

MANITOBA ASSOCIATION OF PARENTS COUNCILS

CONSTITUTION

1. NAME

The name of the organization is **MANITOBA ASSOCIATION OF PARENT COUNCILS, INC.**

2. PURPOSE

The purposes of the Association are:

- 2.1 To foster excellence and equal opportunity in the education system.
- 2.2 To support, promote and enhance meaningful parent involvement and participation in their advisory role at the school, division and provincial level.
- 2.3 To promote parental understanding and awareness of educational issues.
- 2.4 To liaise with other provincial organizations representing students, teachers, parents, school support staff, administration, principals, school trustees, the Department of Education, and the broader community.
- 2.5 To consult with and communicate to the Minister and Ministry of Education, issues brought to the attention of the provincial Association.
- 2.6 To provide support and education to new directors and executive of this Association.

3. POLICY

- 3.1 Membership and activities of the Association shall be free of partisan, sectarian, racial and gender bias.
- 3.2 List of names of members of this Association shall not be made available to any individual, group or organization. However, material of educational nature may be distributed on their behalf through the Association office if such material is approved by the Executive.

4. DISSOLUTION

- 4.1 In the event of wind-up or dissolution of the Association and following payment of all outstanding debts, the Association shall transfer all of its property and assets to another organization having similar objectives or purposes. This provision is alterable.

BY-LAWS

PART 1 - INTERPRETATION

- 1.1 In these By-laws and in the Constitution, unless the context otherwise requires:
- (a) "Board" means the Board of Directors consisting of the Directors elected or appointed in accordance with the By-laws and the Immediate Past President.
 - (b) "Employee" includes any paid full-time or permanent part-time employee.
 - (c) "General meeting" means a meeting of which all members of the Association are duly notified.
 - (d) "Registered address" of a member means the address of a member as recorded in the register of members.
 - (e) "School Act" means the School Act of the Province of Manitoba from time to time in force and all amendments to it.
 - (f) "Official" means one being governed by a Constitution and By-laws.
 - (g) "Members" means every Regular, Individual, Honorary Life, Associate and Community member as defined in Section 2.3.
 - (h) Vacancy occurs when a director is unable to complete their term for any reason.

PART 2 - MEMBERSHIP

2.1 Who are members

- (a) The members of the Association are Parent Advisory Councils for School Leadership, official school parent groups, Home and School Associations, other educational institutions or associations and individuals who, in accordance with these By-laws, become members and have not ceased to be members.

2.2 Duty of Members

- (a) Every member shall uphold the Constitution and comply with these By-laws.

2.3 Member Classes, Eligibility and Admission

Members of the Association shall be grouped into the following member classes:

- (a) Regular Member - Any Parent Advisory Councils for School Leadership, official school parent groups, or Home and Schools, which applies for, is granted membership, and pays the annual membership fee.
- (b) Honorary Life Member – Any individual whose exemplary service to the Association warrants recognition, who is recommended for honorary or life membership by a member in good standing, and whose membership is approved by the Board and ratified at the Annual General Meeting.
- (c) Individual Member - A parent whose child attends a school that either does not have a parent group, or whose parent group does not belong to the Association is granted membership and pays the annual membership fee.

- (e) Associate Member - Any Association who feels that membership in MAPC would be beneficial to their organization and who pays the annual membership fee and is approved by the Board and who shall uphold the Constitution and By-Laws of the Association.
- (f) Community Member - Any member, without children in the school system. Each member shall submit to the Association two letters of reference indicating that they feel the individual would represent the views of parents and uphold the Constitution and By-laws of the Association.

2.4 Membership Fees

- (a) Annual membership fees may be established by ordinary resolution and if established shall be payable at the beginning of the membership year.
- (b) There shall be prorating of the membership fee for new members only, in respect of memberships for part of the year. This shall be set by the Board.
- (c) A member organization will be considered in good standing if all membership information and payment of membership dues are received at least ninety (90) days prior to the Annual General meeting.

