



MANNING'S SCHOOL PAST STUDENTS' ASSOCIATION,
SOUTH FLORIDA CHAPTER, INC.

BY-LAWS (Amended NOVEMBER 14, 2020)



“VITA SINE LITTERIS MORS EST”

ARTICLE I

NAME AND PURPOSE

The name of the Association shall be “Manning's School Past Students' Association, South Florida Chapter, Inc.” (hereinafter referred to as “MSPSA-SFL” and the “Association”) and is one of the Chapters of the Manning's School Past Students' Association organized exclusively for the benefit of Manning’s School, Jamaica, West Indies. The Association, a Florida not-for-profit corporation, organized under §617 of the Florida statutes, is permitted to solicit charitable contributions and is exempt from Florida’s Sales and Use tax. The Association also has been designated as a 501(c)(3) tax exempt organization by the Internal Revenue Services (“IRS”).

In the event of a direct conflict between these By-Laws and the mandatory provisions stated in §617 of the Florida Statutes, the provisions in said Statutes shall prevail.

ARTICLE II

OBJECTIVES

The objectives of the Association shall be to utilize the collective resources of all alumni and other supporters 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 Manning’s School financially and otherwise, as accepted by the Active Members.
- D. Endeavor to interest all past students to become members of the Association.
- E. Encourage the formation of other chapters of Manning’s School Past Students’ Association, which have aims and purposes consistent with the objectives of the By-Laws of MSPSA-SFL.
- F. Participate and collaborate with other educational and community Organizations within the United States of America; with Manning’s School Past Students’ Association Chapters worldwide and with Manning’s School and its affiliates, where such participation and collaboration have aims and purposes consistent with those of the Association.

G. Articulate and promote academic excellence and extra-curricular activities at Manning's School.

H. Ensure that the Association does not participate in any activities which could jeopardize its 501 (c) (3) status with the Internal Revenue Service.

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. Application for membership shall be made on the form prescribed and adopted by the Board of Directors of the Association (also referred to herein as the "Board").

Section 2: Classification of Membership

A. Active Members

Active members shall be those 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

Those members whose dues are in arrears after March 31st of the current year shall be regarded as Inactive Members.

C. Honorary Members

Honorary membership shall be extended to any past faculty or staff of Manning's, or other person(s) nominated by the general membership and approved by a majority vote of Active Members in attendance at a general meeting, where there is a quorum. Honorary Members shall not be required to pay membership dues and shall not have voting rights.

D. Non-Members

Past students of Manning’s School who have not completed the application process for membership in the Association but who attend a members’ meeting shall be regarded as guests. Guests shall not enjoy any of the rights and privileges of membership, except that they may, at the invitation of the chairperson, be allowed to participate in discussions at the meeting.

Section 3: Rights and Privileges of Membership

A. Active Members

Active Members shall have the right and privilege to nominate candidates for office; seek elective office; qualify for appointment as Directors, chairpersons and members of committees; vote in elections and on Association business; attend membership meetings; participate in discussions and represent the Association in an official capacity when so authorized.

B. Inactive Members

Inactive Members as defined in Article 3 Section 2B may not vote in elections and on Association business, nominate candidates for office, seek or be nominated for elective office; qualify for appointment as Directors, chairpersons or members of committees and may not represent the Association in any official capacity. Inactive members may revert to Active membership by paying the current year’s dues; however, their voting rights will only be re- established if their dues were paid by 5 P.M. on the last business day before the meeting at which election(s) are conducted.

C. Honorary Members

Honorary members shall have the right to meet and assemble with all members and to express their views on Association business. Honorary members shall *not* have the right to vote in elections or on Association business. They shall not be eligible to nominate candidates nor 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.

