rights;

Director: A member who is elected or appointed as director of the Organization (six directors with representation from each of the Ellucian software groups (Banner, Colleague and PowerCampus) as well as geographical representation from across Canada;

Ellucian Ex-Officio Member: A member named by Ellucian who may attend, at the will of the Board, CEUG Board Meetings and CEUG Organizing Committee meetings.

2. Rights and Privileges

Elected Directors conduct CEUG business and report out at the Annual Business Meeting;

Member institutions who attend the annual CEUG conference are members and may nominate and elect Directors, hold office, and serve on committees;

All member representatives are encouraged to send any concerns or comments to any CEUG Director; and

The Ellucian Ex-Officio Board member is a non-voting member acting as a liaison between Ellucian and the Board of Directors.

3. Annual Dues

There are no annual dues however each member institution is expected to participate in the planning and execution of, or participation in, annual conferences.

ARTICLE IV

Membership Meetings

1. Annual CEUG Conference

- The Annual CEUG conference is a key advocacy and collaboration opportunity for Canadian Ellucian clients;
- The Annual CEUG Conference is a non-profit event (flow-through activity) providing start-up funds for the Conference in subsequent years; and
- The Annual Business Meeting is held at the CEUG conference and includes election of Directors, presentation of annual financial statements, and overall strategic direction for the organization over the next fiscal year.

2. Number of Meetings

- The Directors shall meet a minimum of three times annually in order to provide guidance and oversight for the annual Organizing Committee for the Conference;
- Other business may, if the need arises, be conducted by the Directors.

3. Quorum

- A simple majority of CEUG Directors at Board meetings shall constitute a quorum;
- A majority of Director votes cast shall be required to carry an issue;
- All CEUG voting members (one per institution) present at the Annual Business Meeting shall have, by majority vote, the power to:
 - a. Elect Directors;

- b. Adopt the rules and agenda governing membership meetings.
- c. Amend the Bylaws in accordance with Article VII.
- d. Refer any matter(s) to the Directors, including recommendations for action, and may request the Directors to report on such matters at an agreeable time.

4. Meeting Purpose

The Board:

- Will establish strategic direction for the organization;
- Directors will report out on their areas of responsibility;
- Will ensure CEUG business is conducted according to federal not-for-profit protocol;
- Will monitor and review annual financial reports and statements of CEUG and approve the annual Conference budget;
- Will ensure segregation of duties maintained within conference committee; and
- Will provide oversight for the CEUG Conference committee.

ARTICLE V

Directors

1. Directors

The Directors* of the CEUG Board shall be:

- Chair
- Treasurer
- Secretary
- Conference Director
- Communications Director
- Director-at-Large (including past and future conference chairs)

**Annually, one Director (this excludes the Treasurer) will be named as Co-Chair who will act in the Chair's absence on their behalf and will serve as one of the three signatories to make disbursements as authorized by the Board.*

2. Terms of Office

The Inaugural Board (as elected at the 2018 CEUG Conference) will serve as a minimum until the 2019 CEUG Conference.

At the 2019 Conference and beyond, Directors will be elected for a minimum of two years, and a maximum of three years (as determined at the CEUG Conference).

3. Duties of the Directors

Chair

- Preside at the annual CEUG conference, the annual CEUG User's Group meeting at the Ellucian Live Conference, the Annual Business Meetings and CEUG Board meetings;
- Solicit agenda items and prepare the agenda for all membership and Board meetings;
- Appoint such standing or special committees as may be required to carry out the purposes of the CEUG;
- Serve as one of three signatories to make disbursements as authorized by the Directors; and
- Perform other duties necessary and incidental to the office of Chair.

Treasurer

- Act as the home institution for the financial holdings of the CEUG;
- Keep an account of all monies received and expended;
- Serve as one of three signatories to make disbursements as authorized by the Board in formal motions (expenditures in excess of \$100.00);
- Prepare annual financial report of the transactions and fiscal condition of the CEUG;
- Deliver to the successive Treasurer or to the Chair all books, monies, and other property at the expiration of the term of office; and
- Perform other duties necessary and incidental to the office of Treasurer.

