

THE ALBANY ACADEMIES PARENTS ASSOCIATION BYLAWS
(Adopted December 4, 2007)

ARTICLE I **NAME**

The name of this organization shall be THE ALBANY ACADEMIES PARENTS ASSOCIATION (hereinafter the “Association”).

ARTICLE II **PURPOSE**

The purpose of the Association shall be to encourage close cooperation and foster fellowship and communication among the parents of the students in The Albany Academies (hereinafter the “Academies”) and between said parents and the Trustees, faculty and administration for the continuing enrichment of school activities and facilities through service and fundraising.

ARTICLE III **LOCATION**

The Association will be located at The Albany Academies, 135-140 Academy Road, Albany, NY or such location to be designated by the Board.

ARTICLE IV **MEMBERSHIP AND DUES**

1. The membership of the Association will consist of the parents, guardians and persons acting in loco parentis to students in the Academies (hereinafter the “Membership”). All members shall be entitled to one (1) vote at all general membership meetings and are eligible to serve on the Board of Directors of the Association (hereinafter the “Board”).
2. Parents or guardians of alumni/ae of the Academies may be life members. They shall have no vote and shall not pay dues.
3. Membership dues shall be levied at the discretion of the Board. Members may pay voluntary dues in an amount established by the Board.

ARTICLE V **BOARD OF DIRECTORS**

1. The President, Vice President, Secretary, Treasurer, Assistant Treasurer and the chairs of all standing committees (as identified below) shall constitute the Board. Division Representatives from the Lower, Middle and Upper Divisions, representing both genders, shall also be members of the Board.
2. The members of the Board, except the Chair of the Nominating Committee, shall be nominated by the Nominating Committee (as identified below) and shall be elected by the Membership at the Annual Meeting (as defined below) of the Association.

3. The Board shall have general supervision of the work of the Association and perform such duties as the Association shall require, including to direct and manage the business, properties and funds of the Association.
4. The Board shall have the power to act and appropriate funds in the interval between Membership meetings of the Association.
5. The Board may fill any vacancy which occurs between Annual Meetings. Such appointments are to be in effect until the position is filled at the next Annual Meeting.
6. The Board shall have the power to remove any elected member of the Board by two-thirds vote of the Board.

ARTICLE VI OFFICERS

1. The officers of the Association shall be a President, Vice President, Secretary, Treasurer and Assistant Treasurer.
2. The term of the officers and other members of the Board shall begin July 1 of the year in which they are elected. Except for the President, they shall hold office for one year and until their successors are elected. The President shall hold office for two years and until a successor is elected. The initial term of the officers and other members of the Board shall commence upon the adoption of these Bylaws and continue through June 30.
3. The Board may designate additional officers or members of the Board subject to the election of such officers or members to the Board by the Membership.
4. It shall be the duty of the President to preside at all meetings of the Association and of the Board, to call regular and special meetings, to be a member ex-officio of all standing committees, except the Nominating Committee, and to be the Chairperson of the Executive Committee. He/she shall be responsible for informing the Head of School about the activities and business of the Association. Pursuant to Article VI herein, the President shall be an ex officio member of the Board of Trustees of the Academies. The President shall perform such other duties as may be required herein or as may be hereafter delegated by the Board. The President may delegate to the Vice President any of his/her powers and duties other than service as a member of the Board of Trustees of the Academies. The President shall also have the authority to assume the Treasurer's responsibilities if the Treasurer is unable to fulfill his/her duties.
5. It shall be the duty of the Vice-President to preside in the absence of the President and to perform the duties of that office. The Vice-President shall coordinate and supervise any activities as directed by the President or as assigned by the Board. The Vice-President shall succeed to the office of the President for the next consecutive term provided he/she is willing and able to serve.

6. It shall be the duty of the Secretary to preserve an accurate account of and attendance at the proceedings of each meeting of the Association, of all meetings of the Board, and of all meetings of the Executive Committee, and to keep and file all reports not entered in the minutes. He/she shall distribute the minutes of the meetings to the Board and shall write all communications and send notices as directed by the President.

7. It shall be the duty of the Treasurer to receive all monies belonging to the Association and to deposit them in banks approved by the Board, to pay bills for expenses that have been authorized, and to keep an accurate account of all expenditures. He/she shall report the finances at each Board meeting and shall make an annual report. He/she shall act as liaison between the Association and the Academies regarding all financial matters pertinent to the Association. The Treasurer shall be assisted in these duties by the Assistant Treasurer.

8. It shall be the duty of the Division Representatives to act as liaison between their respective Division and the Association and with faculty and administration.

9. Upon request of the Board of Trustees of the Academies, the officers and other members of the Board may serve as the Association's representative on various Board of Trustees Committees.