Failure by any member to pay all his/her dues by March 31st of the calendar year, shall thereafter render such member Inactive as defined and provided for herein, until such time as the current year's dues are paid. Members with unpaid balances and new members must pay their dues no later than 5 P.M. the business day prior to the day of the AGM to become qualified to seek elective office and to vote in said election. The Board will develop a policy establishing acceptable mediums of payment of dues and the Treasurer shall certify eligible voters. New members who pay dues within the last ninety (90) days of the current calendar year will have their dues rolled over to the following year and be considered paid members through December 31st of the following year.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1: Composition

The Board shall consist of:

- A. Seven (7) Elected Officers, of the Association who will each have a vote;
- B. The Immediate Past President of the Association and no more than two (2) Directors Without Portfolio, each of whom shall have one vote and;
- C. A Parliamentarian who shall be a non-voting member.

Section 2: Powers and Duties

- A. Plan and direct the activities and programs adopted by the Active Members to further the objectives of the Association.
- B. Create and designate special committees as it deems necessary.

- C. Ensure the effective control of the Association; use its best efforts to enhance the support of Manning's School and ensure the membership uphold the good name of the School.
- D. Raise funds to promote the welfare of Manning's School.
- E. Implement appropriate operating policies and procedures to facilitate the proper and efficient operation of the Association.
- F. Be attentive to the views and opinions of all members of the Association so as to further their wishes as they endeavor to enhance Manning's property, name, reputation and, goodwill.

ARTICLE V **OFFICERS**

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

A. The elected Officers of this Association (herein referred to as "Officers") shall be a President, a Vice-President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer and a Public Relations Officer. A Parliamentarian shall be recommended by the President, subject to approval by the Board. The Parliamentarian shall not have a vote on the Board. When referenced herein, 'elected Officer(s)' includes Officers who were duly appointed to fill a vacancy.

B. These Officers shall perform the duties prescribed by these By-Laws and shall adhere to the Parliamentary Authority of Robert's Rule of Order Revised.

C. These Officers shall be elected biennially by a ballot in the November Annual General Meeting. The Board is authorized to change the frequency of elections from Biennial to Annual and vice versa, beginning with the 2020 elections. Any change to the frequency of elections shall become effective at the end of the originally scheduled term for incumbent Officers. If there is only one candidate for any office, a vote of then Active Membership shall be taken and if the candidate receives at least 51% of the votes cast (including proxy votes), he or she will attain the position for which they were nominated.

D. Officers shall hold office for a term of two (2) years. If the Board of Directors decides to conduct elections annually then the Officers shall a serve a term of one year. The term of incumbent Officers as of December 8, 2018, shall end on 12/31/2020. Thereafter, the term of incumbent Directors (including the Immediate Past President if a new President was elected) shall end on the 31st of December immediately following elections held in the fourth fiscal quarter, or sixty calendar days after elections which are held at any other time. If an Officer position is slated to be filled at an election and no one is elected to fill the position, the incumbent Officer may continue to serve in that position until a successor is elected or appointed and installed.

Only past students of Manning's School shall hold elective office in this Association.

Section 2: Vacancies

A. If a vacancy occurs on the Board due to a resignation, death, incapacity or termination for disciplinary reason, the President shall appoint a successor with the consent of the Board or, in the case of a vacant Officer position, conduct a special election to fill that vacancy. If the position vacated in this manner is that of the President, he/she shall be replaced as set forth in Article V, Section 2C.

B. The Officer elected or appointed to fill a vacancy shall serve the remaining term of the replaced Officer. Similarly, except for the Immediate Past President, a Director Without Portfolio or a Parliamentarian who is appointed to fill a vacancy shall serve the remaining term of the replaced Director.

C. Should the office of the President become vacant due to his/her resignation, death, incapacity or termination for disciplinary reason, the Vice-President shall assume the office. If the Vice-President declines to assume this office, then the Secretary shall fulfill this obligation. If the Secretary declines to assume the Presidency, then the Board shall elect a President from the remaining voting Directors, by majority vote.

