



ONTARIO ASSOCIATION OF PARENTS IN CATHOLIC EDUCATION

BY LAWS

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Revision History

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1.0 Name

The name of the organization shall be "The Ontario Association of Parents in Catholic Education", hereinafter referred to as "OAPCE".

2.0 Administration and Affairs of the Organization

2.1 OAPCE's Board of Directors have a duty to ensure that the organization and its Regional Directors comply with this By-law, which provides the framework for decision-making and for how OAPCE operates.

2.2 This By-law describes the objectives of OAPCE and contains the following provisions: membership composition and qualification; board of directors composition including powers, election, voting, no remuneration, indemnity and insurance provisions; board committees; board meetings including notice, quorum and minutes; officers and duties; Annual Meeting of members including voting and notice requirements; amendment and repeal of By-law provisions. [NOTE: Not sure you need this. You have an index.]

2.3 OAPCE is a registered charity and serves multiple constituencies including members, participants, volunteers, donors, and program delivery partners including government funders. Management will periodically arrange a By-law/legal review, to ensure that OAPCE continues to meet its legal requirements and responsibilities to the various constituencies.

Registration Number:
889430427 RR 0001

Charity status:
Registered

Effective date of status:
2007-07-05

Designation:
Charitable organization

3.0 Vision

OAPCE is the voice of parents that promotes and protects publicly funded Catholic Education in Ontario.

4.0 Mission

The mission of OAPCE shall be: To Engage, Advocate and Enhance through the strength of Our Collective Voice. Through our connection to home, school, and church, OAPCE collaborates with local and provincial education partners to strengthen the parent voice.

5.0 Mandate

We are the voice of parents and guardians of children enrolled in the publicly funded English Catholic System of Education in the Province of Ontario.

6.0 Objectives

The purposes for which OAPCE exists shall be:

6.1 To provide support to publicly funded English Catholic Education in Ontario by soliciting input, analyzing and communicating results, and providing information on matters affecting it;

6.2 To assist with education and training for parents regarding school council operations, increasing parental involvement and advocacy, improving student and school performance, and other matters related to the Catholic education system.

6.3 To ensure accountability of the educational system in providing the highest quality of education for each child according to his or her physical, mental, social, and spiritual needs while working with the Ministry of Education and other partners in forums, workshops, and/or working groups; and

6.4 To work with our partners in Catholic education to ensure wherever and whenever possible, that the Catholic faith is modeled and infused in the curriculum and learning environments.

6.5 To work with our educational partners so parents and guardians of students in the Catholic Education system have a voice at the Provincial level that is considered, respected, valued, and heard.

7.0 Membership

School Boards pay a membership fee, often using funds provided to the School Boards by the Ministry of Education for parent engagement, or, with their own funds. If a School Board does not use this method, individual schools may pay their membership on their own. Membership pertains to the school year. When membership for parents/guardians in OAPCE has been paid either by the school board or individual schools, it is mandated to appoint/elect an OAPCE Liaison Representative on each school council. (Regulation 612).

This position is an additional voting parent member position to the usual School Parent Council and the purpose is to provide contact between the council, their Regional Director (where there is one) and the provincial Association. These OAPCE Liaison Representatives will sit as part of a Regional Council and become the conduit to share parent's views and concerns to OAPCE.

7.1 Active Members

The active members of OAPCE shall be those Roman Catholic parents or legal

guardians with children enrolled in a Publicly Funded English Catholic School who have paid an annual membership fee, or had it paid on their behalf through the school, or the school board attended by their child. These members have voting rights at the Annual General Meeting. These members shall include those parents or legal guardians who are members of Eastern Churches in communion with Rome.

7.2 Membership Term and Dues

The membership period runs from September 1st to June 30th. Membership dues shall be set annually by the OAPCE Board of Directors. The dues are calculated based on the number of schools in the specific Board. Only those representatives of Catholic Schools whose payments have been received at the OAPCE office at least 14 days prior to an Annual General Meeting or a Special Meeting of members shall be eligible to vote.

7.3 Honorary Life Members

The Board of OAPCE may from time to time confer Honorary Life Membership on an individual in recognition of outstanding service to OAPCE or to Catholic education. This membership shall be conferred by a majority vote of the members of the Board. Honorary Lifetime Members shall not receive a vote and shall not be counted for purposes of establishing a quorum at any meeting of OAPCE or its constituent parts.

7.4 Meetings of Members

7.4.1 There shall be an Annual General Meeting of members each year at a time and place determined by the Board of Directors.

7.4.2 Special General meetings of members shall be conducted at the request of a majority of the Board of Directors or at the request of the Executive Director.

