

CONSTITUTION AND BY-LAWS

ST. MARY'S ACADEMY ALUMNAE, WINNIPEG, MANITOBA

ARTICLE I – Name

The association shall be known as St. Mary's Academy Alumnae Association, (hereafter called the "**Association**") The **Association** was founded on April 9, 1909 in Winnipeg, Manitoba.

ARTICLE II – Definitions

Association: All graduates of St. Mary's Academy and any former student who completed one academic year in good standing. In addition, honorary membership may be granted to such persons or classes of persons as the Board shall designate from time to time, with all the rights and privileges of regular members.

Board: The Board shall consist of not less than five (5) and not greater than twenty (20) elected Members of which not less than fifty percent (50%) of the Members shall form a quorum.

The Board shall also include two (2) ex-officio members, being the Director of the School, or a designate, and the school staff member responsible for Alumnae Affairs. The maximum members on the board shall not exceed twenty (20) elected members and two (2) ex officio members.

Executive: The President, Vice President, Secretary, Treasurer, Director of the School or a designate, and the school staff member responsible for Alumnae Affairs.

Member: Individual on the Board elected from the Association.

St. Mary's Academy Inc.: St. Mary's Academy is an independent school, established by the Sisters of the Holy Names of Jesus and Mary. The school is dedicated to the education of young women within a Catholic faith environment. The Academy is incorporated under the Province of Manitoba Corporations Act as a not-for-profit organization and is a registered charity under the Income Tax Act.

ARTICLE III – Objectives

The objectives of the Association shall be to bring former pupils of St. Mary's Academy into closer contact with each other and their *Alma Mater*, and to cooperate with the Sisters of the Holy Names of Jesus and Mary and the school staff in their work at St. Mary's Academy.

The mission statement of the Association is as follows:

The St. Mary's Academy Alumnae Association is a community of women committed to celebrating and enabling lifelong connections among alumnae. The association proudly preserves the heritage of St. Mary's Academy, actualizes the vision of Blessed Marie Rose Durocher, and advocates for future generations.

ARTICLE IV – Board of Directors

- a) The activities of the Association will be managed by a Board of Directors (hereinafter called the “**Board**”), elected in accordance with the terms of the by-laws.
- b) The Board shall consist of not less than five (5) and not greater than twenty (20) elected Members of which not less than fifty percent (50%) of the Members shall form a quorum. The Board shall also include 2 (two) ex-officio members, being the Director of the School, or a designate, and the school staff member responsible for Alumnae Affairs.
- c) The Executive of the Board shall be a President, Vice-President, Secretary and Treasurer, and such other Members as the Board may determine from time to time.

ARTICLE V – Membership

Membership in the Association shall be granted to all graduates of St. Mary's Academy and to any former student who completed one academic year in good standing. In addition, honorary membership may be granted to such persons or classes of persons as the Board shall designate from time to time, with all the rights and privileges of regular members.

ARTICLE VI – Fees

The Board may assess an annual membership contribution.

ARTICLE VII –Meetings

- a) The Board shall hold at least four (4) regular meetings each year.
- b) Meetings shall be called by the President or at the request of a majority of the Board.
- c) Any question arising at any meeting of the Board shall be decided by a majority of votes, and in the case of a tie, the President, in addition to her regular vote, shall cast the deciding vote.
- d) Any Member who is absent without a valid reason for three (3) consecutive meetings, may be removed from office by a resolution of the Board.

- e) Any Executive who is absent from three (3) consecutive meetings, including those of the Executive, may be removed from that position by a resolution of the Board, but may remain as a Member by mutual agreement.

ARTICLE VIII – Annual General Meeting

- a) The Annual General Meeting shall be held at St. Mary’s Academy unless otherwise decided by the Board: due notice of which shall be given to the Alumnae membership at least three (3) weeks prior to the date of the meeting.
- b) The Agenda for the Annual General Meeting shall include:
 - i. Call to Order
 - ii. Prayer
 - iii. Minutes of the Last Annual General Meeting
 - iv. President’s Report
 - v. Treasurer’s Report
 - vi. Nominating Committee Report
 - vii. Election
 - viii. Presentation of Members and Executive
 - ix. Miscellaneous Business
 - x. Adjournment

ARTICLE IX – Financial Affairs

- a) The bank and investment accounts shall be kept in the name of the Association at such banks or other institutions as the Board may by resolution from time to time direct.
- b) The signing officers shall be any two of the following: President, Treasurer, Vice-President and Director of St. Mary’s Academy Inc.
- c) The fiscal year end of the Association shall be June 30.

ARTICLE X – Amendments

- a) The Board may, by resolution, amend, repeal, or re-enact any By-law of the Association, and any amendments, repeal or re-enactment is effective only until the next Annual General Meeting of the members.
- b) Any by-law amendment, repeal or re-enactment shall be confirmed at an Annual Meeting by a two-thirds (2/3) majority of votes cast in favour.

ARTICLE XI – Constitution and By-Law review

A sub committee shall review the Constitution and By-Laws every five(5) years.