D. If an Officer position remains unfilled at the end of an election the President may subsequently appoint an Active Member to fill the position, subject to approval of the Board. Alternatively, the Board may call a Special Meeting of Active Members and conduct a special election to fill the position(s).

Section 3: Removal from Office

Any Board member at any regular, special or annual meeting of the Association, may be removed from office by two-thirds (2/3rd) of the voting members of the Board and two-thirds (2/3rd) approval vote of the general Active Membership present (including proxy votes). Another Active Member of the Association may be elected in his/her place, who will serve the remaining Term of the Board member who was removed.

Section 4: Due Process

All cases for possible disciplinary action against a Board member, including removal from office, shall be referred to the Disciplinary Committee. The investigation shall follow the process previously established by the Board for the Disciplinary Committee. If the recommendation of the Disciplinary Committee is that the Board member should be removed from office, the Board must vote on the recommendation within 15 days of receiving said recommendation. If two-thirds (2/3rd) or more of the voting members of the Board approves the removal of the Board member, the President shall call a Special Meeting of the Active Members to vote on the recommendation. If two-thirds (2/3rd) of the Active Members vote to remove the Board member, providing there is a quorum, the tenure of the removed Board member shall end immediately. The vote of the Board member who is the subject of the investigation shall not be counted in the tally of votes cast.

ARTICLE VI **DIRECTORS WITHOUT PORTFOLIO**

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

A. There shall be a maximum of three **(3)** Directors Without Portfolio. Two shall be appointed by the President with the approval of a two-third (2/3rd) majority of the voting Board members, and the Immediate Past President shall be counted as the third (3rd). The Parliamentarian shall not be counted nor considered a Director Without Portfolio.

B. Any Past President who previously resigned from his/her position as President, is not automatically eligible to become the Immediate Past President to be named a Director Without Portfolio, and such appointment must be with the approval of a majority of the voting Board members.

C. Directors Without Portfolio shall serve as voting members of the Board.

D. Directors Without Portfolio shall serve the same term as Officers, except for the Immediate Past President who shall serve until there is a succeeding Immediate Past President.

E. The Parliamentarian, Directors Without Portfolio and members of the Past President's Advisory Committee must be Active Members.

ARTICLE VII **DUTIES OF OFFICERS**

Section 1: President

The President shall have executive supervision over the activities of the Association within the scope of these By-Laws and report to the membership annually on the activities of the Association at the Annual General Meeting. Additionally, the President shall:

- A. Preside over all Board, General, and Special meetings and shall be an ex-officio member of all committees, **except** the Nominating Committee.
- B. Seek approval and authorization from the Board for the payment of all proper bills, co-sign, with the Treasurer, all monetary instruments, checks, or other form of payments in excess of \$5,000; co-sign with any other authorized Officer all monetary instruments, checks or other form of payment of less than \$5,000 in accordance with the operating policies and procedures approved by the Board.
- C. Perform all other functions of his/her office.
- D. After demitting office, acquaint and assist the newly elected President with all matters concerning the Association.
- E. Participate in the Presidents' Council or other organization representing the leadership of MSPSA Chapters and liaise with the Manning's School Board, Manning's Development Foundation and the

Headmaster/Principal of Manning's School so that the Association is current with developments and needs of the school and has a voice in developing and implementing plans to benefit the school. The President may designate another voting member of the Board to undertake these duties.

- F. After demitting office at the end of his/her prescribed tenure, assume the position of Immediate Past President, and serve as Director Without Portfolio of the succeeding Board, as provided for herein.

Section 2: Vice-President

The Vice-President shall:

- A. Assist with the functions of all standing committees, as well as lead the Fund-Raising Standing Committee unless the Board has appointed an alternate leader for that committee.
- B. Perform the duties and carry out the responsibilities of the President in his/her absence.
- C. Lead or participate in social activities and fundraising activities.
- D. Liaise with any institution in the USA willing to provide financial contributions or educational materials to Manning's School.