Secretary

- Maintain all articles of the corporation (for ex., articles of incorporation, articles of continuance and/or articles of amalgamation), by-laws and their amendments, unanimous members agreements, minutes of members and committee meetings and resolutions of members and committees of members on the CEUG website (www.ceug.ca);
- Maintain a Directors register showing: the name and residential address of each director, an email address (if the director has consented to receiving information or documents electronically), the date on which each person named in the register became a Director and the date on which each person named in the register ceased to be a Director; and
- Maintain a members register showing: the name and business address of each member, an email address (if the member has consented to receiving information or documents electronically), the date on which each person named in the register became a member, the date on which each person named in the register ceased to be a member and the class or group of membership of each member.

Conference Director

- Acts as the Board liaison for the annual conference working with the Organizing Committee (OC) and it's team of Directors (Program, Logistics, Sponsorship and Communications);
- Coordinates with Treasurer and entire Board to ensure integration in Conference planning; and
- Has overall responsibility for finalizing and publishing Conference programs.

Communications Director

- Acts as the lead on communication to member institutions and members (Canada's Anti-Spam Law releases required);
- Has overall responsibility for the CEUG web site including conference materials;
- Develops annual communication strategy; and
- Liaison with Ellucian for marketing purposes.

Director-at-large.

- Assists the other Directors as required.

Note: A Co-Chair will be appointed annually. The Co-Chair will act in the Chair's absence or on their behalf; and will serve as one of three signatories to make disbursements as authorized by the Directors.

ARTICLE VI

Code of Conduct

Effective governance of the CEUG is contingent on Directors fulfilling roles and responsibilities with the highest standards of conduct.

Upon election, Directors will sign a declaration that they will:

- Act with integrity and in good faith in this position of trust;
- Be committed to, and act in, the best interests of the CEUG while representing their constituent groups;
- Comply with both the letter and the spirit of all applicable laws as related to Board;
- Act in the best interest of the organization with the fiduciary duties of the role;
- Declare any conflicts of interest or any circumstances that could be construed as a conflict of interest; and
- Maintain the confidentiality of the business of the Board.

All Directors with financial signing authority will be required to submit a Criminal Background Check (costs to be borne by the CEUG) upon joining and then a declaration each year indicating any change/no change in status.

ARTICLE VII

Nominations, Elections and Vacancies

Nominations

- Member representatives shall nominate candidates for Directors with an intent to seek nominees from across Canada;
- The Chair will announce to all members of CEUG the intent to seek nominations;
- Nominations may be submitted to any Director; and
- No name shall be placed before the members for voting without the consent of the nominee.

Board Elections

- Board elections shall be conducted at the annual CEUG conference;
- All Directors will be elected by a simple majority vote during the Business Meeting at the annual CEUG conference;
- The ballots will be counted by the Secretary and verified by the Treasurer;
- The Chair will announce the results; and
- All newly elected Directors will assume their roles after announcement of the results.

Vacancies

- In the event of resignation or other inability to serve of any Directors, the Board shall name an interim Director who shall serve for the balance of the current year.

ARTICLE VII

Amendments

The Terms of Reference of CEUG may be amended, repealed, or altered in whole or in part by official ballot only. Amendments to the Bylaws require a simple majority vote of the CEUG member attendees at the annual CEUG conference.

ARTICLE VIII

Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order shall govern the organization when they are applicable and when they are not inconsistent with the Bylaws or any special rules which the CEUG may adopt.

ARTICLE IX

Miscellaneous

- Distribution of information to member representatives may be accomplished by normal mail delivery, by electronic mail (where individual permission granted), and/or other means as appropriate;
- Updates to the membership directory will be available through the CEUG web site; and
- Upon dissolution of the organization, the current CEUG Directors shall, after paying or making provisions for the payment of all of the liabilities of the CEUG organization, dispose of all assets of the CEUG organization to organization(s) operated exclusively for the charitable and educational purposes as shall at the time qualify as an exempt organization(s) Canadian Not for Profit legislation;