7.4.3 Notice of such Special meeting shall be provided to all members of OAPCE not less than thirty (30) days prior to the date of such meeting. Notice of Special General Meeting shall include the purpose for which such meeting is called. No other business shall be placed on the agenda.

7.4.4 Voting Members present in person or by live, two-way electronic means, shall form a quorum for members' meetings of the Corporation. Honorary Lifetime Members shall not receive a vote and shall not be counted for purposes of establishing a quorum.

8.0 Financials of the Organization

8.1 The Executive Director shall manage the financial affairs of the Association. The Financial officer shall prepare a financial report of the Association's revenues and expenses for the period since the last meeting and for the year-to-date to be presented to the Board at each Board meeting.

8.2 The Association shall have an annual financial audit and the required tax filing required of a non-profit organization completed each year. The accounting firm will be selected by the Executive Director in consultation with the Board of Directors.

8.3 The banking establishment used will be determined by the Executive Director in consultation with the Board of Directors. The signing authority shall consist of the Executive Director, the Financial Administrator, and the Treasurer of the Association.

8.4 Annual audited financial statements will be readily available on the OAPCE website. The association's fiscal year will align to the school year. (September to August)

9.0 Administration of the Organization

9.1 Executive Director

9.1.1 OAPCE will endeavour to procure services to support the operations of the organization in the areas including but not limited to, daily operations, administrative support, financial management support, and technology/web support services as required.

9.1.2 The OAPCE Provincial Board of Directors will procure the services of an Executive Director. Roles, responsibilities, term of contract, and remuneration will be

subject to the decision of the OAPCE Provincial Board of Directors by majority vote. Since the Executive Director is a non-elected position, the Executive Director shall not vote on Board matters.

9.1.3 The Executive Director shall be responsible for the day to day operations of OAPCE Provincial. The Executive Director shall be reimbursed for expenses according to OAPCE expense policy.

9.1.4 The Executive Director shall represent OAPCE at the provincial level and therefore shall not represent any particular region in the Province of Ontario. The Executive Director shall be a member on external committees of the Ministry of Education, ICE and any Catholic partners requiring provincial representation.

9.2 Support Staff

9.2.1 OAPCE will endeavour to procure services to support the operations of the organization in the areas including but not limited to, administrative support, financial management support, and technology/web support services as required.

9.2.2 The Executive Director shall have the responsibility to hire and terminate support staff to assist with the daily operational duties of the organization. These positions report directly to the Executive Director on a daily basis. The Executive Director will report their duties and accomplishments to the Board of Directors annually and will notify the Board of Directors of positions filled. These positions shall be on a contract basis only.

10.0 OAPCE Provincial Board of Directors

10.1 Regional Directors

10.1.1 Each Region may elect or appoint a Regional Director to represent the Region at all OAPCE Provincial meetings. Appointing a Regional Director is not mandatory, nor is there a requirement for them to be on the OAPCE Board of Directors. All OAPCE Directors and Executive members, both provincially and regionally, will be the

designated OAPCE Liaison Representative for their schools by default.

10.1.2 A Director's term of office shall begin at the first Board of Directors meeting following the earliest of the:

- 1) Date of election or appointment by their Region.
- 2) Annual General Meeting

A Director's term of office shall end at the first Board of Directors meeting following the earliest of the:

- 1) end of the Annual General Meeting
- 2) Date of the election upon completion of their term

10.1.3 A Director's term shall not exceed two school years. A Director shall not serve more than three consecutive complete terms. Should a situation arise in which an exception is required to this term limit, it will be permitted only subject to the approval of the OAPCE Provincial Board of Directors by a motion duly made at a meeting of the Board

10.1.4 A Director may remain on the Board for the remainder of the school year to complete his or her term of office should his or her child no longer be a student of the school Board.

10.1.5 All other requirements of Directorship must be adhered to. This includes conforming with the By-laws as stipulated including adhering to the eligibility requirements and director's responsibilities as well as following the code of conduct, confidentiality, and conflict of interest requirements.

10.1.6 Where there is a Regional Council, an election (or appointment) is required every two years to comply with the OAPCE By-laws for the purpose of electing/appointing an OAPCE Regional Director to represent each respective school board at OAPCE Provincial.

10.1.7 The Regional Council shall advise local school OAPCE Representatives of the proposed election no later than fourteen business days prior to the date of election for the purpose of advising of the election date and seeking potential candidates. Each candidate must provide the Regional Council with a written biography and acknowledgement that they, the candidate, meets the requirements to be an OAPCE

Regional Director according to the OAPCE By-laws. The form of the election can be by show of hands or ballots.