Section 3: Secretary

The Secretary shall:

- A. Keep an accurate list of members of the Association and assist the President in setting the agenda for meetings.
- B. Take minutes and keep an accurate record of all meetings of the Board, General and Special meetings.
- C. File and retain all non-financial records and correspondence pertaining to the Association.

D. Cast the vote to elect an unopposed nominee in any election where there is only one nominee for an Officer position. However, such a vote shall be cast only if there is unanimous consent of the voting members present (including proxy votes) and the Chairperson of the Nominating Committee has instructed the Secretary to cast the vote.

E. Attend to all correspondence addressed to the Association and the Secretary.

F. Send notices for all Board, General and Special Meetings, in the manner prescribed by the Board of Directors.

Section 4: Assistant Secretary

The Assistant Secretary shall:

A. Perform the duties and carry out the responsibilities of the Secretary in his/her absence.

B. Assist the Secretary in duties he/she may assign from time to time.

Section 5: Treasurer

The Treasurer shall:

A. Account for all monies of the Association; keep an accurate record of receipts and expenditures; reconcile and retain all banking records/ statements generated for or on behalf of the Association.

B. Co-sign, with the President, all checks (or other form of payment) for withdrawal of funds which equal or exceeds \$5,000.00. When requested, be a signer for disbursement of lower amounts in accordance with the policies and procedures approved by the Board of Directors.

C. Recommend, and cooperate with any auditor selected by the Board for an audit of the financial transactions of the Association. In determining the need or scope of an audit, neither the Treasurer's nor

the Assistant Treasurer's vote will be counted. Cooperate means, but is not limited to, providing access to all available information and records, or such records which should have been available as having been kept in the regular course of retaining the Association's records.

- D. Provide monthly financial reports to the Board of Directors, per MSPSA-SFL's Policies and Procedures.
- E. Provide quarterly financial statements to the Board and the Active Membership.
- F. Present a final year-end financial statement at the Annual General Meeting.
- G. File annual State and Federal reports/forms as required by the applicable regulatory agency.
- H. Maintain all financial records and tax filings that are required to be kept.

Section 6: Assistant Treasurer

The Assistant Treasurer shall:

- A. Perform the duties and carry out the responsibilities of the Treasurer in his/her absence.
- B. Assist the Treasurer in the execution of his/her duties as requested by the Treasurer.

Section 7: Public Relations Officer

The Public Relations Officer shall:

- A. Assist the Vice President and other Event Leaders in promoting fundraising and other activities relating to the Association by periodically preparing and distributing notices, reminders, flyers, etc. by email, approved websites and other media as approved by the Board.

- B. Handle the responsibility for press releases and communication with the media on behalf of the Association.
- C. Establish and maintain relationships with other alumni associations and community groups.
- D. Arrange for special guest speakers at the general meetings, with the approval of the Board.
- E. Assist with fundraising and social activities of the Association.

Section 8: The Parliamentarian

A non-voting member of the Board, the Parliamentarian shall govern the proceedings of the Association in accordance with Robert's Rules of Order Revised, where such Rules do not conflict with the By-Laws. The Parliamentarian shall also advise presiding officers on all procedural aspects of Board, General and Special meetings as they pertain to motions, and timed discussions, as well as amendments of existing By-Laws, Meeting Agenda or policies and procedures that are subject to a vote by the Board and/or the Active Members.

ARTICLE VIII **MEETINGS**

Section 1: Board Meeting

A. There shall be no more than 12 scheduled monthly meetings of the Board per year, except if the President and two other voting Directors determine additional meeting (s) is/are required. The dates of the regularly scheduled meetings shall be determined at the first Board meeting of each fiscal year.

B. Any Board member who fails to attend **three (3)** consecutive meetings without adequate reasons and notification to the Secretary or President, shall be considered to have vacated that office. The President shall inform the Board member, in writing, of the violation, and copy the letter to the Chairperson of the Disciplinary Committee. The Disciplinary Committee shall follow its established procedures and conduct an investigation for any mitigating or aggravating factors, and make

recommendation(s) to the Board for removal from office, sanctions, or the imposition of disciplinary measure(s.)

