



SOUTHRIDGE.
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SOUTHRIDGE SCHOOL ALUMNI ASSOCIATION

BYLAWS APPROVED AT APRIL 2017 AGM

Bylaw 1 - Interpretation

In these Bylaws unless the context otherwise requires, words importing the singular shall include the plural, or vice versa; and reference to persons shall include firms and corporations.

Bylaw 2 – Membership

2.1 Eligibility for Membership

Membership in the Association is open to all persons who graduated from Southridge School.

2.2 Membership by Application

Any individual who attended Southridge School for no less than one full school year, and is not accommodated through the procedures in Section 1, may seek membership by written application to the Association. In addition, such individual must be at least 19 years of age at the time of application for membership.

2.3 Request for Withdrawal of Membership

Any member of the Association may withdraw from membership by written request to the Association.



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Bylaw 3 – Meetings

3.1 Annual General Meeting

The Annual General Meeting of the Association shall be held once per calendar year, no longer than 15 months following the previous Annual General Meeting, at the place and time as the Alumni Executive Board may determine.

3.2 Other General Meetings

Other general meetings of the members may be convened by resolution of the Alumni Executive Board or on receipt of a written request from no less than fifty (50) members, at such place and time as the Alumni Executive Board may determine.

3.3 Notice of Meetings

Notice of the time and place of all general meetings and the general nature of the business to be transacted shall be communicated in any manner permitted by these Bylaws to each member whose email address is known at least fifteen (15) days before the holding of the meeting.

3.4 Notice Deemed to be Given

Whenever under the provisions of the By-laws of the Association, notice is required to be given, such notice may be given by a notice placed on the Association's website and by an email notice sent to the members.

3.5 Waive Notice

No error or omission in giving notice of any Annual General Meeting or other general meetings or any such reconvened meeting shall invalidate nor make void any proceedings at such meeting and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.



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3.6 Quorum

A quorum for the transaction of business at any general meeting of members shall consist of not less than the number of members on the Alumni Executive Board.

3.7 Reconvened Meetings

Any meetings of the Association or of the Alumni Executive Board may be adjourned to any time and from time to time and such business may be transacted at such reconvened meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such reconvened meetings.

3.8 Voting

At any meeting of the Association each member shall have one vote, which must be given either in-person or via telephone by each member. In the case of a tie, the Association shall hold a second vote, and during such vote the Chair of the Alumni Executive Board shall abstain from voting.

3.9 Business of Meetings

The members at a general meeting shall consider reports concerning the affairs of the School and of the Association, exercise such powers and perform such duties as are conferred upon it by the Bylaws, and make such recommendations to the Alumni Executive Board.

Bylaw 4 - Alumni Executive Board

4.1 Composition

The affairs of the Association shall be managed by the Alumni Executive Board consisting of seven (7) to twelve (12) members, elected or appointed as Directors as provided in the Bylaws plus such ex-officio members as are provided for herein.

In addition to the seven (7) to twelve (12) Directors on the Alumni Executive Board, the immediate Past Chair of the Alumni Executive Board whose regular term of office on the Board has expired



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shall be an ex-officio non-voting member of the Alumni Executive Board until such time as a new Past Chair comes into being.

The Alumni Executive Board will be supported administratively by a staff representative of Southridge School who will also serve as a liaison between the School and the Association. This person is an ex-officio non-voting member of the Alumni Executive Board.

4.2 Election of Directors

At every Annual General Meeting of the Association:

- (a) all Directors whose terms end as of that Annual General Meeting cease to hold office immediately before the election;
- (b) the members entitled to vote at the Annual General Meeting for the election of Directors must elect the number of Directors required to fill the vacancies created by Section 4.2(a) or otherwise, to hold office for term expiring not later than the second Annual General Meeting following their election (a “Two-Year Term”); and
- (c) subject to Section 4.3, all Directors whose Terms end pursuant to Section 4.2(a) are eligible for re-election or re-appointment at that Annual General Meeting.

4.3 Consecutive Terms

No person who has been elected for three consecutive Two-Year Terms shall be eligible to be elected as a member of the Alumni Executive Board for the next ensuing term.