10.1.8 Each Regional Council shall elect one (1) Regional Director to OAPCE Provincial. In order to allow Regional Councils to adequately reflect the parents affiliated to all schools in each region, and to respect geographic diversity and regional variations in the number of schools, some regions shall elect or appoint more than one Regional Director.

10.1.9 Approval of an additional regional Director shall be subject to approval by the OAPCE Provincial Board of Directors. Additional Regional Directors must be approved by the OAPCE Board of Directors at a BOD meeting by $\frac{2}{3}$ vote of Directors.

10.2 OAPCE Director Eligibility Requirements

Each Director must:

1. Be the legal parent (natural or adoptive) or legal guardian of a child (children) currently enrolled in the publicly funded English Catholic education system and serve in the region in which the child resides.
2. Not occupy a CPIC Chair or Co-Chair position.
3. Not be an elected Trustee under the Education Act and Regulations
4. Be their School Parent Council's OAPCE Liaison Representative as set out in these By-laws.
5. Be named a Regional Director as per OAPCE By-laws
6. Complete all Agreements as listed in OAPCE Operations Manual.
7. Be 19 years of age or older.
8. Not be an employee of OAPCE.
9. Not have a non-discharged bankruptcy.
10. Not have an unpardoned criminal record.
11. Not be a former Director who has previously been removed or resigned.
12. Be a Roman Catholic

10.3 OAPCE Director Responsibilities

10.3.1 An OAPCE Director is required to:

1. Check and respond to email and the online collaboration tool regularly. [NOTE: Daily is a trap; few could be perfect.]
2. Actively participate in, and demonstrate initiative in, work groups and committees.
3. Be prepared to contribute 1-2 hours a week to the organization.
4. Host one region-wide “bone fide” OAPCE parent engagement event per year.
5. Provide two sets of Minutes from Regional OAPCE council meetings.
6. Participate in the Board of Director Meetings.
7. Provide monthly reports on regional activities (September to June, 10 Reports in total).

10.3.2 Should the executive and/or the OAPCE Board of directors determine, by a resolution of the Board, that a Director has not fulfilled his or her responsibilities in a way or manner that is expected, they will cease to be an OAPCE director. The respective Director of Education will be notified, and a replacement will be sought.

10.4 Confidentiality

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation.

10.4.1 Board members must at all times respect the confidentiality of any client, donor, or member including any names and/or circumstances, and all matters dealt with at the Board relating to personnel.

10.4.2 Directors shall not relate matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board.

10.4.3 Board members shall agree to an Oath of Office and Confidentiality upon joining the Board of Directors.

10.5 Code of Conduct

10.5.1 Board members are expected to comply with the prescribed Code of Conduct that encourages the development of a spirit of collective decision-making, shared objectives, and shared ownership and respect for Board decisions. The Code of Conduct is intended to govern the conduct of the Board and staff of the organization.

10.5.2 Board members of the organization will conduct themselves in a manner that:

1. Supports the objectives of the organization
2. Serves the overall best interests of the organization rather than any particular constituency
3. Brings credibility and good will to the organization
4. Respects principles of fair play and due process
5. Demonstrates respect for individuals in all manifestations of their cultural and linguistic diversity and life circumstances
6. Respects and gives fair consideration to diverse and opposing viewpoints
7. Demonstrates due diligence and dedication in preparation for an attendance at meetings, special events, and in all other activities on behalf of the organization
8. Demonstrates good faith, prudent judgment, honesty, transparency and openness in their activities on behalf of the organization
9. Ensures that the financial affairs of the organization are conducted in a responsible and transparent manner with due regard for their fiduciary responsibilities and public trusteeship
10. Avoids real or perceived conflicts of interest
11. Conforms with the By-law and policies approved by the Board, in particular this Code of Conduct, the Oath of Office and Confidentiality, and the Conflict of Interest policies
12. Publicly demonstrates acceptance, respect and support of decisions legitimately taken in transaction of the organization's business

10.6 Conflict of Interest

Members of the Board of Directors shall always act in the best interest of the organization rather than individual interests or constituencies.

10.6.1 Directors are expected to set aside personal self-interest and while performing their duties conduct the affairs of the organization in a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

10.6.2 Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

10.6.3 The pecuniary interests of immediate families or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

10.7 Vacation of Office

The office of an OAPCE Provincial Director shall be vacated by:

- 1) Removal by members. Directors may be removed from office on the approval of a motion to that effect with the assent of two-thirds (2/3) of the Directors then in office. Directors may also be removed on the approval of two thirds (2/3) of the members present. Where a direct breach of Code of Conduct has occurred, the Executive Director shall have the authority to remove the Director in accordance with the policy.
- 2) Written Resignation. By the Director delivering notice of resignation in writing to OAPCE in which case, such resignation shall be effective at the time notice is received by OAPCE or at the time specified in the notice, whichever is the latter.
- 3) Verbal Resignation or Failure to Attend 3 Consecutive Meetings: If the Director verbally indicates to any Director or Officer of his/her intentions to resign his/her office or he/she fails to attend three (3) consecutive meetings of the Board and in

either case he/she also fails to respond to a letter sent by OAPCE confirming his/her resignation within thirty (30) days from the date of mailing of such letter by prepaid registered mail to her/his last address recorded on the books of the Association.