C. Any Chairperson of a Committee who cannot attend a Board meeting at which a report is due to be tabled for discussion shall submit said written report to the President of the Association as well as the Secretary.

D. A quorum in accordance with Article X #4(A) shall be present to conduct a Board meeting.

E. Unless otherwise stipulated herein, Association business shall be determined by a majority vote of the voting members of the Board in attendance.

F. The Board may conduct Board, Committee and membership meetings remotely, via teleconference or other virtual media approved by the Board (“Virtual Meeting”). All meeting requirements for notice, agenda, and quorum, as well as the percentage of votes required to approve business matters, shall apply. The process for verifying Active Members and for casting and counting votes shall be as prescribed by the Board for Virtual Meetings.

Section 2: General Meeting

A. The Board shall determine the dates and times of the General Meetings.

B. All members of the Board shall attend the meetings and be prepared to present a report 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). This meeting is to be held in the fourth quarter of the Association’s fiscal year and the Officers will be elected either annually or biennially as determined by the Board. The President and the Treasurer shall give their annual reports at the AGM.

D. A quorum in accordance with Article X # 4(B) shall be present to conduct a General Meeting.

E. Unless otherwise stipulated herein, Association business shall be determined by a majority vote of the Active Members in attendance, where a quorum exists.

Section 3: Special Meeting of the Board and General Membership

- A. The President shall call Special Meetings in case of emergencies or upon the request of three (3) voting members of the 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(C) shall be present to conduct a Special Meeting.
- D. Unless otherwise stipulated herein, 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 members at a “Special Board” Meeting.

Section 4: Attendance

Attendance shall be taken at all meetings.

ARTICLE IX **FINANCIAL ADMINISTRATION**

Section 1: Fiscal Year

The Fiscal Year of the Association shall commence on January 1st and end on December 31st of each year calendar.

Section 2: Dues

- A. All annual dues shall be paid by March 31st, of the calendar year. The Treasurer shall inform the Secretary of all paid members and shall issue a receipt for all dues received. The Board shall have the discretion to determine and alter the amount of the Annual Dues with approval of the Active membership.
- B. Paid membership dues shall entitle new members to a copy of the By-Laws and the right to enjoy the privileges of membership in the Association.

Section 3: Budget

A Budget for the ensuing year shall be prepared by the Treasurer for consideration and acceptance by the Board. The Board shall present the Budget at the Annual General Meeting (AGM) for adoption.

ARTICLE X **VOTING**

Section 1: Apportionment

Each Active Member shall be entitled to one (1) vote.

Section 2: Certification

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

Section 3: Proxy

An absent Active Member may designate another Active Member to cast his/her vote. All such proxy votes must be in writing, which shall state with specificity the designated Active Member allowed to vote the proxy and the name and signature of the designator Active Member. A general proxy vote shall be counted in determining a quorum of a meeting, for which said proxy vote was designated. Both the designator and the designee of the proxy must be Active Members at the time of executing the proxy for such vote to be valid. The form of the proxy and the manner and deadline for presenting proxies shall be as prescribed by the Board of Directors.

Section 4: Quorum

Nothing in these By-Laws shall allow an Inactive or Honorary Member to be counted or considered in determining a quorum.

- A. A quorum shall exist at a Board meeting when at least six (6) voting Board members are present at a meeting.

B. General Meetings

A quorum shall exist when at least 15 Active Members, or 30 % of Active Members, whichever is lower, are present at the meeting. General proxy votes of Active Members shall be included in the determination of a quorum.

C. Special Meetings

(i) *Board.* A quorum for a Special “Board” Meeting shall exist when at least six (6) voting members of the Board are present at a meeting.