4.4 Authority

The affairs of the Association shall be managed by the Alumni Executive Board who may exercise all such power and do all such acts and things as may be exercised or done by the Association that are not by these Bylaws or by law expressly directed or required to be done by the Association at a meeting or otherwise and may make or cause to be made for the Association in its name any kind of contract which the Association may lawfully enter into and in particular and without restricting the foregoing the Alumni Executive Board shall:



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- (a) Elect the officers specified in these Bylaws and such other officers as they deem advisable;
- (b) Give consideration at the earliest possible time to all recommendations arising from general meetings;
- (c) Regulate the finances of the Association;
- (d) Supervise the program presented on any public occasion for or by the Association; and
- (e) Arrange the program for general meetings;

4.5 Recall

The actions of any member of the Alumni Executive Board, who is acting as a representative of the Association, may be reviewed by Special Resolution at any general meeting and such member of the Alumni Executive Board may be removed from office.

4.6 Quorum

Four (4) members of the Alumni Executive Board shall form a quorum for the transaction of business. No formal notice of any meeting shall be necessary if all the members of the Alumni Executive Board are present, or if those absent have signified their consent to the meeting being held in this absence. Board meetings may be formally called by the Chair or Vice-Chair or on direction of two Board members.

4.7 Meetings

A meeting of the Alumni Executive Board shall be held each year within 30 days after the Annual General Meeting.



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4.8 Voting

Questions arising at any meeting of the Alumni Executive Board shall be decided by a majority of votes, and in the event of a tied vote in respect of the question, the Alumni Executive Board shall hold a second vote and during such vote the Chair shall abstain from voting.

4.9 Election of Officers

In the case of the election of officers, all members shall have the right to vote, including the Chair of the meeting who must vote at the same time as other members. In the event of an equality of votes for the top-ranking candidates, a runoff of the continuing tied candidates shall be held immediately and continue until one candidate is declared elected.

4.10 Resolution in Writing

A resolution in writing signed by all members of the Alumni Executive Board personally shall be valid and effectual as if it has been passed at a meeting of the Alumni Executive Board duly called and constituted.

4.11 Remuneration

No members of the Alumni Executive Board shall receive any remuneration from the Association for services rendered as a member of the Alumni Executive Board of the Association.

4.12 Duties of Officers

The duties of all officers of the Association shall be such as the Alumni Executive Board requires.

4.13 Liability

The members of the Alumni Executive Board shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent, employee or attorney selected by the members of the Alumni Executive Board with reasonable care or for any acts or omissions of any other officers.



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4.14 Ceasing to be a director

A member ceases to be a Director on the Alumni Executive Board when:

- (a) the term of office of that Director expires;
- (b) the Director dies;
- (c) the director resigns as a director by notice in writing provided to the Association; or
- (d) the director is removed from office pursuant to Section 4.5

Bylaw 5 – Officers

5.1 Signing Officers

All officers, as well as the School representative, shall be signing officers of the Association.

5.2 Chair

Duties of the Chair shall be to preside at all general meetings and meetings of the Alumni Executive Board, to submit to the Annual General Meeting a report of the affairs of the Association, to present to the membership from time to time through the Alumni website or other Alumni publication a brief account of the activities and program of the Alumni Executive Board, and to perform such duties which usually pertain to such office.

The Chair shall be an ex officio member of all committees.

5.3 Vice-Chair

Duties of the Vice-Chair shall be to perform all duties of the Chair in that officer's absence or during the Chair's inability to act. The Vice-Chair shall have such other powers and shall perform such other duties as may be assigned to the Vice-Chair by the Alumni Executive Board. If both Chair and Vice-Chair are absent from a meeting the members present shall elect a person to act as chair for that specific meeting.



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5.4 Treasurer

The Treasurer shall have the custody of the funds and securities of the Association subject to the direction of the Alumni Executive Board.

The Treasurer shall submit at the Annual General Meeting a statement of the financial condition of the Association and, whenever required by the Alumni Executive Board, shall make and render a statement of the Treasurer's accounts and such other instruments as may be required. The Treasurer shall cause to have kept or shall keep in books of the Association a full and accurate account of all monies received and paid by the Treasurer on account of the Association and shall perform such other duties as may from time to time be assigned to the Treasurer by the Association.