ARTICLE VII TRUSTEE REPRESENTATIVE

The President of the Association shall be an ex officio member on the Board of Trustees of The Albany Academies.

ARTICLE VIII COMMITTEES

1. There shall be an Executive Committee composed of the President, Vice President, Secretary, Treasurer and Assistant Treasurer, which shall have all the authority of the Board except as to filling vacancies on the Board or any committee, amending or repealing these Bylaws or amending or repealing any resolution of the Board.

2. There shall be a Nominating Committee consisting of a Chair and at least four other members which the Nominating Chair appoints with approval of the Board. The Chair shall be the immediate past President of the Association. In the event that the immediate past President is unable to serve, the Nominating Committee will propose a person for this position for approval by the Board. The Committee shall receive all nominations presented to it by any member wishing to serve on the Board upon submission of his/her name by March 15 of the current academic year. The Committee shall prepare a slate which, upon ratification by the Board, and after the Membership receives notice of the slate at least ten days prior to the Annual Meeting, shall be presented at the Annual Meeting of the Association for vote.

3. The Uniform Exchange Committee shall have co-chairs, one each from the Albany Academy for Girls and The Albany Academy. The Uniform Exchange Committee is responsible for the sale of uniforms, sports equipment and other goods deemed appropriate by the Board.

The hours of operation of the Uniform Exchange shall be set by the Committee, subject to approval of the Board.

4. The Communications Committee shall work with the administration, faculty and the Board of Trustees of the Academies to promote communication and information sharing regarding matters relating to the Academies. The Chair shall be responsible for ensuring that timely and accurate information regarding the Association's activities and school information is disseminated in the proper channels designated by administration, including newsletters, brochures and the web page.

5. The Fund Raising Committee shall have charge of the annual fund raising event(s) and be responsible for the coordination of all fundraising activities. The Fund Raising Committee shall coordinate the event(s) and the scheduling thereof with the Office of Institutional Advancement and other interested parties, as appropriate. The Committee shall convene sub-committees to coordinate individual events and efforts.

6. The Social Committee shall have charge of all social activities sponsored by the Association, including but not limited to the New Parent Reception, Grade Representatives Reception, Homecoming, the Family Picnic, Teacher/Staff Appreciation events, Life Member events, and other special school events.

7. The Grade Representatives Committee shall be responsible for the coordination of the grade representatives and assisting with class or grade-level activities. The Division Representatives shall be members of the Grade Representative Committee. This Committee shall select the grade representatives in consultation with the division heads of the Lower, Middle and Upper School Divisions.

8. There may be as many other standing committees as may be deemed necessary by the Board to carry on the work of the Association. There shall be special ad hoc committees appointed by the President who shall designate their powers and the term of each committee's appointment.

ARTICLE IX MEETINGS, ELECTIONS, AND QUORUMS

1. The Annual Meeting of the Association shall be held in May of each year. The officers and chairs of standing committees shall present their annual reports at the Annual Meeting and the Board for the following year shall be elected.

2. The Board shall meet at least seven times a year. Additional meetings may be called as the President deems necessary. Regular meetings of the Board shall be held on the first Wednesday of every month, provided that the Academies are in session, or at such other time and place as the President shall direct upon not less than five days notice.

3. The Executive Committee shall meet at least three times a year. Additional meetings may be called as deemed necessary by the President.

4. All members of the Association may attend Board meetings.
5. A quorum for the Annual Meeting of the Membership shall consist of twenty-five members.
6. A quorum for a Board meeting shall consist of a majority of the Board members.
7. Each elected member of the Board shall have one vote.
8. Unless otherwise specified herein, all binding votes of the Membership or the Board shall require a majority of those present and voting.

ARTICLE X PARLIMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, 2004, shall guide the procedures of the Association.

ARTICLE XI AMENDMENTS TO THE BYLAWS

These Bylaws may be amended, repealed or modified or new Bylaws may be adopted by a two-thirds vote of the Board at any meeting of the Board at which a quorum is present; provided that notice of a meeting at which Bylaws are to be adopted, repealed or amended shall include notice of such proposed action and shall be provided to the Board not less than fourteen (14) days prior to the meeting.

ARTICLE XII ARTICLE REVERTER

Subject to applicable law or direction of the New York State Board of Regents, in the event that the Association shall be dissolved, its remaining property or the proceeds thereof, after the payment, satisfaction, and discharge of any existing liabilities or obligations, shall be transferred to such corporation or associations as shall be determined by the Board to be administrated or used in such manner as in the judgment of said Board will best accomplish the general purposes for which the Association was organized, to wit, for the support and betterment of the Academies; provided, however, that the corporation or association receiving such property or proceeds shall be so organized and operated as to be exempt from tax under the provisions of Section 501(c)(3) of the Internal Revenue Code.