

Association By-Laws

Woodman Music Parents Association

Membership

1. Parents/Guardians of all the students enrolled in the Music Program at Woodman School are automatically members of the Woodman Music Parents Association. Any individual with an interest in the objectives and purposes of the Association shall be eligible for membership.
2. Members are obliged to be supportive of the Music Parents Association and the school music program, according to the aims and objectives stated in the Application under the Societies Act.
3. (1) Any member wishing to withdraw from membership may do so at any time. Membership automatically terminates when a member's child/children leave the music program.
(2) Any member may be expelled from membership for any cause which the Association may deem reasonable, upon two-thirds vote of those members of the Association in good standing who are in attendance at a general meeting.

Executive Committee

4. Executive Committee, Board of Directors or Board shall mean the Board of Directors.
5. The Board shall, 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 Association, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days' notice in writing mailed to each member, or by three days' notice by email or telephone. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Executive is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise the shall be null and void.
6. A person appointed or elected 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 days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
7. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Association may deem reasonable.

President

8. The President, or Chair, shall be ex-officio a member of all Committees. They shall, when present, preside at all meetings of the Association and of the Board. In their absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

Vice President

9. The Vice President, or Vice Chair, shall support the President and other Board members as needed. In the absence of the President, the Vice President shall preside as chairperson at meetings of the Association. In the event a member of the board should resign, or become otherwise unable to fulfil their role, the Vice President shall take over that role until such time as a new board member can be elected.

Secretary

10. It shall be the duty of the Secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. In case of the absence of the Secretary, their duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.
11. The Secretary shall also keep a record of all the members of the Association, and their addresses, and send all notices of the various meetings as required.

Treasurer

12. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of the same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. They shall properly account for the funds of the Association and keep such books as may be directed. They shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association. A copy shall be filed annually with the Provincial Registrar under the Societies Act. The Treasurer may also designate any of these duties to the Office Administrator.
13. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of offices shall so decide.
14. The books and records of the Association may be inspected by any member of the Association at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer.

Music Director

15. There is an additional non-elected, non-voting position on the executive; the Music Director. The Music Director is the current Music teacher at Woodman School.

Office Administrator

16. At the discretion and approval of the Board, an office administrator may act as a volunteer or be hired by the Music Director to assist in the management of administration duties of the music program under the direction of the music director. Duties may include, but are not limited to keeping a record of all music students, their fees, instruments and fundraising monies. The Office Administrator is a non-voting position.

Remuneration

17. Unless authorised at any meeting and after notice for the same shall have been given, no directors, officer or member of the association shall receive any remuneration for their services. The Office Administrator position is the only position in the Association that may be a volunteer position or a paid position at the discretion and approval of the Board. The Office Administrator could be paid an hourly salary set by the Executive from the fees collected.

Auditing

18. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the association elected for that purpose at the Annual Meeting of the Association.
 - a. The books and records of the Association may be inspected by any member of the Association at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.
19. The officers shall open bank accounts in the name of the Association, but shall have no borrowing rights on behalf of the Association or its members.
 - a. The signing authority for the General account shall consist of any two of the following positions: President, Vice President, and the Treasurer.
 - b. The fiscal year of the Association shall be from June 16 to June 15.

Meetings

20. In September of each year, this Association shall hold an Annual Meeting, for which notice in writing shall be delivered at least five days prior to the meeting date. At this meeting, there shall be elected, at minimum, a President, Vice President, Secretary and Treasurer. The officers so elected shall form a Board with the Music Director and shall serve until their successors are elected. Any vacancy shall be filled at the next meeting. Any member shall be eligible for any elected office in the Association.
21. Additionally, Members-at-Large may be elected to fill non-executive positions such as grade representatives, fundraising coordinator, volunteer coordinator, etc. These positions are not mandatory, and are filled at the discretion of the President.
22. Meetings of the Association may be called at any time upon the instruction of the President or Board with notice delivered at least 10 days by mail or 3 days by email or telephone previous to the date of such meeting.

A special meeting shall be called by the President upon receipt of a petition signed by one-third of the members, setting forth the reasons for calling such a meeting.

23. Four (4) members in good standing shall constitute a quorum at any meeting.
24. If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
25. If the President calls a meeting of members they may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Voting

26. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the association. Such votes must be made in person or electronically by members present and not by proxy or otherwise.

Dissolution of the Association

27. In the event of the voluntary or involuntary dissolution of the Association, the Board of Directors will appoint three members to oversee the liquidation of the assets, payment of debts and ensure the timely transfer of remaining assets to Woodman School or other eligible charity if Woodman School is also closed.

Borrowing Powers

28. For the purpose of carrying out its objects, the association 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 shall be exercised only under the authority of the Association and in no case shall debentures be issued without the sanction of a special resolution of the association.
29. The directors of the Association may from time to time:
 - a. Borrow money or otherwise obtain credit upon the credit of the Association in such amounts and upon such terms as may be considered advisable;
 - b. Issue, reissue, sell or pledge debt obligations of the Association, including without limitation, bonds, debentures, debenture stock, notes or other securities or obligations of the Association, whether secured or unsecured for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;

- c. Charge, mortgage, hypothecate, pledge, assign, transfer or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including among other things, book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any money borrowed or any other debt or liability of the Association;
- d. Guarantee to Canadian Imperial Bank of Commerce (“CIBC”) the indebtedness and liability of any person, firm or corporation, in either a limited or unlimited amount and either with or without security; and
- e. Delegate to such one or more of the offices and directors of the Association as may be designated by the directors all or any of the powers conferred by the foregoing clauses of this by-law to such extent and in such manner as the directors shall determine at the time of each delegation.

By-Laws

30. The By-Laws may be rescinded, altered or added to by a “Special Resolution”.

By-Laws

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Dated: _____ 20____

Signature: _____ Address: _____

Print Name: _____

Signature: _____ Address: _____

Print Name: _____

Signature: _____ Address: _____

Print Name: _____

Signature: _____ Address: _____

Print Name: _____

Signature: _____ Address: _____

Print Name: _____

Signature: _____ Address: _____

Print Name: _____

Witness

Signature: _____ Address: _____

Print Name: _____