5.5 Term of Office

The officers of the Alumni Executive Board shall hold office for a term of two (2) years and until their respective successors are elected or appointed in accordance with these By-laws. No officers shall hold the same office for more than two (2) consecutive terms.

Bylaw 6 - Audits and Accounts

6.1 Auditor The Alumni Executive Board may from time to time appoint an auditor or auditors to hold office for such period as the members of the Alumni Executive Board may determine.

6.2 Reasonable Access to Records The auditors and members of the Association shall have the right of access at all reasonable times to all records, documents, books, accounts and files of the Association and shall be entitled to require from the members of the Alumni Executive Board such information and explanations as may be necessary for the purpose of the duties of the auditors.



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Bylaw 7 - Seal

The Alumni Executive Board may adopt a seal which shall be the common seal of the Association and, if they do so, shall by resolution provide for the safe custody of the seal which shall not be affixed to any instrument except in the presence of the following persons:

- (a) those persons which may be designated from time to time in a resolution of the Alumni Executive Board, or failing such declaration;
- (b) any two members of the Alumni Executive Board.

Bylaw 8 - Nomination and Election Procedures

8.1 Notice

Notice of Call for Nomination for the Alumni Executive Board shall be made at least sixty days prior to the close of nominations. Such notice shall contain information and guidelines with respect to membership eligibility, procedures for nomination, the closing date for nomination, the number of positions open and other information as from time to time is defined by the Nominating Committee and ratified by the Alumni Executive Board.

8.2 Eligibility

Only members of the Association are eligible for election to the Alumni Executive Board.

8.3 Nominating Committee

The Nominating Committee shall be struck not later than the time of Notice of the Call for Nominations to the Alumni Executive Board. The composition of the Nominating Committee shall be:

- (a) not less than three nor more than five people who have been appointed by the Alumni Executive Board;
- (b) at least one member of the Nominating Committee must be an elected member of the Alumni Executive Board; and
- (c) the members of the Nominating Committee must not be nominees for the positions for which nominations are sought.



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8.4 Duties of the Nominating Committee

The Nominating Committee shall be charged with the responsibility of ensuring that each nominee fulfills the eligibility requirements for nomination to the Alumni Executive Board.

8.5 Duties of the Alumni Executive Board

The Alumni Executive Board is responsible for providing a sufficient number of nominees for any election.

8.6 Close of Nomination

Nomination papers for the Alumni Executive Board must be signed by the nominee and nominator(s), and may include a candidate's statement of up to 250 words. The closing of nominations for the Alumni Executive Board shall be 1600 hours, at least forty-five (45) consecutive calendar days prior to the Annual General Meeting of the Association.

8.7 Vote by Ballot

As determined by the Alumni Executive Board, election for the Alumni Executive Board shall be conducted by electronic means and/or by ballots distributed by hand to all members of the Association in attendance at an Annual General Meeting at which such elections are held.

8.8 Vacancies

If a vacancy occurs on the Alumni Executive Board, the position will be filled by appointment by the Alumni Executive Board until the next Annual General Meeting, at which point a Director would be elected for the duration of that term. If a vacancy leaves the Alumni Executive Board without a quorum, a special meeting of the Association will be called to fill the vacancies.



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Bylaw 9 - Changes to Bylaws

The Bylaws of the Association shall not be repealed, altered or amended except by Special Resolution, with requirement that at least thirty (30) days notice be given:

- via email to all registered members whose email addresses are deemed to be current according to the books of the Association; or
- at any general meeting.

A Special Resolution shall deem to be passed in a general meeting, of those registered members who vote in person; or if the Association has adopted a system of indirect or delegate voting or voting by mail or electronic means, by a majority of not less than 75% of the votes cast in respect to the resolution.

Bylaw 10 – Profits or Dividends

The purposes of the Association shall be carried on without pecuniary gain to its members and no dividends shall be declared or paid and any profits or other accretions to the Association shall be used in promoting its purpose. This provision was previously unalterable.

Bylaw 11 – Dissolution

Upon the dissolution of the Association, any funds of the Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization or organizations having purposes of a like nature to the Association. This provision was previously unalterable.