

***MANNING'S PAST STUDENTS' ASSOCIATION, INC.
NEW YORK CHAPTER***

***P.O. Box 100627
Brooklyn, New York 11210***

BY-LAWS

ARTICLE I

Name

The name of the Association shall be the Manning's Past Students' Association, New York Chapter, (hereinafter referred to as the "Association"), which is a not-for-profit corporation incorporated in the State of New York and a United States federally designated 501(c)(3) tax exempt organization, being one of the chapters of the Manning's Past Students' Association.

ARTICLE II

Objectives

The objectives of the Association shall be to utilize the collective resources of all alumni to:

- A. Plan, promote and organize activities for the best interest of Manning's School.
- B. Maintain fellowship among the past students.
- C. Give support to our Alma-Mater financially and otherwise as accepted by the membership.
- D. Endeavour to interest all past students to become members so as to have a dynamic Association.
- E. Encourage the formation of other chapters of the Association.
- F. Participate in community activities in collaboration with other educational and community organizations, whose aims and purposes are consistent with those of the Association.
- G. Articulate and promote academic excellence at Manning's School.

ARTICLE III

Membership

Section 1. Eligibility

- A. Any past student of Manning's School who subscribes to the principles and goals of the Association is eligible to become a member of the Association.
- B. An application for membership shall be made on a prescribed form.

Section 2. Classification of Membership

A. Active Members

Active members shall be members who have paid their dues for the current fiscal year. Such members shall be entitled to all the rights and privileges of the Association as defined herein.

B. Inactive Members

Inactive members shall be members who are in arrears of dues after December 31 in any fiscal year. Such members shall not be entitled to all rights and privileges of the Association as defined herein.

C. Honorary Members

Honorary membership shall be extended to any person nominated by the general membership and approved by a majority vote of active members in attendance at a general meeting.

Section 3. Rights and Privileges of Membership

A. Active Members

Active members shall have the rights and privileges to nominate candidates for office, to seek elective office and qualify for appointment as Ex-Officio Officers and Chairpersons of Committees, to vote in election and on Association business, to attend membership meetings, to participate in discussions and to represent the Association in an official capacity as authorized.

B. Inactive Members

Inactive members shall have the rights and privileges as active members except the right to vote in elections and on Association business, to nominate candidates for office, to seek elective office and qualify for appointment as Ex-Officio

Officers and Chairpersons of Committees, and to represent the Association in an official capacity as authorized.

C. Honorary Members

Honorary members shall have the rights to meet and assemble with all members, and to express their views on Association business. Honorary members shall have the right to vote in elections and on Association business, but shall not be eligible to nominate candidates for office and to seek elective office.

Section 4. Duties of Membership

Members of the Association have a duty to:

- A. attend general meetings.
- B. participate regularly in Association activities.
- C. pay annual dues. A failure by any member to pay his/her dues by December 31 each year shall render such member inactive as defined and provided for herein. Inactive members shall have their active membership status reinstated upon the full payment of any outstanding dues. All members must pay their dues by August 31 of an election year in order to be qualified to seek elective Office and to vote in said election.

ARTICLE IV
Executive Board

Section 1. Composition

- A. The Executive Board shall consist of the elected Officers of the Association, the Chairpersons of all Standing Committees and the Ex-Officio Officers. The Ex-Officio Officers and any non-elected Officer serving as Committee Chairperson shall serve on the Board in a non-voting capacity.

Section 2. Powers and Duties

- A. The Executive Board shall plan and direct the work necessary to carry out the program and policies in furtherance of the objectives of the Association as adopted by the general membership.
- B. The Executive Board shall create and designate special committees as it may deem necessary.

- C. The Executive Board shall be responsible for the effective control of the Association, to use its best efforts to uphold the good name of the Alma Mater, and to enhance its effectiveness in the community.
- D. The Executive Board shall be entitled to raise funds to promote the welfare of Manning's School. To this end, the views and opinions of all members shall be heard and considered.