2.5 Termination of Membership

A member shall cease to be a member of the Association:

- (a) By delivering a resignation in writing to the Board or by mailing or delivering it to the address of the Association; or
- (b) By the death or dissolution of the member; or
- (c) On being expelled with just cause

2.6 Expulsion

- (a) A member may be expelled by a motion passed by a majority of not less than 2/3 of the votes cast by members of the Board at a Board meeting, attended by not less than 80% of the Board, for any cause, which the Board may deem reasonable. This may include engaging in activities, which are deemed detrimental to the interests or contrary to the purposes of the Association or failing to uphold the Constitution or failing to comply with the By-laws of the Association.

2.7 Notice of Proposed Expulsion

- (a) The Board shall give thirty days written notice of such action to expel a member, (with the exception of a board member which requires 14 days notice) accompanied by a brief statement of reason or reasons for the proposed expulsion to the member in question and the Board shall give the member an opportunity to be heard at the Board meeting before the resolution is put to a vote.

2.8 Appeal

- (a) An expelled member may appeal the expulsion to the members, within sixty days of the Board's action, for consideration at the next general meeting.
- (b) An expelled member who is a member of the board of directors, upon notice of an unsuccessful appeal, may be prohibited from returning to the board for a period of two years.

2.9 Good Standing

- (a) Subject to the terms of 2.06, all members are in good standing except a member who has failed to pay the current annual membership fee or any other subscription or debt due and owing by that member to the Association and the member is not in good standing so long as the debt remains unpaid.
- (b) A member who is not in good standing forfeits membership privileges.

PART 3 - GENERAL MEETINGS

3.1 Annual General Meeting

- (a) An Annual General Meeting of the Association shall be held at a time and place that the Board decides.

3.2 Business of the Annual General Meeting

The business of the Annual General Meeting shall be to:

- (a) Receive, from the Board, a report of its activities during the previous year including the presentation of financial statements;
- (b) Ratify policy;
- (c) Ratify By-laws/Constitution;
- (d) Adopt a budget for the coming year;
- (e) Receive reports from members;
- (f) Elect the Board;
- (g) Consider appeals regarding expulsions of membership;
- (h) Establish the membership fee; and
- (i) Transact such other business as may require the attention of the members.

3.3 Extraordinary General Meeting

- (a) Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
- (b) The Board may convene an extraordinary general meeting. An extraordinary general meeting shall be called by the President or the Secretary upon receipt of a request by Regular Members comprising 5% or more of the membership, setting forth the reasons for calling such a meeting, which shall be stated in the notice of meetings.
- (c) The extraordinary general meeting called under this section shall deal only with the business stipulated in the request.

3.4 Notice

- (a) Notice of an annual general or an extraordinary meeting shall specify the place, day and hour of meeting, along with a tentative agenda, and in case of special business, the general nature of the business, and shall be given to all members entitled to receive notice either personally or by mail at the registered address at least 30 days prior to the date of the Annual General Meeting or at least fourteen days prior to the date of the extraordinary general meeting.

- (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive does not invalidate proceedings at that meeting.

3.5 Who is Entitled to Notice

- (a) Notice of a general meeting shall be given to:
 - i. Every member in good standing shown of the register of members on the day notice is given.
 - ii. The auditor, if any.
- (b) No other person is entitled to receive a notice of a general meeting.

3.6 Delegates

- (a) Each Regular Member shall appoint one official delegate to represent it and casts its' vote at any Annual General Meeting or extraordinary meeting of the Association.
- (b) Individual, Associate, Honorary Life and Community Members may attend any annual general meeting or extraordinary meeting of the Association as an official delegate but will not have the right to vote unless they have been appointed to be an official delegate as per Section 3.6(a).

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 Quorum

For any purposes of determining policy, amending the Bylaws or the Constitution, adopting a budget, and electing the Board, a majority vote of those regular and board members, represented by a delegate present at the AGM, or represented by proxy vote shall be required to pass any motions.

4.2 Chairperson

- (a) If at a general meeting there is no President, Vice-President or Second Vice-President present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their own members to be chairperson.