(ii) *Membership.* A quorum for a Special “Membership” Meeting shall exist when at least fifteen (15) Active Members, or 30% of Active Members, whichever is lower, are present at the meeting. General proxy votes of Active Members shall be included in the determination of a quorum.

D. Committee Meeting

A quorum shall exist when at least (51) percent of the voting members of the committee are present at a meeting.

Section 5: Majority Vote

A majority vote shall be at least (51) percent of the eligible votes cast by Active Members at a meeting. However, a two-third (2/3) approval vote is required for the amendment of the Association’s By-Laws; termination and dissolution of the Association and removal of a Board member from office.

Section 6: Nominating Committee

At least two months prior to an election, the Board shall designate at least three Active Members to serve as a Nominating Committee. The committee shall elect one of its members to be the Chairperson. Candidates seeking election are not eligible to serve on the committee.

Duties:

- a. Formulate and distribute election information packet to all eligible members, which shall set forth the qualification guidelines and procedures that govern (a) candidates’ eligibility (b) nominations (c) campaign activities, and (d) the candidates’ forum;

- b. Invite Active Members who wish to seek election to submit to the Chairperson, in writing, their name, summary resume and the officer position to which they wish to be elected;
- c. Confirm that each nominee is eligible and willing to stand for election to the position for which he/she was nominated;
- d. Present a list of qualified nominees to the Board at the Board meeting in the month immediately preceding the month of the election;
- e. Take additional nominations from the floor at the election meeting during the time allowed on the meeting agenda and announced by the Chairperson of the meeting;
- f. Coordinate and supervise election procedures.

Section 7: Elections

The election of Officers to the Board of Directors shall be conducted at its Annual General Meeting commencing November 2020. However, elections may also be held at a Special Membership Meeting if one is called for that purpose. The election process shall comply with the following provisions:

- A. Only Active Members who are not prohibited by a disciplinary action may seek or be nominated for elective office, nominate a candidate or vote in an election.
- B. Active Members who are qualified to seek or be nominated to elective office, or otherwise participate in elections, must be Manning's School Past Students – SFL members who paid the current year's dues by 5 P.M. the business day prior to the meeting or Manning's Past Students who have completed an application for membership and paid their dues in full by 5 P.M. of the business day prior to the meeting at which elections will be held.
- C. Unless otherwise stipulated by the Board as provided for in Article VIII, Section 1F, Officers shall be elected by ballot. Election candidates must be duly nominated and seconded in order to be placed on the ballot. The candidate who receives the Majority Vote (at least 51%) of all votes cast shall be declared the winner.

- D. If there is only one nominee for a position, a vote of the membership shall be taken and if the nominee receives 51% of the votes, he or she will have been elected to the office. If the sole nominee has unanimous support of all eligible voters, the Chairperson of the Nominating Committee may ask the Secretary to cast the affirming vote as outlined in Article VII, Section 3D.
- E. A quorum must be present throughout the election meeting. Active Members voting by approved proxy shall be included in the determination of a quorum.
- F. Any challenge raised at the election meeting regarding the election process or outcome shall be decided at the meeting by a Majority Vote of the Active Members present, including those voting by approved proxy. Any challenge raised after the election meeting shall be referred to the Board of Directors which shall, by a two-third approval vote (over 66%), determine the response to the challenge. If the Board is unable to attain a two-third majority vote the President shall call a Special Meeting of members and the Active Members present at the meeting shall, by Majority Vote, determine a resolution of the matter.

ARTICLE XI

STANDING COMMITTEES

Section 1: Name, Manner of Selection and Purpose

Standing Committees shall be designated by the Board, as required to promote the interest and purpose of the Association. Committee Chairpersons shall be elected by the members of said Committees with the exception of the Fundraising Committee, which shall be chaired by the Vice-President. If the Vice-President is unable to function as the chairperson, the Board shall appoint a chairperson. The Standing Committees shall be Fund-Raising, Membership, Past Presidents' Advisory and any other committee designated by the Board.

