

BYLAWS OF THE SERBIAN PARENTS ASSOCIATION OF ONTARIO

ARTICLE I. Name

The name of the Corporation is Serbian Parents Association of Ontario, hereinafter referred to as the Association.

ARTICLE II. Purpose

The Association is established to encourage and support Serbian parents' leadership at Ontario schools by organizing educational and community-based activities, including those that actively support Serbian culture and heritage.

ARTICLE III. Members

Section 1. Membership. The Association shall have as members parents or legal guardians of a child enrolled in an educational institution in Ontario, and who have at least one family member that is Serbian by birth or by marriage. The Association will have two categories of membership: Voting Membership, limited to the members of the Executive Committee; and Non-Voting Membership, open to anyone who supports the Association's work. Membership may be terminated in the following cases: (a) by death of a member; (b) if a member demands, in writing, termination of his/her membership; (c) by resolution of the Executive Committee if a member behaves in unacceptable manner (i.e. threatens members of the Executive Committee, officers or employees of the Association).

Section 2. Annual Meeting. The annual meeting of the members shall be held on a Saturday, or Sunday to be selected by the Executive Committee in the fall of each year for the purpose of transacting the Association's business. Every other year, officers of the Executive Committee will be elected by voting members at the annual meeting. Notice of the annual meeting of the members shall be provided not less than ten (10) days prior to the annual meeting to all members. Both voting and non-voting members may attend the Annual Meeting.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Executive Committee. Members shall be given notification, including an agenda, not less than ten (10) days prior to any special meeting.

Section 4. Voting. All matters requiring a vote at the meetings will be decided by a simple majority of the votes cast (50% plus 1).

Section 5. Place of Meeting. The Executive Committee may designate any place in Ontario, as the place of the meeting for any annual meeting or for any special meeting. Presence is required for all non-voting members, while executives may join via a form of tele-conference.

ARTICLE IV. Membership Dues

Members of the Association shall not be required to pay any dues.

ARTICLE V. Board of Directors

Section 1. Number. The Association shall have a minimum of three and a maximum of six Directors who must be members, and who shall be elected by the Voting Members at the Annual General Meeting. A Director's term shall commence upon election and continue for three years or until a successor is elected. Directors will elect among themselves a President and a Secretary of the Board. President and Secretary of the Board of Directors will be expected to run for positions of Co-Chairs of the Association. In the absence of additional nominees during officer elections, the President and the Secretary of the Board of Directors will automatically serve as Co-Chairs of the Association.

Section 2. Powers. Subject to these By-Laws or directions given by the vote of a majority of Voting Members at a meeting properly called and constituted, the Board shall have all power to manage the affairs of the Association and may delegate any of its powers to the Officers or Committees appointed by the Association.

Section 3. Withdrawal. A Director may withdraw by notice in writing to the President or, if the withdrawing Director is the President, by notice in writing to the Secretary. A director may be removed by a simple majority of the votes of the voting members present at an annual or a special meeting. Written notice specifying the intention to make a motion to remove the executive member must be given to all voting members not less than 14 days before the meeting.

Section 4. Vacancies. A vacancy on the Board caused by the death, resignation or removal of a Director or the failure of the Members to elect the requisite number of Directors may be filled by a person appointed by resolution of the Board to hold office until the next Annual General Meeting.

ARTICLE VI. Officers

Section 1. Number. The executive officers of this Association shall be two (2) Co-Chairs, a Treasurer, a Communication Officer and such other officers and assistant officers as may be deemed necessary.

Section 2. Election. The officers of the Association shall be elected bi-annually by the voting members at the annual meeting of the Association. The elected officer will serve for two (2) years.

Section 3. Removal. Any officer elected may be removed by a simple majority of the votes of the voting members present at an annual or a special meeting. Written notice specifying the intention to make a motion to remove the executive member must be given to all voting members not less than 14 days before the meeting.

Section 4. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise may be filled temporarily through Executive Committee appointment for the unexpired portion of the term.

Section 5. Co-Chairs. The Co-Chairs shall be the principal executive officers of the Association, and shall, in consultation with the rest of the Executive Committee and the Board of Directors, supervise and control all of the business and affairs of the Association. The Co-Chairs shall preside at all meetings of the membership and the Executive Committee. They may sign any contract or other instruments which the Executive Committee has authorized to be executed, and will be custodians of the Corporate records. In general, the Co-Chairs shall perform all other duties incident to their position.

Section 6. Communication Officer. The Communication Officer shall: (a) keep the minutes of the membership and of the Executive Committee in electronic forms; (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; (c) keep a register of electronic address of each member which shall be furnished to the Communication Officer by such member; (e) in general, perform all duties incident to the office of Communication Officer and such other duties as from time to time may be assigned to the Communication Officer by the Executive Committee.

Section 7. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Association; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with provisions of Article VI of these Bylaws; (c) have signing authority over any contract or other instruments which the Executive Committee has authorized to be executed; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Executive Committee.

Section 8. Assistant Officers. If deemed necessary by the Executive Committee, Assistant Officers will be elected to assist in fulfilling the Association's mandate. Assistant Officers, in general, shall perform such duties as shall be assigned to them by the Executive Committee.

ARTICLE VII. Checks and Deposits

Section 1. Contracts. The Executive Committee may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confide to specific instances.

Section 2. Checks. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issues in the name of the Association, shall be signed by one or more officers of the Association.

Section 3. Deposits. All funds received by the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the Executive Committee may select.

ARTICLE VIII. Committees

Section 1. Executive Committee. The Executive Committee shall serve as the principal administrative body of the Association. The Executive Committee shall be comprised of the immediate past Co-Chairs, and all officers duly elected as provided for in Article V.

Section 2. Appointment. Committees may be appointed from time to time as the Executive Committee may determine. All committees shall be constituted as in the Bylaws provided, or, in the absence of any such instructions as the Executive Committee shall determine. Unless otherwise required by these Bylaws, any committee may be disbanded or its membership changed by action of the Executive Committee.

Section 3. Duties. All committees of the Association shall perform their duties in conformity with policies determined from time to time by the Executive Committee. Unless otherwise directed, implementation of such policy and performance of responsibilities delegated shall be at the discretion of the committees.

ARTICLE IX. Books and Records

The Association shall maintain correct and complete books and records of account and minutes of the proceedings of its Executive Committee and adjunct committees.

ARTICLE X. Amendments

These Bylaws may be altered, amended or repealed by a majority of the Board of Directors present and voting at any regular or special meeting, if at least four days' written or

electronic notice is given of intention to alter, amend or repeal the Bylaws at such meeting.

ARTICLE XI. Liabilities

Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the Association.

ARTICLE XII. Insignia

The Executive Committee may adopt insignia, colours, and badges for the Association as it deems desirable.

ARTICLE XIII. Dissolution

The Association may be dissolved by the vote of a simple majority of the Board of Directors. Thirty (30) days notice will be given to all members prior to said vote.

The above Bylaws approved and adopted by the Board of Directors on the 7th day of December, 2019.

President

Secretary

Katarina Milicevic

Maja Catic