

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

St. Mary's Academy Inc.: St. Mary's Academy (SMA) 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.

SMA Alumnae 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.

SMA Alumnae Association (SMAAA) Board of Directors: An advisory body, which is a nominated group of Alumnae Directors who support and advise the work of the SMA Alumnae Relations Office and manage the affairs of the Alumnae Association Board (...)

~~Board of Directors:— A body which manages the affairs of the Alumnae Association (hereinafter called the "Board").~~ **Any alumnae that is elected to the Alumnae Association Board will be herein be referred to as a Director.**

~~The Board may consist of elected members, ex-officio members and honorary members as detailed in Article IV.—~~ **Included in the definition of membership**

Officers of the Board: **The Chair, Co-Chair**, 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 Chair (for one (1) year following the Annual General Meeting), and other members as the Board may determine from time to time.~~ **Defined below**

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 **connection** to the Academy and the diverse, **inter-generational** sisterhood **of alumnae**. *This **connection** underpins the purpose for **gathering** which in turn, ignites the action to **serve** and sustains the desire to be an SMA **ambassador** for life.*
- 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 **nurtured**, our vision is that each alumna;
 - Treasures her **connection** to the school and other alumnae;
 - **Engages in gathering** and networking initiatives to strengthen their **connection** to SMA and other alumnae.
 - **Supports St. Mary’s Academy and its mission through the response of being called to serve** for the greater good of the community.
 - Continues to ‘Hold High The Torch’ by being an **ambassador** and striving for excellence in her personal and professional life.

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 will consist of not less than five (5) and not greater than twenty (20) elected Members of the Association. The Board will also include two (2) ex-officio members, being the Director of the School or a designate and the school staff member responsible for Alumnae Relations, both of whom have voting privileges. Board may also include honorary Board members as determined by the Board.
- c) The Board of Directors will elect or appoint Officers of the Board ~~each for a two (2) year term. An Officer will hold only one (1) Executive position.~~
- d) The Executive of the Board of Directors will consist of the Officers of the Board, the ~~Director of the School~~ School President ~~or designate, the school staff member responsible for Alumnae Relations~~ the Alumnae Office Representative, and such other members as the Board may determine from time to time. The Past Chair will hold a position on the Executive for one (1) year following her term as Chair beginning from the date of the Annual General Meeting.

- e) 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
 - a) The Board will meet for a minimum of four (4) regular meetings each year.
 - b) Meetings will be called by the Chair or at the request of a majority of the Board.
 - c) A quorum of the Board for the transaction of business at meetings of the Board shall consist of 50% of the voting members of the Board of Directors.
 - d) 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 Chair, in addition to her regular vote, will cast the deciding vote.

~~2. Attendance at Board Meetings (Include as part of above bullets)~~

- a) 2 absences without notification **or** 2 notified absences in a row may result in termination from the Board.

3. Committee Meetings

- a) Chairs of the committees will call a minimum of one (1) meeting each year.
- b) 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

- a) 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.
- b) The Agenda for the Annual General Meeting will include:
 - i. Call to Order
 - ii. Prayer
 - iii. Minutes of the Last Annual General Meeting
 - iv. Chair’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 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.
- b) The fiscal year end of the Association will be June 30.
- c) A review of the accounts of the Association will be done concurrently with the Academy funds audits.
- d) **The designated financial signing officers of the Board will include the Chair, the Treasurer, the President of the school plus at minimum, one other Officer of the Board.**
- e) Two signing officers (the Chair or Treasurer and one other) shall be required to sign all cheques written on behalf of the Association.
- f) No cheque will be issued to any signatory of the cheque.
- g) 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.
- h) 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

- 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 will be confirmed at an Annual Meeting by a two-thirds (2/3) majority of votes cast in favour.

ARTICLE XI - Expectations of **Directors**

Each **Director of the Board** will:

- a) review the Constitution and By-laws at the beginning of each year.

- b) diligently attend all Board meetings. If unable to attend, will send regrets to the Secretary prior to a Board meeting.
- c) diligently attend and participate in at least two Association events per year.
- d) 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.
- e) be prepared to take on a leadership role for one alumnae association activity or committee.
- f) be respectful of other Board members and the school at all times.
- g) not speak for the school as an individual Board member

ARTICLE XII – Duties of the Officers

- a) Officers will assume their duties no later than 15 days after the Annual General Meeting.
- b) The **Chair** 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.
- c) The **Co-Chair** will
 - 1.1 in the absence of the Chair, perform the duties of that office.
 - 1.2 chair the Nominating and Governance Committee.
- d) The Secretary will
 - 1.1 keep the minutes of each meeting of the Association and the Board.

- 1.2 distribute a copy of the minutes of the previous meeting prior to or at each meeting.
 - 1.3 maintain and distribute a list of the current Board members.
 - 1.4 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.
- e) The Treasurer will
- 1.1. maintain full and accurate records of all financial transactions of the Association.
 - 1.2. 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.
 - 1.3. present a financial report of the Association's accounts at each meeting of the Board.
 - 1.4. prepare the yearend financial statements for the period ending June 30.
 - 1.5. 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.
 - 1.6. present a yearend report of the financial position at the Annual General Meeting of the Association.
 - 1.7. submit the financial report and all supporting documentation to the Director of the Academy. The original documentation will be retained for reference and a copy made for the Academy archives.
 - 1.8. 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.
- f) The Past **Chair** will
- 1.1 assist the current **Chair** to ensure a smooth transition of responsibility.
 - 1.2 act as an advisor to the current **Chair** and Board.
 - 1.3 ~~be a member of the Executive for one (1) year following AGM when transition occurs.~~
 - 1.4 sit as a member of the Nominating and Governance Committee.

ARTICLE XIII– Committees

- a) The Board shall have at a minimum two (2) 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 Chair as required.
 - 1.2 The Nominating and Governance Committee will be comprised of the Co-Chair as chairperson, the Past Chair, 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.
- 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 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

- a) The Nominating and Governance Committee is responsible for preparing the slate of candidates for election to the Board.
- b) A call for candidates to the Board will be made to the general membership.
- c) The Nomination and Governance Committee must receive consent from all candidates in order to put their names forth for election.
- d) The only names to be voted upon for election as Officers and Members of the Board will be those proposed by the Nominating and Governance Committee.
- e) 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.
- f) 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 & Appointments

- a) New Board Directors will be appointed at the Annual General Meeting. The initial term will be **up to TWO (2)** years. Upon expiration of their terms, any Director may be eligible for re-appointment of one (1) or two (2) year terms.
- b) The Officers will be presented and appointed at the Annual General Meeting. The term of office will be **up to 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.

ARTICLE XVIII - Dismissal of Directors and Dissolution

18.1 Subject to the Not-For-Profit Act, any Director may be removed from office upon a resolution approved by an ordinary resolution of the Board.

18.2 Should the SMAAA dissolve for any reason, its assets shall in turn be dispersed to St Mary's Academy School or to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Approved by the St. Mary's Academy Alumnae Association Board: ~~September 29, 2013~~

New date – will be date of the AGM where this will be presented and passed