4.3 Adjourned Meetings

- (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at the rescheduled meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in the By-law, it is not necessary to give notice of an adjournment or of the business to be transacted at a rescheduled general meeting.

4.4 Resolutions

- (a) In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote and proposed resolutions shall not pass.

4.5 Voting

- (a) A Regular Member in good standing is entitled to one (1) vote.
- (b) Board Members do not hold a vote.
- (c) Honorary Life, Individual, Associate and Community Members are not entitled to vote, but are entitled to speak and be heard at general meetings, unless they have been appointed an official delegate as per Section 3.6 (a) (b).
- (d) Those members entitled to vote must be members in good standing a minimum of 90 days prior to the vote.
- (e) Motions shall be decided by a majority vote.

4.6 Proxy

- (a) Proxy voting shall be permitted at general meetings.
- (b) The proxy may be received for each Regular Member in good standing provided the proxy vote is in writing and signed by a minimum of two members of the Regular Member's organization executive, and the proxy vote is cast by a duly designated person or delegate.

PART 5 - DIRECTORS AND OFFICERS

- 5.1** (a) The Board of Directors of the Association shall consist of not less than seven (7) and not more than twenty (20) elected directors.
- (b) At least $\frac{3}{4}$ of the positions on the Board must be filled by representatives nominated by the Regular Members and elected at the Annual General Meeting.
- (c) Up to $\frac{1}{4}$ of the positions on the Board may be filled by individual, life or community members elected at the Annual General Meeting.
- (d) The following executive positions are:
 - i. President;
 - ii. Vice-President;
 - iii. Secretary;
 - iv. Treasurer;
 - v. Past President, Ex Officio
- (e) The Executive shall be elected at the first Board meeting following the annual general meeting. Voting shall be by secret ballot.
- (f) Executive Officers may hold their positions for a two year term. Executive Officers may not hold their positions for more than two (2) consecutive terms. However, the Board of Directors may recognize that a third term may be necessary for continuity if a position cannot be filled. (eg. The Treasurer role)
- (g) Only Directors are eligible to vote with the exception of at the AGM (4.5b).

5.2 Eligibility

- (a) An endorsement, signed by two members of the regular member Association executive, shall be sent or given into the Association office within thirty (30) days of the annual general meeting. If the endorsement is not received, the position will be considered vacant.
- (b) A Regular Member Association may have only one elected member on the Board of Directors.
- (c) Limit the number of directors from any one school division to two.
- (d) Should there be more than two (2) eligible and duly nominated members from one division for the board, an election will be held to determine which two (2) divisional nominees will be presented on the slate

5.3 Nominations

- (a) The Board shall appoint a Nominations Committee prior to the Annual General Meeting to receive nominations for the Board of Directors.
- (b) The Nominations Committee shall distribute a letter of notice for nominations to all regular Members in good standing either personally or by mail at their registered address at least sixty days prior to the Annual General Meeting.
- (c) The Nominations Committee will accept nominations for directors from all regular members in good standing if all required documentation is received at least thirty (30) days prior to the Annual General Meeting.
- (d) With the exception of 2,8 (b) as it refers to an expelled board director for just cause.

5.4 Term of Office

- (a) A term of office shall be two years.
- (b) Elected Directors to the board shall receive full voting rights at the first board meeting following the Annual General meeting or their appointment to the board. These voting rights will continue until the end of the next Annual General Meeting and Conference unless terminated sooner.
- (c) An elected member of the Board shall complete his or her term in office even if the member school discontinues its membership.

5.6 Immediate Past President

- (a) The Immediate Past President shall be an ex officio member of the Executive Committee and may chair the first Board meeting following the Annual General Meeting.

5.7 Vacancy in the Board of Directors

- (a) If there is any vacancy in the Board for any reason, the remaining Board Members may appoint a person who is a member of a Regular Member Association in good standing. This individual as a member of the Board is to fill the vacancy and the term of the Board Member so appointed will end at the next Annual General Meeting.