Section 3. Vacancies

- A. If a vacancy arises on the Executive Board, other than that of the President or an Officer otherwise provided for in these By-Laws, the President shall appoint a successor with the consent of the Executive Board, if there is one-fourth (1/4) or less of the term remaining. If more than one-fourth (1/4) of the term remains at the date of the vacancy, the President may appoint a temporary replacement with the consent of the Executive Board until a special election is held within sixty (60) days or as soon as practicable thereafter to fill said vacancy.
- B. The Officer elected or appointed to a vacancy shall serve the remaining term of the replaced Officer.
- C. Should the Office of the President become vacant, the Vice-President shall assume this Office. If the Vice-President cannot assume this Office, then the Secretary shall fulfill this obligation until a special election is held within sixty (60) days or as soon as practicable thereafter to fill said vacancy.
- D. If at the end of a nomination period there is no nomination received for any Office for which nominations were sought, the outgoing officeholder shall, if available, continue to serve until a special election is held within sixty (60) days or as soon as practicable thereafter to fill said Office. If the outgoing officeholder is unable to continue, the Office shall be declared vacant and a special election held within sixty (60) days or as soon as practicable thereafter to fill said vacancy.

ARTICLE V
Officers

Section 1. Number, Manner of Selection and Term of Office

- A. The elected Officers of this Association shall be a President, a Vice-President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, and a Public Relations Officer.
- B. These Officers shall perform the duties prescribed by these By-Laws and shall adhere to the Parliamentary Authority of Robert's Rules of Order Revised.

- C. These Officers shall be elected biennially by a ballot in the September general election. However, if there shall be but one candidate for any Office, by unanimous consent, the Secretary shall cast the ballot.
- D. Officers shall hold Office for a term of two (2) years and shall serve until their successors are elected and installed.
- E. No member shall be a candidate for, elected to, or hold more than one (1) Office or position during any term, except that an Ex-Officio member may also be a Committee Chairperson.

Section 2. Qualifications, Removal and Succession

- A. All candidates for elected Offices in this Association shall be past students of Manning's School, shall have been active members of the Association for at least six (6) months preceding the election in question, and shall be able to attend and participate in meetings regularly.
- B. Any elected Officer who does not comply with or has failed to properly discharge his/her assigned duties and responsibilities with due care and judgment, has been found to be ineffective as an Officer, or has lost the confidence of the membership, may be removed from Office by a majority vote of the membership. The vacancy arising shall be filled pursuant to the relevant section(s) of these By-Laws.
- C. Each Officer shall turn over to his/her successor all books, papers, supplies and reports in his/her possession belonging to the Association within thirty (30) days of leaving Office or when ordered to do so by the Executive Board.

Section 3. Duties of Officers

A. President

The President shall:

1. preside over all meetings and shall be an Ex-Officio member of all committees, except the Nominating Committee.
2. appoint the Chairpersons of all standing committees, except the Nominating Committee.
3. approve and authorize the payment of all proper bills, shall sign cheques approved and authorized by the Executive Board, and perform all other functions of his/her Office.

4. acquaint and assist the newly elected President with all matters concerning the Association.

B. Vice-President

The Vice-President shall:

1. assist with the functions of all standing committees.
2. perform the duties and carry out the responsibilities of the President in his/her absence and automatically assume the Presidency upon the resignation, death, disability, or removal of the President from Office, and serve the unexpired term thereof, carrying out all the responsibilities of said Office as if s/he were duly elected to such.
3. be in charge of all social functions.
4. be a liaison between the Association and institutions in the United States, which may provide financial contributions or educational materials and assist with educational programs helpful to Manning's School.
5. advise the Presiding Officer on all procedural aspects of Executive, General and Special meetings as they pertain to motions, timely discussions and amendments.

C. Secretary

The Secretary shall:

1. keep an accurate list of members of the Association and assist the President in setting the agenda for the meetings.
2. take minutes and keep an accurate record of all meetings of the Executive Board, General and Special meetings.
3. be responsible for the filing of all records and correspondence pertaining to the Association.
4. if the Vice President is unavailable, automatically assume the Presidency upon the resignation, death, disability, or removal of the President from Office, and serve the unexpired term thereof until a special election is held to fill the vacancy as provided for herein, carrying out all the responsibilities of said Office during such time as if s/he were duly elected to such.

D. Assistant Secretary

The Assistant Secretary shall:

1. attend to all correspondence and send notices for all Executive, General Special meetings.
2. perform the duties and carry out the responsibilities of the Secretary in his/her absence.
3. automatically assume the position of Secretary upon the resignation, death, disability, or removal of the Secretary from Office, and serve the unexpired term thereof, carrying out all the responsibilities of said Office as if s/he were duly elected to such.

E. Treasurer

The Treasurer shall:

1. have responsibility for all monies of the Association and shall keep an accurate record of receipts and expenditures.
2. together with the President, the Secretary and either the Vice-President or Assistant Treasurer shall sign all cheques for the withdrawal of funds authorized by the Executive Board.
3. arrange an Annual Audit of the Books of the Association.
4. provide quarterly financial statements to the Executive Board and the General Membership.
5. present a final year-end financial statement at the Annual General Meeting.

