

CONSTITUTION  
AND  
BY-LAWS  
OF  
THE FRIENDS OF BISHOP ALLEN

September 2011

# FOBA Constitution and Bylaws

## **NAME**

The name of the organization is the Friends of Bishop Allen, hereinafter referred to as FOBA.

## **OBJECTIVE**

The Friends of Bishop Allen is a non-profit organization. All monies raised by FOBA will be used to further its objectives. No part of the monies is to be given to members of the organization.

FOBA shall be guided by the following objectives:

To enhance the educational experience of the students of Bishop Allen Academy by conducting fund raising events in cooperation with the Catholic School Advisory Council (CSAC), the proceeds of which will be used to purchase items and materials deemed necessary by the school community, fund special initiatives and/or student scholarships.

## **STATEMENT OF ACTIVITIES**

FOBA will conduct fund raising events throughout the school year. All proceeds generated through this fund raising are to be used for the purchase of items and materials deemed necessary by FOBA, or the funding of special initiatives and/or student scholarships. These may include, but are not limited to, mobile computer laboratories, televisions and computer software to broadcast announcements in the foyer throughout the day, plaques for Wall of Distinction displays, framed photos for "BA In Action" displays, students-painted murals in the stairwells, scholarships for post-secondary study subsidization of student participation in extra-curricular activities (subject to need) beautification projects, bringing in guest speakers or theatre troupes for Heritage Month, etc.

FOBA, properly constituted shall be governed by this Constitution and by the following by-laws.

## **BY-LAWS**

### **1. MEMBERSHIP**

#### **(i) Composition**

The parents/legal guardians of students attending the school (Bishop Allen Academy), school staff members, the students and all Catholic ratepayers within the area serviced by the school have the right to be recognized as members of FOBA.

#### **(ii) Annual General Meeting (AGM)**

An AGM of the members shall be called each year by the Chair of the Advisory Council of FOBA or, failing the Chair, by the Principal of the school, for the

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purpose of electing new members of the Advisory Council, for presenting to the members FOBA's annual report and financial statements and for the purpose of entertaining resolutions and amendments to FOBA's by-laws.

### (iii) **General Meetings**

FOBA shall schedule a minimum of one (1) general meeting which may include the AGM of the members to discuss FOBA affairs and to make decisions thereon.

### (iv) **Special General Meetings**

The Advisory Council of FOBA, the Chair or any 5 members of FOBA may call a special meeting of the members on a date and time set after consultation with the school Principal.

### (v) **Quorum**

FOBA meetings shall be considered at quorum whenever 51% or more of the members of the Advisory Council are present. Should this quorum not be reached, the Advisory Council shall reschedule the meeting and send out notice of the rescheduling to the members. If a quorum is not reached at a second meeting, then the business of FOBA shall be carried out by the members present at that meeting.

### (vi) **Voting**

Each member of FOBA shall be entitled to one vote on each question arising at the AGM or at any General or Special Meeting of the FOBA members.

At all meetings of members, every question shall be decided by a majority of the votes of the members present. Except for the voting on the election of the Advisory Council members, which shall be done by secret ballot, every question shall be decided in the first instance by a show of hands unless any member demands a poll. In the case of an equality of votes at any meeting of members, whether upon a show of hands or a poll, the chairperson of the meeting shall declare the question defeated.

## **2. ADVISORY COUNCIL**

### (i) **Composition**

The Advisory Council of FOBA shall be composed of the following: 1-3 of the school's administrators, 1-7 teachers, 1-7 parents/guardians, and 1-7 students. The composition of the council may vary from year to year, depending on many factors, but the goal is to have representation from all four of these groups, in roughly equal weightings, in accordance with these numbers. The purpose of this is to draw on a cross-section of inputs and perspectives for council decisions and directives.

### (ii) **Powers**

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The affairs of FOBA shall be administered by the Advisory Council, which shall have the power to act on behalf of FOBA, in accordance with its constitution and the approval of the general membership, which shall be obtained at general meetings of FOBA.