5.8 Office to be Vacated

The following are grounds for termination of office of any Board Member:

- (a) Is absent from two consecutive meetings of the Board without prior consent of the President.
- (b) Is convicted of a criminal offense or other serious offense during his or her term of office.
- (c) For failure to observe the Constitution and By-laws, purposes or policies of the Association.
- (d) The decision to terminate the Board Member's position shall be decided at a Board meeting attended by not less than 80% of the Board.
- (e) Such action to terminate the Board Member's position shall require a 14-day written notice to the Board Member prior to the Board meeting.
- (f) A member holding an executive position may be removed from that position, without being removed from the Board, by a motion passed by a majority of not less than 2/3 of the votes of the Board at a Board meeting, attended by not less than 80% of the Board, for failing to fulfill their duties of office as per By-law Part 7 – Duties of Officers.
- (g) Resignation - A Board Director may resign their position as Director by notifying the executive in writing, either by letter or e-mail. If resignation is by e-mail, it must be followed by a formal signed letter.
- (h) Appeal process as referenced in 2.8 (b)

5.9 Remuneration

- (a) The members on the Board may be reimbursed for all expenses necessary and reasonably incurred by them while engaged in the affairs of the Association upon prior notification and approval of the Board of Directors.

PART 6 - PROCEEDINGS OF DIRECTORS

6.1 Board Meetings

- (a) Meetings of the Board called by the President or requested in writing by a majority of the Board shall be held at least four times yearly between Annual General Meetings.
- (b) The Board may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

6.2 Quorum

- (a) A quorum of the Board shall be 50% plus one, of the eligible voting members of the Board then in office.

6.3 Chairperson

- (a) The President shall be chairperson of all Board meetings, but if at a meeting the president is not present, the Vice-President shall act as chairperson; but if neither is present the Past President may assume the chairperson's role or the Board members present may choose one of their number to be chairperson at that meeting.

6.4 Resolutions

- (a) A resolution in writing, signed by all the Board Members and placed with the minutes of the Directors is as valid and effective as if regularly passed at the meeting of the Board.

6.5 Internal Committees

- (a) The Board may delegate any, but not all, of their powers to internal committees.
- (b) An internal committee so formed to exercise of the delegated powers shall conform to any rules imposed on it by the Board, and shall promptly report to the Board.
- (c) The terms of reference and privileges of each internal committee shall be specified by the Board at the time it is established.
- (d) An internal committee shall elect a chairperson of its' meeting, but if no chairperson is elected, or if at a meeting the chairperson is not present, the members of the committee shall choose one of their number to be chairperson of the meeting. Refer to Board Policy on committee Formation and Authority.

6.5 External Committee

- (a) The Board may appoint representatives to external committees or in liaison position to external organizations.
- (b) Persons so appointed shall conform to any directions or instructions imposed on them by the Board and shall promptly report to the Board every act and thing done in exercise of these powers.

PART 7 - DUTIES OF OFFICERS

7.1 Directors

All Directors shall:

- (a) Keep up to date on the affairs of the Association; and
- (b) Carry out responsibilities, which have been delegated by the Board.

7.2 President

The President shall:

- (a) Be an ex-officio member of committees as identified by the Board;
- (b) Shall supervise the other officers in the execution of their duties;
- (c) Preside at all general meetings of the Association and Board;
- (d) Speak on behalf of the Association; and
- (e) Appoint members to committees in consultation with other Board Members as the President sees fit.

7.3 Vice-President

The Vice-President shall:

- (a) The Vice-President shall carry out the duties of the President during the President's absence and in the event the President resigns, assume the Presidency until the next Annual General Meeting.
- (b) Work closely and cooperatively in support of the President.

7.4 Secretary

The Secretary shall:

- (a) Issue notices of the Association and Board;
- (b) Record proceedings, attendance, and keep minutes of all meetings of the Association and Board;
- (c) Oversee all records and documents of the Association except those required to be kept by the Treasurer; and
- (d) Maintain the register of members.
- (e) In the absence of the Secretary from a meeting, the Board shall appoint another person to act as Secretary at that meeting.