Section 2: Fund Raising Committee

- A. Composition: At least three (3) Active members.
- B. Duties: Create and implement fund raising activities on behalf of the Association's objectives with the approval of the Board.

Section 3: Membership Committee

- A. Composition: At least three (3) Active members.
- B. Duties: Recruit new members for the Association as well as create a format for induction of new members which is acceptable to and approved by the Board.

Section 4: Nominating Committee

- A. Composition: At least three (3) Active Members **and shall only be activated in the year in which elections are to be held or when a special election is to be held.** Candidates seeking elective office are precluded from this Committee. The Nominating Committee shall elect its own Chairperson.
- B. Duties: The duties of the committee shall be as outlined in Article X, Section 6.

Section 5: Past Presidents Advisory Committee (PPAC)

- A. Composition: The 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 as President.
- B. Duties: The PPAC shall serve as an advisory Committee, and shall make such investigation, studies, recommendation and reports, and render such advisory opinions as may be requested of the Committee by the Board or by the President.
- C. Chair: The Immediate Past President of the Association shall chair the PPAC and serve on the Board . If the Immediate Past President is not available for such service, the members shall elect a Chairperson among themselves. If the PPAC members cannot agree on a Chairperson, the President of the Association shall appoint a Chairperson with the approval of the Board, and such Chairperson shall serve on the Board as if she/he were the duly available *Immediate* Past President.

- D. Term: 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 once the present President becomes the Immediate Past President of the Association or if the current chairperson cannot continue to serve.

ARTICLE XII

LEGAL ADMINISTRATION

Section 1: Representation

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.

B. Member(s) must get authorization from the Board to conduct any activity when using the Association's name directly or indirectly, purportedly for the benefit of the Association, Manning's School, or otherwise.

C. The Association shall not acknowledge, accept responsibility or liability for any activity or activities sponsored by individual(s) or group(s) in the name of or which references the Association, unless the Board, by majority vote gives approval before the event or activity. Such approval or disapproval shall be recorded in the minutes of the meeting in which said matter was discussed. Any such approval shall be strictly limited to and apply only to the specific activity and timeframe for which it was granted.

Section 3: Indemnification

A. The Association shall indemnify any Active Member against reasonable expenses incurred in connection with the defense or any action, suit or proceeding in which he or she is or was a party by reason of being, or having been an Active 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 illegal action or conduct.

C. **Liability Coverage:** Comprehensive general liability coverage for the Association shall be purchased for all events and activities sponsored or managed by the Association and attended by the public, and at such other times as the Board deems appropriate. The amount, tenor, and other terms of coverage shall be determined by the Board. The named insured shall include the Association, its Representatives, Officers, Directors and Active Members where applicable.

D. At the discretion of the Board of Directors, the Association may maintain Errors and Omissions Liability Insurance coverage for the protection of the Board Members. The limits of such insurance and other coverage shall be determined by the Board.

Section 4: Conflict of Interest

No member of the Board shall maintain substantial personal or business interests that conflict with those of the Association. Each Board member shall execute a statement at the initial Board meeting each fiscal year or as soon as practicable thereafter, setting forth any known conflicts of interest. Any Board member who is deemed by the majority of the other Board members to have a conflict of interest shall resign completely from the 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 that such conflict would only be temporary 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

Members of the Board and the Association shall serve without compensation for their services.

Section 6: Reimbursement

Expenses undertaken on behalf of MSPSA-SFL may be reimbursed in accordance with the policies and procedures approved by the Board of Directors.

ARTICLE XIII
DISSOLUTION AND RESIGNATION

Section 1: Dissolution

A. The Association shall continue until dissolved. Event of Dissolution shall occur upon the agreement of two-thirds (2/3rd) of the Active Members at a meeting, including proxies, to terminate and dissolve the Association.