### **(iii) Elections**

Elections of parents/guardians to the Advisory Council of FOBA shall be held annually during the first thirty (30) days of each school year and the elected parents/guardians will be elected for a term of one (1) year. .

The Principal shall, at least fourteen (14) days before the date of the election of parent/guardian members of the Council, give written notice of the election and distribute a nomination form to every parent/guardian of a student who is enrolled in the school.

Completed nomination forms, along with biographies, must be returned to the school office no later than seven (7) days prior to the election. Nominations will be accepted from the floor on election day. A list of names of nominees for the position of parent/guardian members shall be drawn up from the nomination form submitted.

If the list of nominees is five (5) or less then the parent/guardian members shall be determined by acclamation and an election shall not take place. FOBA is not limited to 5 members.

### **(iv) Council Meetings**

The Advisory Council shall conduct the business of FOBA at meetings held at such places and at such times as it may decide after consultation with the school's Principal. The Advisory Council shall meet at least once (1 time) a year. No formal notice of such meetings shall be necessary if all council members are present. Advisory Council meetings may be formally called by the Chair the Vice-Chair or by the Secretary of FOBA on written direction of a simple majority of the Advisory Council or after consultation with the school Principal.

### **(v) Quorum**

The quorum for the transaction of business at any meeting of the Advisory Council shall be a majority of the members, including at least one (1) representative from any three of the following groups: the school's administration, the parents/guardians, the teachers and the students.

### **(vi) Voting**

Resolutions adopted at any meeting of the Advisory Council shall be passed by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall cast the deciding vote. Votes at any such meeting shall be taken in the usual way, by a show of hands.

### **(vii) Vacancies**

Vacancies on the Advisory Council, however caused, may, so long as a quorum of members remains in office, be filled by the Advisory Council from among the

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members of FOBA. If there is no quorum the remaining members shall forthwith call a meeting of FOBA to fill the vacancy. If a quorum still cannot be achieved, then a quorum shall be fifty percent (50%) of the remaining members until the vacancies can be filled.

### (viii) **Attendance**

Any member of the Advisory Council who misses more than three (3) consecutive Advisory Council meetings without sufficient reason shall forfeit his/her position, by virtue of a vote by the Advisory Council.

## **3. OFFICERS**

The Officers of FOBA shall consist of a Chair, Vice-Chair, Secretary and Treasurer and such other officers as FOBA deems necessary to carry out its activities. No person shall hold more than one office in any given school year. The members of the Advisory Council shall elect from among themselves the officers of FOBA at their first meeting after the annual meeting.

## **4. MEMBERS-AT-LARGE**

The members of Advisory Council, other than the officers, will be referred to as the “members-at-large” of the Advisory Council.

## **5. DUTIES**

### (i) **Chair**

The Chair shall act as the official representative of FOBA and shall provide leadership in the formation and effective operation of a vital FOBA.

The Chair shall, when present, preside at all meetings of the members of FOBA and of the Advisory Council. In the absence of both the Chair and Vice-Chair such duty or power may be exercised by another member of the Advisory Council appointed for the purpose by the Chair.

The Chair shall be an ex-officio member of all Standing Committees of FOBA. In consultation with the Advisory Council and the school’s Principal, the Chair shall: set the date of the AGM of the members of FOBA to elect the Advisory Council; set the agenda for the Advisory Council’s meetings and for the General Meetings; and prepare an Annual Report of the Activities of The Friends of Bishop Allen (FOBA). The Chair shall additionally ensure that the minutes of FOBA and Advisory Council meetings are recorded and maintained, participate in information and training programs, regularly communicate with the school’s Principal, ensure that there is regular communication with the members of FOBA, and consult with school board staff and trustees as required.

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### (ii) **Vice-Chair**

The Chair of the CSAC (Catholic School Advisory Council) will act as the Vice-Chair of FOBA. During absence or inability of the Chair, the duties and powers of the same shall be exercised by the Vice-Chair. The Vice-Chair, moreover, shall assist the Chair at all times in the discharge of his/her duties.