7.5 Treasurer

The Treasurer shall:

- (a) Be bondable;
- (b) Prepare an annual budget
- (c) Be responsible for the deposit of all monies paid to the Association;
- (d) Properly account for the funds of the Association and keep the financial records;
- (e) Render a full detailed account of receipts and disbursements to the Board or other members when required; and
- (f) Assess all financial undertakings to ensure they are within the annual budget.

7.6 Secretary-Treasurer

- (a) The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

7.7 Immediate Past President

The Immediate Past President shall:

- (a) Provide advice and support; and
- (b) Provide information about resources, contacts, and other essential information.
- (c) Shall be an ex officio member of the executive committee

PART 8 FINANCES

8.1 Deposit of Funds

- (a) All funds of the Association will be on deposit in a chartered bank, credit union or trust company.

8.2 Signing Authority

- (a) The Board shall designate at least three persons to be signing officers, one of whom will be a Treasurer. At least two of them shall sign any banking and legal documents on behalf of the Association.

8.3 Fiscal Year

- (a) The fiscal year of the Association shall end March 31.

8.4 Annual General Meetings

At each Annual General Meeting the Board shall present to the members for their consideration:

- (a) A report of income and expenditures for the previous fiscal year, together with the auditors reports thereon, if any;
- (b) A budget for operating expenses for the Association for the ensuing fiscal year.

8.5 Borrowing Powers of Directors

- (a) In order to carry out the purposes of the Association, the Board may, on behalf of and in name of the Association, raise funds.
The Board shall have the power to:
 - (b) Initiate specific fund-raising projects; or
 - (c) Seek grants that may be available from government, charitable foundations and similar sources; providing that neither (a) or (b) constitutes or implies partisan support of a provincial political party or endorsement of a commercial product.
- (d) The members may, by special resolution, restrict the borrowing powers of the directors, with such restriction being reviewed at the next Annual General Meeting.

8.6 Liability of Directors

- (a) Except for such costs, charges, or expenses as are occasioned by his or her own willful neglect or default, each Director of the Association shall be indemnified and saved harmless out of the funds of the Association from and against all expenses incurred or lawsuits brought against him or her in his or her capacity as a Director of the Association.

PART 9 - CONSTITUTION AND BY-LAWS

9.1 Copy of Constitution and By-laws

- (a) On being admitted to membership, each member is entitled to and the Association shall give each member, without charge, a copy of the Constitution and By-laws of the Association.

9.2 Constitutional and By-laws Amendments

- (a) The Constitution and these By-laws may not be rescinded, altered or added to except by resolution at an Annual General Meeting.

- (b) Such action to amend the Constitution or By-laws shall require sixty day written notice of the proposed amendment to all members in good standing.

PART 10 - OFFICE AND BOOK OF ACCOUNTS

10.1 Office

- (a) The Association shall maintain an office at such a place as determined by the Board.

10.2 Book of Accounts

- (a) All books of accounts, records and minutes of the Association, other than minutes of in-camera proceedings of the Board, shall be open to members of the Association for inspection by any reasonable time and upon reasonable notice to the Secretary.

PART 11 - AUDITOR

11.1 Applicability

- (a) This part applies only where the Association is required or has resolved to have an auditor.

11.2 Appointment of Auditor

- (a) The first auditor shall be appointed by the Board who shall also fill all vacancies occurring in the office of the auditor.
- (b) At each Annual General Meeting, the Association shall appoint an auditor for the organization. They will act in that capacity until such time as they indicate their inability to do so and until a new auditor is appointed in their place.

11.3 Removal of Auditor

- (a) An auditor may be removed by ordinary resolution.

11.4 Notice of Auditor

- (a) An auditor shall be promptly informed in writing of appointment or removal.

11.5 General Meetings

- (a) The auditor may attend general meetings.

PART 12 - RULES OF ORDER

- 12.1** The rules contained in the latest edition of Robert's Rules of Order shall govern all matters of procedure not covered in the By-laws.