ARTICLE XII - Expectations of Members

- a) Each board member shall review the Constitution and By-laws at the beginning of each year. A review of the bylaws/constitution of the organization every five years and a signed acknowledgement of same.
- b) A response of attendance to the President and Secretary in advance of all meetings.
- c) Attend and participate in at least two Association events per year.
- d) Assume, if a vacancy arises, a leadership role for one alumnae association activity/subcommittee per year (after two or more years of membership).

ARTICLE XII – Duties of the Executive

- a) The President shall preside at all meetings of the Association and the Board, shall appoint all committee chairs, and has the right to be an ex-officio member of the same committees without the right to vote. She shall exercise general supervision over the affairs of the Association as decided by the Board and shall present a report at the Annual General Meeting. In her absence, her duties will be assumed by the Vice-President.
- b) The Vice-President shall, in the absence of the President, perform the duties of that office, and shall act as Chairperson of the Nominating Committee.
- c) The Secretary shall keep the minutes of each meeting of the Association and the Board and shall distribute a copy of the minutes of the previous meeting prior to or at each meeting. She shall also maintain and distribute a list of the current Board members.
- d) The Treasurer shall be responsible for the financial accounting of the Association, in the following manner:
 - 1.1. Shall maintain full and accurate records of all financial transactions of the Association.
 - 1.2. Shall be responsible for banking the organization's funds, and for arranging banking services in such bank or banks as may be designated by the Board from time to time.
 - 1.3. Shall present a financial statement of the Association's accounts at each meeting of the Board, and at the Annual General Meeting of the Association, and shall submit 2 copies of each financial report to the

Director of the Academy, who shall retain one copy on file at the school for reference and place one copy in the Academy's archives.

- 1.4. A review of the accounts of the Association shall be done concurrently with the Academy funds audits.
 - 1.5. At the end of her term of office and after a mutually agreed upon transitional period, the Treasurer shall deliver to her successor all books, money and property belonging to the Association in her possession or custody.
- e) At least 3 Executive members and the Director of the Academy are to be established as signing officers.
 - f) Two signing officers (the President or Treasurer and one other) shall be required to sign all cheques written on behalf of the Association.
 - g) No cheque shall be issued to any signatory of the cheque.
 - h) No cheques shall be issued or signed unless there is adequate documentation provided, so that the signing officers have full knowledge of the purpose of the payment. Full documentation is required as soon as possible after the expenditure.
 - i) Any cheque for over \$50.00 shall be issued only by specific resolution of the Executive or the Board. (For on-going financial projects a single annual resolution addressing the requirements of the project by setting a maximum payment amount is recommended.
 - j) The Past President's duties shall be to assist the current President to ensure a smooth transition of responsibility. She shall also continue to act as advisor to the current President and Board, assist in the recruiting of new Board members and sit as a member of the Nominating Committee.

ARTICLE XIV – Nominations

- a) A nominating committee, chaired by the Vice-President and composed of the Past President and two (2) or three (3) other Members, shall be formed annually by the to propose a slate of candidates for election as directors at the Annual General Meeting. Prior to the finalization of its report, the committee shall make a call to the membership for nominations. The nominating Committee shall submit in writing to the Secretary nominations for the Executive of the Association at the Board meeting to be held at least seven days prior to the Annual General Meeting.
- b) The only names to be voted upon for election as Executive and Members shall be those proposed by the Nominating Committee.
- c) Vacancies on the Board, however caused, may be filled from among the members of the Association, by a majority vote of the remaining Members on the recommendation of the Executive, if they see fit to do so; otherwise the vacancy shall be filled at the next Annual General Meeting.

- d) Vacancies in an Executive position shall be filled from among the remaining Members, on the recommendation of the Executive, by a majority vote of the Board.
- e) The nominating Committee must receive consent from all candidates in order to put their names forth for election.

ARTICLE XV – Elections

- a) The Members shall be elected at the Annual General Meeting. The initial term shall be for one (1) year or until the next election at the Annual General meeting. Upon expiration of their terms, directors shall be eligible for re-election for terms of one (1) or two (2) years.
- b) The Executive shall be elected at the Annual General Meeting. The term of office shall be two (2) years and Officers may be re-elected for a second two (2) year term

ARTICLE XVI – Committees

- a) The Executive Committee shall consist of a President as chairperson, Vice-President, Secretary, Treasurer, Past President, the Director of the School and the School staff member responsible for Alumnae Affairs. The role of the Executive shall be to act as a steering committee to meet between Board meetings to plan the direction of the Board. Meetings shall be called by the President as required.
- b) The Board may strike, from time to time, such committees as it deems necessary to assist the Board in carrying out the affairs of the Association. Members on committees shall consider themselves responsible for performing the committee work assigned to them and the Chairperson shall report to the Board. Members may be appointed to committees from the general membership of the Association.

ARTICLE XVII - Approval

The business and affairs of the Association shall be subject to the approval of St. Mary's Academy Inc.

Approved by the St. Mary's Academy Alumnae Association Board: April 6, 2009