### (iii) **Secretary**

The Secretary of FOBA shall: keep a record of the proceedings of the Advisory Council meetings, the AGM, and of all regular and special general meetings of the members; attend to all official correspondence and communication, posting of notices and filing of records as directed by FOBA; send adequate notice of annual, regular and special general meetings to the members of FOBA (adequate notice is defined as postings on the school's general bulletin board and website); and perform such other duties as may from time to time be determined by the Advisory Council.

### (iv) **Treasurer**

The Treasurer of FOBA shall: keep full and accurate records of all receipts and disbursements of FOBA in proper books of account in regard to banking and funds disbursements; provide, at regular meetings, of the Advisory Council or whenever required, an account of all transactions of FOBA and its financial position; prepare a full Financial Statement for submission to the Independent Financial Reviewer (if requested) of FOBA at least one (1) week prior to the AGM; and perform such other duties as may from time to time be determined by the Advisory Council.

### (v) **Members-at-Large**

The members-at-large of FOBA may chair other FOBA committees and shall: participate in information and training programs; act as a link between the Advisory Council and FOBA; encourage the participation of parents/guardians and other Catholic ratepayers from all groups within FOBA; and perform such other duties as may from time to time be determined by the Advisory Council.

### (vi) **Financial Reviewer**

An Independent Financial Reviewer of FOBA shall examine the Financial Statements and all financial records kept by the Treasurer, and shall report their findings at the AGM of the members, if requested by any member of FOBA. Such report may be verbal.

## **6. COMMITTEES**

### (i) **Standing (Permanent)**

FOBA shall make appointments to such Standing Committees as may be required to carry out its activities. The members appointed to the Standing Committee shall elect yearly, from among themselves, a Chairperson of their respective committee. Each such standing committee shall consist of as many

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members as FOBA may deem desirable, and shall be drawn from among the members of FOBA. The Chair of FOBA and the school's Principal or his/her designate shall be ex-officio members of each standing committee. Standing Committees shall report through the Advisory Council to the General Membership.

### (ii) **Temporary (Ad Hoc)**

FOBA shall establish such Temporary Committees as from time to time may be required to carry out its activities and shall appoint members thereof. The members appointed to the Temporary Committee shall elect from among themselves a Chairperson of their respective committee. Such temporary committees shall dissolve upon completion of the task for which they were set up. Temporary (Ad Hoc) Committees shall report through the Advisory Council to the General Membership.

### (iii) **Nominating**

At the AGM, members shall appoint a Nominating Committee consisting of a Chairperson and as many other members as the Council deems necessary.

At least twenty-one (21) days prior to the AGM of the members of FOBA, the Nominating Committee shall cause to be published and to be sent to the members an invitation to submit the names of members willing to serve on the Advisory Council together with their written consent, obtained through nomination forms obtained made available at the school. If insufficient forms are received, the Committee shall attempt to recruit the required number. The Nominating Committee shall then prepare a list of the nominees. Such a list shall be sent to the members, together with the second notice regarding the AGM, no later than three (3) days prior to the AGM.

For the purposes of holding FOBA first official election under these by-laws, an exemption from above the regulations may be made and a special procedure may be approved by the general membership.

## **7. NOTICES**

### (i) **Annual General Meetings**

A first notice of the AGM for the purpose of electing the new members of the Advisory Council shall be sent to the members by the Chair, after consultation with the school's Principal, at least twenty-one (21) days prior to the meeting. The notice shall be sent together with the invitation for nominations. A second notice shall be sent to the members at least three (3) days prior to the AGM, together with the list of nominees as prepared by the Nominating Committee. This notice shall be in addition to any notice the Principal of the school may send to parents regarding the AGM and the election of the Advisory Council.

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### (ii) Regular General Meetings

At least ten (10) days' notice shall be given of the regular meetings of FOBA. No formal notice shall be necessary if:

- a) all the members are present when the time date and place is decided.
- b) the meetings are held at a regularly scheduled time and place.

### (iii) Council Meetings

At least ten (10) days' notice shall be given if the Advisory Council meets irregularly. No formal notice of the meetings shall be necessary if:

- a) All the Council members are present when the time, date and place is decided.
- b) The meetings are held a regularly scheduled time and place.
- c) A Copy of Notice of all FOBA meetings is posted on the school's bulletin board and website.