B. Upon the Event of Dissolution, a person designated by the Board shall make a 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 to be used for the benefit of its students. Notwithstanding, if the Association is holding donor restricted funds or other donor restricted assets, all reasonable efforts should be made to comply with the restrictions or obtain a release of the restrictions from the donor before disbursement of the funds/assets.

Section 2: Resignations:

All resignations shall be made in writing and addressed to the Secretary or President of the Association.

ARTICLE XIV
ORDER OF BUSINESS

Section 1: Order of Business

Except where changed by the Board, the order of business of meetings shall be as follows:

1. Call to Order/Welcome
2. Reading of the Minutes
3. Correction of the Minutes

Adoption of the Minutes

4. Matters Arising from the minutes
5. Correspondence/Communications
6. Reports
7. New Business
8. General Discussion
9. Adjournment

ARTICLE XV **PARLIAMENTARY AUTHORITY**

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

ARTICLE XVI **DISCIPLINARY COMMITTEE**

There shall be a Disciplinary Committee as designated by the Board.

Section 1: Procedure

A. The Disciplinary Committee shall have the power to investigate and recommend disciplinary actions against members and /or Board members of the Association who engage in conduct that is deemed harmful to the Association.

B. The Disciplinary Committee shall be set up by the Board, and shall be comprised of a panel of three (3) Active Members and/ or Directors Without Portfolio who shall serve a term of up to two years. A member (including Board member) who is the subject of the investigation shall not serve on the Disciplinary Committee or participate in Board deliberation on the matter unless invited by the Board. Due process mandates a fair hearing where the member to be disciplined is given an opportunity to be heard after being informed of the charge being brought and the recommended consequences. The panel shall, after the hearing, make a recommendation to the Board as to what disciplinary action is recommended.

C. Any member, who is the subject of a complaint, shall be notified of the complaint by the Committee and be given at least two weeks to respond to the complaint filed against him or her.

D. The Panel shall consider the severity of the complaint, and any mitigating or aggravating factors, before making a recommendation to the Board. The Board shall have sole authority to determine reasonable sanctions and impose reasonable disciplinary measures, except the removal of a Board member from Office.

Section 2: Punishable Actions

A. A Board member who willfully fails to perform the duties outlined for his/her elected office which results in harm to the Association or who engages in a course of illegal conduct detrimental to the Association, is subject to disciplinary action. Willfulness, as stated here, is the intentional act of a person without justifiable excuse.

B. A Board member or other member who engages in a persistent course of conduct in bad faith that tarnishes the reputation and/or purposes of the Association, its members or Manning's School are likewise subject to disciplinary action. Bad faith, as stated here, is where a person engages in an intentional plan to perform a wrongful act.

C. A Board Member who fails to attend three (3) consecutive meetings without providing adequate or justifiable reasons to the Secretary or the President, shall be considered to have vacated that office and is subject to disciplinary action, including termination from his/her position.

ARTICLE XVII **AMENDMENT**

Section 1: Meeting

A. Provided that there is a Quorum, the By-Laws may be amended at a Special or General Meeting by a 2/3rd vote of Active Members present, including those voting by an approved general proxy who have paid their dues as required herein. The amendments voted on must be presented in writing and must be sent to all Active Members prior to the meeting.

B. A copy of the By-Laws shall be given to all Active Members upon request and to those accepted as new members.

These amended By-Laws were approved by the General Membership on November 14, 2020, and became effective as of that said date.

Signature of Elected Board Members:

Title	Signature	Printed Name
President		LeRoy Bookal
Vice-President		
Secretary		Jean Turner
Assistant Secretary		Pauline Robinson
Treasurer		Jacqueline Boothe-Suer
Assistant Treasurer		Lloyd Kossally
Public Relations Officer		G.O.L. Henriques, Esq.

References

- The By-Laws of the Manning's Past Students' Association, Inc., New York Chapter, U.S.A.

Constitution of the Manning's School Past Students' Association, Jamaica, West Indies