

TANBRIDGE ACADEMY PARENT ASSOCIATION BYLAWS



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MEMBERSHIP

- 1) Any person being a parent or guardian of a student participating in the school Tanbridge Academy and being of the full age of 18 years is a member of the Society (the "Members").
- 2) Withdrawal from the Society occurs automatically when said student leaves the Program.
- 3) Any interested community member being of the full age of 18 years who expresses interest to the Society Board in being a Member
- 4) Any Member can withdraw themselves from membership on written notice to the Board through the Secretary or President.
- 5) Tanbridge Academy employees that qualify for membership as a parent or guardian of a student at the School are exempt from voting
- 6) All Members must behave in accordance with the Bylaws of the Society.

BOARD OF DIRECTORS

- 1) Board of Directors, Executive Committee or Board, will mean the Board of Directors of the Society (the "Board"). The Board consists of a minimum of a President, Vice-President, Secretary, and Treasurer (the "Officers"). The Board may appoint individuals to act as Directors from time to time at the Board's discretion.
- 2) The Board will, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board will be held as often as may be required, but at least once every three months, and will be called by the President.
- 3) A special meeting may be called on the instructions of any two Members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
- 4) Meetings of the Board will be called by fourteen (14) days' notice in writing or mailed to each Member or by fourteen (14) days' notice by e-mail, fax or telephone. Any three (3) Board members will constitute a quorum, and Board meetings will be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting will be ratified at the next regularly called meeting of the Board; otherwise they will be null and void.
- 5) A person appointed as a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.
- 6) Any Board member may be removed from office for any cause which the Society may deem reasonable by Special Resolution.

PRESIDENT

The President will be ex-officio a member of all Committees. He/she will, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-President will preside at any such meetings. In the absence of both, a chairperson may be appointed at the meeting.

SECRETARY

- 1) It will be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He/she will have charge of the Seal of the Society which whenever used will be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence

of the Secretary, his/her duties will be discharged by such Officer as may be appointed by the Board. The Secretary will have charge of all the correspondence of the Society and be under the direction of the President and the Board.

- 2) The Secretary will also keep a record of all the Members of the Society and their addresses and/or contact details (e-mail, fax, telephone) and send all notices of the various meetings as required.

TREASURER

- 1) The Treasurer will receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she will properly account for the funds of the Society and keep such books as may be directed. He/she will present a full detailed account of receipts and disbursements to the Board whenever requested and will prepare for submission to the Annual General Meeting ("AGM") a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.
- 2) The Office of the Secretary and Treasurer may be filled by one person if so decided at the AGM.

AUDITING

- 1) The books, accounts and records of the Secretary and Treasurer will be audited at least once each year by a duly qualified accountant or by two (2) Members of the Society elected for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year will be submitted by such auditor at the AGM of the Society. The fiscal year of the Society in each year will end August 31st.
- 2) The books and records of the Society may be inspected by any Member of the Society at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board will at all times have access to such books and records.

MEETINGS

- 1) This Society will hold an Annual General Meeting (the "AGM") on or before May 31 in each year, of which notice will be delivered in writing to the last known e-mail or regular mail address of each Member or a notice sent home with students fourteen (14) days prior to the date of the meeting.
- 2) At the AGM there will be elected a President, Vice-President, Secretary, and Treasurer, (or Secretary-Treasurer). The Officers and Directors so elected will form a Board, and will serve until their successors are elected and installed. Any vacancy occurring during the year can be filled by the Board, if so decided, at any general meeting. Any Member in good standing will be eligible to hold any Board position in the Society.
- 3) Regular meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by notice delivered in writing to the last known e-mail or regular mail address of each Member or a notice sent home with students five (5) days prior to the date of such meeting.
- 4) A special meeting will be called by the President or Secretary upon receipt of a petition signed by one-third of the Members in good standing, setting forth the reasons for calling such meeting, which will be in writing to the last known e-mail or regular mail address of each Member or a notice sent home with students, delivered five (5) days prior to the meeting.
- 5) Three (3) Members in good standing will constitute a quorum at any meeting.

VOTING

Although all parents or guardians of students participating in the Tanbridge Academy are Members of the Society, each family who has not withdrawn from membership has one vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise.

REMUNERATION

Unless authorized at any meeting and after notice for same will have been given, no Officer, Director, or Member of the Society will receive any remuneration for his/her services.

BORROWING POWERS

For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power will be exercised only under the authority of the Society, and in no case will debentures be issued without the sanction of a Special Resolution of the Society.

RESPONSIBILITY FOR LOSS

Upon becoming a Member of the Society, each Member will be conclusively deemed to have agreed that neither the Society nor any Director, Officer, employee, agent or manager of the Society will be responsible in any way whatsoever for any loss of any property of any Member or any of his/her guests nor for any damage or loss whatsoever sustained by any Member or his/her guests in or about the facilities of the Society arising directly or indirectly from the use or occupation of the facilities of the Society.

INDEMNITY

Except in respect of an action by or on behalf of the Society to obtain a judgment in its favour, the Society will indemnify and save harmless any Officer or Director or former Officer or Director of the Society, his/her heirs, executors, administrators, successors and assigns against all liabilities, costs, damages, charges and expenses incurred while acting in good faith on behalf of the Society, unless the same were sustained or incurred as a result of his/her own fraud, dishonesty, willful neglect, or willful default.

DISSOLUTION

In the event of dissolution or winding up of the Society, all its remaining assets, after payment of liabilities, shall be:

- 1) disbursed to eligible charitable or religious groups or purposes; or
- 2) transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.

BYLAWS

The Bylaws may be rescinded, altered or added to by a Special Resolution.

DEFINITIONS

- 1) "Ordinary Resolution" means a resolution passed in a meeting by a simple majority being greater than fifty per cent (50%) of votes cast by the eligible Members of the Society in attendance.
- 2) "Special Resolution" means a resolution passed in a Society meeting by a majority of not less than seventy-five per cent (75%) of the votes cast by the eligible Members of the Society in attendance of which the notice of not less than twenty-one (21) days' notice specifying the intention to propose the resolution as a special resolution has been given.

SIGNATURES

Date: _____

| | | | |
|--------------------------|-----------------|----------------|-------------------|
| Signature: _____ | Address: _____ | | |
| Print Name: _____ | City/Town _____ | Province _____ | Postal Code _____ |
| Signature: _____ | Address: _____ | | |
| Print Name: _____ | City/Town _____ | Province _____ | Postal Code _____ |
| Signature: _____ | Address: _____ | | |
| Print Name: _____ | City/Town _____ | Province _____ | Postal Code _____ |
| Signature: _____ | Address: _____ | | |
| Print Name: _____ | City/Town _____ | Province _____ | Postal Code _____ |
| Signature: _____ | Address: _____ | | |
| Print Name: _____ | City/Town _____ | Province _____ | Postal Code _____ |
| WITNESS Signature: _____ | Address: _____ | | |
| Print Name: _____ | City/Town _____ | Province _____ | Postal Code _____ |