## 8. AGENDAS

### (i) Council Meetings

The Chair of FOBA, in consultation with the Principal of the school, shall prepare and distribute the agenda for the Advisory Council meetings. Any FOBA member wishing to have an item on the agenda of the Advisory Council meeting shall bring the item to the attention of the Chair or the school Principal at least two (2) school days before the meeting. Additional agenda items will be discussed at the meeting, if time permits, otherwise they will be put on the agenda for the next meeting.

### (ii) Annual, Regular and Special General Meetings

The Chair of FOBA, in consultation with the Advisory Council and the school Principal, shall prepare the agenda for the annual, regular and special general meetings of FOBA. The agenda for the meeting shall be sent to the members at least one (1) school day prior to the meeting.

## 9. AMENDMENT TO BY-LAWS

The by-laws of FOBA may be amended at the AGM by a vote of no less than seventy-five percent (75%) of the members constituting the quorum, provided written notice of the proposed amendment(s) shall have been given to the FOBA Secretary at least ten (10) days prior to the meeting. Notice of proposed amendments shall be sent to the members together with the second notice calling the AGM three (3) days prior to the meeting.

## **10. DISSOLUTION OF THE FRIENDS OF BISHOP ALLEN**

FOBA shall be dissolved when and if the school ceases to operate. In the event of dissolution of FOBA, the disposal of funds in the Treasury shall be voted upon at the final General Meeting, provided written notice containing the amount of funds in the treasury shall have been sent to the members of FOBA together with the notice of the final General Meeting of FOBA.

## **11. REMUNERATION**

The members of the Advisory Council of FOBA shall receive no remuneration for acting as such.

## **12. CHEQUES**

The disbursement of funds will require two (2) signatures on every cheque. The following persons shall be authorized to sign cheques:

- (a) a representative of the Advisory Council of FOBA (usually the Treasurer or the Chair)
- (b) the Principal of the school or a designate

## **13. FUNDS**

Funds raised by FOBA shall be used for school related activities and to pay for the general expenses of carrying out the business of FOBA.

## **14. INDEPENDENT FINANCIAL REVIEWER**

If an Independent Financial Review is requested by any member of FOBA then the FOBA Council shall select a qualified independent reviewer to review the Financial Statements prepared by the Treasurer prior to the AGM of the members of FOBA.

## **15. CONFLICT OF INTEREST**

Any time FOBA is doing business with a member of any of its committees, whether the member directly or with a business enterprise with which the member is directly or indirectly associated the member shall declare a conflict of interest and shall not vote on any resolution pertaining to this business.

## **16. CONFLICT OF PURPOSE**

If at any time members of the Advisory Council of FOBA have concerns which fall within the jurisdiction of the school community and they choose to take them

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beyond the jurisdiction of the school administration without the endorsement of the Advisory Council of FOBA, they do so as private individuals and not as representatives of the Advisory Council of FOBA. Said members shall indicate as much whenever they find themselves in such a situation and shall disclose to the Advisory Council their intention to pursue the matter as private individuals.

### **17. RULES OF ORDER AT MEETINGS OF THE SCHOOL COMMUNITY**

The rules of order to be observed at meetings of FOBA shall be in accordance with the provisions of these by-laws.

In all cases for which no specific provision is made in these by-laws, the rules and practices of Robert's Rule of Order, Newly Revised (Scott Foresman & Co. 1990) shall be considered to apply. The edition of Robert's Rules to be used may be changed from time to time by a resolution of FOBA.

### **18. RESOLUTION OF DISAGREEMENTS AND DISCIPLINARY PROCEDURES**

For the resolution of disagreements on any issue whatsoever and in all matters of disciplinary nature for which no specific provision is made in these by-laws. FOBA shall be governed by the rules and practices of Robert's Rules of Order, Newly Revised (Scott Foresman & Co. 1990). The edition of Robert's Rule to be used may be changed from time to time by a resolution of FOBA.