

**CONSTITUTION AND BY-LAWS  
ST. MARY’S ACADEMY ALUMNAE  
WINNIPEG, MANITOBA**

**ARTICLE I – Name**

The association will be known as St. Mary’s Academy Alumnae Association (hereinafter 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 life membership may be granted to such persons or classes of persons as the Board shall designate with all the rights and privileges of regular members.

Board of Directors: A body, which manages the affairs of the Alumnae Association (hereinafter called the “Board”).

The Board may consist of elected members, ex-officio members and honorary members as detailed in Article IV. Officers of the Board, the President, Vice-President, Secretary, and Treasurer of the Board as selected by the Board of Directors.

Ex-Officio: A member on the Board by virtue of their role in the school.

Executive: The Executive will consist of the Officers, the Director of the School or designate the school staff member responsible for Alumnae Relations, the Past President for one (1) year following the Annual General Meeting, and other members as the Board may determine from time to time.

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 –Mission and Vision**

#### **Mission:**

The St Mary’s Academy Alumnae Association is a community of women who celebrate and strengthen connections with their alma mater and each other.

#### **Vision:**

The St Mary’s Academy Alumnae Association promotes continued loyalty to the Academy and fosters a sense of belonging to an inter-generational sisterhood.

Inspired by Blessed Marie Rose Durocher who believed that an entire society can be transformed if the minds and hearts of young women are properly formed, our vision is that each alumna

- treasures her connectedness to the school and other alumnae;
- supports St Mary’s Academy and its mission through prayer, volunteerism and philanthropy;
- holds high the torch by striving for excellence and service in her personal and professional life.

### **ARTICLE IV – Board of Directors**

- 1) 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
- 2) The Board will consist of not less than five (5) and not greater than twenty (20) elected Members of the Association The Board will include 2 (two) ex-officio members, being the Director of the School, or a designate, and the school staff member responsible for Alumnae Relations, both of whom will have voting privileges. Board may also include honorary Board members as determined by the Board.
- 3) The Board of Directors will elect or appoint Officers of the Board each for a two-year term. The Officers will consist of the President, the Vice President, the Treasurer and the Secretary. An Officer will hold only one (1) executive position.
- 4) The Executive of the Board of Directors will consist of the be the Officers of the Board, the Director of the School or designate, the school staff member

responsible for Alumnae Relations and such other members as the Board may determine from time to time. The Past President will hold a position on the Executive for one (1) year following her term as President beginning from the date of the Annual General Meeting.

- 5) The Board may choose to appoint honorary Board members with or without full Board privileges for a term determined by the Board.

#### **ARTICLE V – Membership**

Membership in the Association will 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**

- 1) Board Meeting
  - 1.1 The Board will meet for a minimum of four (4) regular meetings each year.
  - 1.2 Meetings will be called by the President or at the request of a majority of the Board.
  - 1.3 A quorum of the Board for the transaction of business at meetings of the members shall consist of 50% of the voting members of the Board of Directors.
  - 1.4 Any business arising at a meeting of the Board will be decided by a majority of votes, and in the case of a tie, the President, in addition to her regular vote, will cast the deciding vote
- 2) Attendance at Board Meetings
  - 2.1 Two (2) absences without notification **or** 2 notified absences in a row may result in termination from the Board.
- 3) Committee Meetings
  - 3.1 Chairs of the committees will call a minimum of one (1) meeting

each year.

- 3.2 Decisions will be made by consensus at committee level and then be presented to the Board for discussion and approval.

#### **ARTICLE VIII – Annual General Meeting**

- 1) The Annual General Meeting will be held at St. Mary’s Academy unless otherwise decided by the Board: due notice of which will be given to the Alumnae membership at least three (3) weeks prior to the date of the meeting.
- 2) The Agenda for the Annual General Meeting will 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**

- 1) The bank and investment accounts will 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.
- 2) The fiscal year end of the Association will be June 30.
- 3) A review of the accounts of the Association will be done concurrently with the Academy funds audits.
- 4) The designated financial signing officers of the Board will include the President, the Treasurer and the Director of the school plus, at minimum, one other Officer of the Board.
- 5) Two signing officers (the President or Treasurer and one other) shall be required to sign all cheques written on behalf of the Association.

- 6) No cheque will be issued to any signatory of the cheque.
- 7) No cheques will be issued or signed unless there is adequate documentation or support provided, so that the signing officers have full knowledge of the purpose of the payment. Appropriate supporting documentation is required as soon as possible after the expenditure.
- 8) The Officers may issue cheques for approved Board expenditures or for project specific expenditures up to the approved budget amount. For cheques issued greater than \$100, or when the budget total has been surpassed, Board approval is required.

#### **ARTICLE X – Amendments**

- 1) 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.
- 2) Any by-law amendment, repeal or re-enactment will be confirmed at an Annual Meeting by a two-thirds (2/3) majority of votes cast in favor.