F. Assistant Treasurer

The Assistant Treasurer shall:

1. perform the duties and carry out the responsibilities of the Treasurer in his/her absence.
2. assist the Treasurer in the execution of his/her duties as requested by the Treasurer.
3. automatically assume the position of Treasurer upon the resignation, death, disability, or removal of the Treasurer from Office, and serve the

unexpired term thereof, carrying out all the responsibilities of said Office as if s/he were duly elected to such.

G. Public Relations Officer

The Public Relations Officer shall:

1. be responsible for promoting all activities relating to the Association.
2. be in charge of all press releases and communication with the media on behalf of the Association.
3. establish relationships with other alumni associations and community groups.
4. arrange for special guest speakers at the general meetings.
5. assist with all fundraising activities.

ARTICLE VI
Ex-Officio Officers

Section 1. Number, Manner of Selection and Term of Office

- A. There shall be a maximum of four (4) non-voting Ex-Officio Officers, two (2) to be appointed by the President and two (2) by the Executive Board. One (1) of the Ex-Officio Officers appointed by the President may be an Honorary Member.
- B. The Ex-Officio Officers shall serve at the pleasure of the President or Executive Board in conjunction with the elected Officers for the term in which appointed, but may be removed by the President or Executive Board, based on appointment, if they fail to satisfactorily perform their duties.

ARTICLE VII
Meetings

Section 1. Executive Board Meeting

- A. There shall be no more than twelve (12) scheduled monthly meetings of the Executive Board of this Association for a fiscal year. The dates of meetings shall be determined at the Board meeting in October.
- B. Any Executive Board member who fails to attend three (3) consecutive meetings without adequate reasons and notification to the Secretary or other Officers shall be considered to have vacated that Office.

- C. Any Chairperson of a Committee who cannot attend an Executive Board meeting at which a report is due to be tabled for discussion shall submit said written report to the President of the Association before the meeting.
- D. A quorum in accordance with Article X § 4(B) shall be present to conduct a Board meeting.
- E. Association business shall be determined by a majority vote of the Board in attendance.

Section 2. General Meeting

- A. The Executive Board shall determine the dates and times of the General meetings.
- B. All members of the Executive Board shall attend the meetings, and be prepared to present reports of their activities to the general membership as necessary.
- C. The last General Meeting of the fiscal year shall be the Annual General Meeting (AGM), with the election of Officers occurring at such a meeting biennially. The President and the Treasurer shall give their annual reports at the AGM.
- D. A quorum in accordance with Article X § 4(C) shall be present to conduct a General meeting.
- E. Association business shall be determined by a majority vote of the active members in attendance.

Section 3. Special Meeting

- A. The President may call special meetings in emergencies or upon the written request of three (3) members of the Executive Board.
- B. The purpose of the meeting shall be stated in the Call. No business other than that announced in the Call shall be transacted at the meeting.
- C. A quorum in accordance with Article X § 4(D) shall be present to conduct a Special meeting.
- D. Association business shall be determined by a majority vote of the active members at a Special "Membership" Meeting or a majority vote of the Board at a Special "Board" Meeting.

Section 4. Attendance

- A. Attendance shall be taken at all meetings.

ARTICLE VIII
Financial Administration

Section 1. Fiscal Year

- A. The Fiscal Year of the Association shall commence on October 1 and end on September 30 of each year.

Section 2. Dues

- A. The Annual Dues shall be payable in full at once by all whenever paid, and no membership application form shall be accepted without the accompanying dues. The Secretary shall issue a receipt membership card to all paid members, which will manifest the right of the holders to enjoy the privileges of the Association. The Executive Board shall have the discretion to determine and alter the amount of the Annual Dues with approval of the general membership.

Section 3. Budget

- A. A Budget for the ensuing year shall be prepared by the Executive Board. The Executive Board shall present the Budget at the General Meeting in November for adoption.

ARTICLE IX
Voting

Section 1. Apportionment

- A. Each active member shall be entitled to one (1) vote.

Section 2. Certification

- A. The Treasurer shall be responsible for verifying the eligibility of each voting member.

Section 3. Proxy

- A. An absent member may cast his/her vote by proxy, provided that it is communicated in writing by the designor to the Secretary before the vote, and states the name of the designee. The designor and the designee must be active members for such vote to be valid.