#### **ARTICLE XI - Expectations of Members**

Each Board Member will;

- 1) review the Constitution and By-laws at the beginning of each year.
- 2) diligently attend all Board meetings, If unable to attend, will send regrets to the secretary prior to a Board meeting.
- 3) diligently attend and participate in at least two Association events per year.
- 4) diligently attend and participate in at least one committee of the Board. If unable to attend a committee meeting, will send regrets to committee chair prior to the meeting date.
- 5) be prepared to take on a leadership role for one alumnae association activity or committee.
- 6) conduct business in an orderly manner and be respectful of other Board members and the school at all times.
- 7) not speak for the school as an individual Board member.

## **ARTICLE XII – Duties of the Officers**

Officers will assume their duties no later than 15 days after the Annual General Meeting.

- 1) The President will
  - 1.1 preside at all meetings of the Association and the Board.
  - 1.2 appoint all committee chairs.
  - 1.3 have the right to be an ex-officio member of the same committees without the right to vote.
  - 1.4 exercise general supervision over the affairs of the Association as decided by the Board.
  - 1.5 present a report at the Annual General Meeting.
- 2) The Vice-President will
  - 2.1 in the absence of the President, perform the duties of that office.
  - 2.2 chair the Nominating and Governance Committee.
- 3) The Secretary will
  - 3.1 keep the minutes of each meeting of the Association and the Board.
  - 3.2 distribute a copy of the minutes of the previous meeting prior to or at each meeting.
  - 3.3 maintain and distribute a list of the current Board members.
  - 3.4 submit signed copies of the minutes from the last two (2) years of Board meetings and Annual General Meetings to school for archives at the end of her term.
- 4) The Treasurer will
  - 4.1 maintain full and accurate records of all financial transactions of the Association.
  - 4.2 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.

- 4.3 present a financial report of the Association's accounts at each meeting of the Board.
  - 4.4 prepare the yearend financial statements for the period ending June 30.
  - 4.5 compile and submit all supporting documentation for the annual review to the Accountant of the School in a timely manner and when possible, no later than July 31.
  - 4.6 present a yearend report of the financial position at the Annual General Meeting of the Association.
  - 4.7 submit the financial report and all supporting documentation to the Director of the Academy.
  - 4.8 The original documentation will be retained for reference and a copy made for the Academy Archives.
  - 4.9 deliver to her successor all books, money and property belonging to the Association in her possession or custody and arrange transfer of signing privileges to new signing Officers at the end of her term of office and prior to the end of the 15 day transitional period following AGM.
- 5) The Past President will
- 5.1 assist the current President to ensure a smooth transition of responsibility.
  - 5.2 act as an advisor to the current President and Board.
  - 5.3 be a member of the Executive (for one (1) year following AGM when transition occurs).
  - 5.4 sit as a member of the Nominating and Governance Committee.

### **ARTICLE XIII– Committees**

- 1) The Board shall have at a minimum, two standing committees: the Executive Committee and the Nominating and Governance Committee.
  - 1.1 The Executive Committee will act as a steering committee, which will meet between Board meetings to plan the direction of the Board. Meetings shall be called by the President as required.

- 1.2 The Nominating and Governance Committee will be comprised of the Vice-President as chairperson, the Past President, and up to three (3) other Members, and will be formed annually. The role of the Nominating and Governance Committee is to recruit Board members with attention to diversity of ages and skills that will enrich the Board and to ensure on an ongoing basis that the Board is achieving its mission.
- 2) 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 are 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 XIV – Nominations**

- 1) The Nominating and Governance Committee is responsible for preparing the slate of candidates for election to the Board of Directors
- 2) A call for candidates to the Board of Directors will be made to the general Membership
- 3) The Nominating and Governance Committee must receive consent from all candidates in order to put their names forth for election.
- 4) The Nominating and Governance Committee will submit in writing to the Secretary the names to be presented for nominations at the following Annual General Meeting the names will be submitted at least seven days prior to the Annual General Meeting.
- 5) The only names to be voted upon for election as Officers or Members of the Board of Directors will be those proposed by the Nominating and Governance Committee.
- 6) Vacancies on the Board, however caused, may be filled from among the members of the Association, by a majority vote of the remaining Board Members on the recommendation of the Executive, if they see fit to do so; otherwise the vacancy will be filled at the next Annual General Meeting.
- 7) Vacancies in an Officer position will be filled from among the remaining Board Members, on the recommendation of the Executive, by a majority vote of the Board.

#### **ARTICLE XV– Elections**

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

#### **ARTICLE XVI – Constitution and By-Law review**

The Nominating and Governance Committee will review the Constitution and By-Laws every five (5) years and propose any amendments to the Board.

#### **ARTICLE XVII - Approval**

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

Draft approved by the St. Mary’s Academy Alumnae Association Board: September 12, 2013