Section 4. Quorum

- A. Nothing in these By-Laws shall prevent an inactive or honorary member from being considered in a quorum determination.
- B. Executive Board Meeting
A quorum shall exist when at least four (4) Officers are present at a meeting.
- C. General Meeting
A quorum shall exist when at least one-tenth (1/10) or fifteen (15) members are present at a meeting.
- D. Special Meeting
A quorum for a Special "Board" Meeting shall exist when at least four (4) members of the Executive Board are present at a meeting. A quorum for a Special "Membership" Meeting shall exist when at least one-tenth (1/10) or fifteen (15) members are present at a meeting.
- E. Committee Meeting
A quorum shall exist when at least fifty-one (51) percent of the Committee members are present at a meeting.

Section 5. Majority Vote

- A. A majority vote shall be at least fifty-one (51) percent of the votes cast by active members at a meeting.

ARTICLE X
Standing Committees

Section 1. Name, Manner of Selection and Purpose

- A. There shall be such Standing Committees, as designated by the Executive Board, as may be required to promote the interest and purpose of the Association. Committee Chairpersons shall be appointed by the President of the Association with the approval of the Executive Board. The Standing Committees shall be Fundraising, Membership, Nominating, Disciplinary, and Past Presidents Advisory. The Chairperson of each Standing Committee shall attend the Executive Board meetings.

Section 2. Fundraising Committee

- A. A Fundraising Committee shall compose of at least three (3) active members.

The duty of the Committee shall be to:

1. create and implement fundraising activities on behalf of the Association's objectives with the approval of the Executive Board.

Section 3. Membership Committee

- A. The Membership Committee shall compose of at least three (3) active members.

The duties of the Committee shall be to:

1. recruit members to the Association; and
2. create an acceptable format for induction of new members with the approval of the Executive Board.

Section 4. Nominating Committee

- A. The Nominating Committee shall compose of at least three (3) active members and shall be activated in the year in which elections are to be held or when any special election is to be held. Candidates seeking elective Office are precluded from the Committee. The Nominating Committee shall elect its own Chairperson.

The duties of the Committee shall be to:

1. present a list of nominees to the Executive Board at the August meeting during the year of general elections and/or special elections.
2. formulate and distribute election information packet to all eligible members, which shall set forth the qualification guidelines and procedures that govern: (a) eligibility, (b) campaign activities, and (c) candidates forum; and,
3. coordinate and supervise election procedures.

Section 5. Disciplinary Committee

(i) Procedure

- A. The Disciplinary Committee shall have the power to make and enforce disciplinary rules against members and/or Officers of the Association who engage in conduct that is harmful to the Association. Any disciplinary measure shall be approved by a majority vote of the Committee.
- B. The Disciplinary Committee shall consist of a panel of three (3) who shall determine after a fair hearing whether impeachment or other disciplinary action is necessary.

- C. The Disciplinary Panel shall consist of:
1. An Executive Board member selected by a majority vote of the Executive Board;
 2. An active member selected by a majority vote of the general membership in attendance; and,
 3. An independent party appointed by a majority vote of the general membership in attendance.
- D. The member concerned shall be notified of the complaint by the Committee and be given a reasonable time to respond. A reasonable time shall be at least two (2) weeks.
- E. The Panel shall consider the severity of the complaint, and any mitigating or aggravating factors, before imposing any disciplinary measures.

(ii) Punishable Actions

- A. An Officer who willfully fails to perform his/her duties of Office resulting in harm to the Association or engages in a course of illegal conduct detrimental to the Association. Willful is the intentional act of a person without justifiable excuse.
- B. An Officer or member who engages in a persistent course of conduct in bad faith that tarnishes the reputation and/or purposes of the Association. Bad faith is where a person engages in an intentional plan to perform a wrongful act.

Section 6. Past Presidents Advisory Committee (PPAC)

- A. The members of this Committee collectively share a vast wealth of Association history and provide an important link to not only the previous achievements of the Association but also its future growth and success. The PPAC shall serve as an advisory committee, and shall make such investigation, studies, recommendations and reports, and render such advisory opinions as may be requested of the Committee by the Executive Board or by the President.
- B. This Committee shall comprise all Past Presidents of the Association who are active members of the Association and who are available and willing to so serve. To qualify for the PPAC, a Past President must have served a minimum of one (1) full term in the Office of President.
- C. The Immediate Past President of the Association shall chair the PPAC and serve on the Executive Board in a non-voting capacity. If the Immediate Past President is not available, the members among themselves shall elect a Chairperson. If the

PPAC members shall fail to agree on a Chairperson, the President of the Association shall appoint the Chairperson with the approval of the Executive Board, and such Chairperson shall serve on the Executive Board in a non-voting capacity as if s/he were the duly available Immediate Past President.

- D. The Committee shall serve as composed as long as Past Presidents who are active members of the Association are available and willing to continue serving. However, the Chairpersonship of PPAC shall change upon the change of the Immediate Past President of the Association or if current Chairperson cannot continue to so serve.

ARTICLE XI

Legal Administration

Section 1. Representation

- A. The Association shall seek legal advice when appropriate to do so.

Section 2. Liability

- A. The members of the Association shall not be held personally liable for the debts, obligations or liabilities of the Association.

Section 3. Indemnification

- A. The Association shall indemnify any member against reasonable expenses incurred in connection with the defense of any action, suit or proceeding in which he or she is or was made a party by reason of being, or having been such member of the Association, to the maximum extent permitted by law.
- B. Notwithstanding any provision under this Article to the contrary, the Association shall in no event indemnify a member or former member, where the act or failure to act giving rise to the claim for indemnification constitutes willful misconduct, recklessness, fraud, breach of fiduciary duties, or any other such illegal action or conduct as are prohibited under the NY Non-profit Corporation Law and/or any other such relevant NY State and Federal laws.

Section 4. Conflict of Interest

- A. No member of the Executive Board shall maintain substantial personal or business interests that conflict with those of the Association. Each member shall execute a statement at the initial Board meeting each fiscal year or as soon as practicable thereafter, setting forth any known potential conflicts of interest. Any member who is deemed to have a conflict of interest shall resign completely from the Executive Board if any such conflict has the potential to be permanent or long-lasting and could compromise his/her position on the Board. To the extent

such conflict would only be temporal or for only a limited time within the term, then such member shall recuse himself or herself from voting or participating in any decision connected to the issue or matter giving rise to such conflict. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation of the member having such a conflict of interest.

Section 5. Compensation

- A. Members of the Executive Board and the Association generally shall serve without compensation for their services, but may be reimbursed for expenses reasonably incurred on behalf of the Association.

**ARTICLE XII
Dissolution**

Section 1. Dissolution

- A. The Association shall continue until dissolved upon the occurrence of the following event ("Event of Dissolution"):
1. the agreement of all of the members (other than inactive members) to terminate and dissolve the Association.
- B. Upon the Event of Dissolution, a person designated by the Executive Board shall take full account of the assets and liabilities of the Association as of the date of such event and shall proceed with reasonable promptness to liquidate the Association's assets. The cash proceeds from such liquidation, together with any other net assets of the Association, shall be applied first to the payment of debts and other obligations and liabilities (including the interest on and the principal of any loan owing to any member). Any remaining assets shall be distributed to Manning's School and to be used for the benefits of its students.

**ARTICLE XIII
Order of Business**

Section 1. Order of Business

- A. Except where changed by the Executive Board, the order of business of meetings shall be as follows:
1. Welcome & Prayer
 2. Reading of the Minutes & Matters Arising therefrom
 3. Communications

4. Reports
5. New Business
6. General Discussion
7. Adjournment

ARTICLE XIV Parliamentary Authority

Section 1. Parliamentary Authority

- A. The Rules contained in Robert's Rules of Order Revised shall govern this Association in all cases where they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XV Amendment

Section 1. Adoption

- A. The By-Laws shall be adopted at any General Meeting of the Association by two-thirds (2/3) vote of the members present.

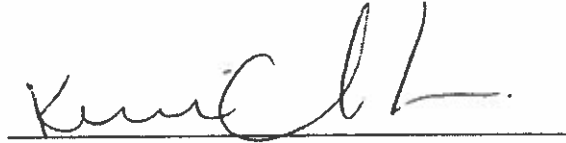
Section 2. Amendment

- A. The By-Laws may be amended or altered provided that such revisions are presented in writing and approved by the Executive Board.
- B. A copy of the By-Laws shall be given to all members upon request.

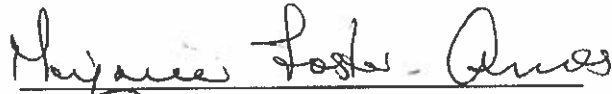
These Amended and Revised By-Laws were approved by the General Membership on February 22, 2014 with full effect from October 1, 2014.

Signatures of Elected Board Members:

Kevin K.O. Sangster, President



Marjorie Foster-Amos, Vice President



Andrene McLaughlin, Secretary



Anton Tomlinson, Asst. Secretary



Rupert Thompson, Treasurer



Junior Blake, Asst. Treasurer



Milton Dawkins, Public Relations Officer