- 4) Death. Upon the death of the Director.
- 5) No Longer Qualified. A Director ceases to be eligible pursuant to the requirement outlined in these By-laws and addendum.
- 6) Failure to Act. If the Director fails to participate and/or respond in a timely manner as outlined in the addendum.
- 7) Removal by their Region Director of Education.

10.8 Executive Officers of the Organization

10.8.1 The Executive officers of the organization will include:

1. Chair and/or 2 Co-Chairs.
2. Treasurer
3. Communications Director

10.8.2 The following are the terms of office for each officer of the association:

Chair and/or 2 Co-Chairs – two-year term elected at the Board of Directors meeting following the Annual General Meeting. No Chair or Co-Chair shall serve more than two consecutive complete terms. This position can only be occupied by a Director who has served at least two years as a member of the Board of Directors.

Treasurer – two-year term elected at the Board of Directors meeting following the Annual general Meeting. This position can only be occupied by a Director who has served at least one year as a member of the Board of Directors.

Communications Secretary - one-year term elected at the Board of Directors meeting following the Annual General Meeting. This position can only be occupied by a Director who has served at least one year as a member of the Board of Directors.

10.8.3 The officers of OAPCE must be Catholic and meet the eligibility criteria to be a member of the Board of Directors according to the By-laws of the Association.

10.9 Indemnity of Directors, Officers and Administration

10.9.1 These By-laws clarify that OAPCE shall maintain insurance to protect its directors, officers, and administration except for any liability resulting from the director's or officer's or administration's deliberate act or willful violation of a statute or regulation.

10.9.2 Every Director or Officer or Administrator of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

10.9.3 All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his or office or in respect of any such liabilities.

10.9.4 All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

10.9.5 No Director or Officer or Administrator of the Corporation shall be liable for:

10.9.5.1 the acts, receipts, neglects or defaults of any other Director or Officer or employee or;

10.9.5.2 for joining in any receipt or act for conformity or for any loss, damage or expense happening the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or;

10.9.5.3 for the insufficiency or deficiency of any security in or upon which any of

the monies of or belonging to the Corporation shall be placed out or invested or;

10.9.5.4 for any loss or damage arising from the bankruptcy, solvency or tortious act of any person, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited or;

10.9.5.5 for any other loss, damage, or misfortune whatsoever which may happen in the execution or supposed execution of the duties of their respective office or trust or in relation thereto, unless the same shall happen by or through his own willful act or his own willful default.

11.0 Meetings of the Board of Directors

11.1.1 Meetings of the Board of Directors shall be at the call of the Executive Director and two Officers.

11.1.2 The Board of Directors shall meet not fewer than four times a year. Attendance at such meetings shall be limited to the Board of Directors and invited guests only. The Financial and Office Administrators (if appointed) shall attend but shall not count for quorum and shall not vote.

11.1.3 Quorum at meetings of the Board of Directors shall be the Chair and not fewer than 4 Directors. In the event that there are Co-Chairs each shall be counted separately for purposes of establishing quorum and the second Co-Chair shall be counted as a Director for the purposes of quorum.

11.1 Committees

OAPCE shall establish committees as required to meet the strategic objectives of the organization. Committees' deliverables, terms, and tenure shall be subject to approval by majority vote of the OAPCE Provincial Board of Directors.

12.0 OAPCE Regional

12.1 Regional OAPCE Councils are considered members of OAPCE Provincial. Each regional council must meet membership requirements governed by these By-laws.

12.2 The Chair and/or Vice Chair and Executive Director of OAPCE Provincial shall attest annually to the organization's compliance with the conditions of membership requirements outlined in the Constitution and By-laws of OAPCE.

12.3 As per Section 612 of the Education Act, every local parent school council is required to have an OAPCE representative. This position must be held by a parent or guardian who is Roman Catholic, should there be an exception required it will be subject to approval by majority vote of the Regional Executive.

12.4 Local school OAPCE representatives make up a Regional Council for a member Catholic School Board. An OAPCE recognized Regional Council consists of representatives who have been elected or appointed from all the Catholic Schools within the Regional School Board. These representatives shall elect or appoint from among their number an executive that complies with the Regional Councils By-laws and/or constitution. Regional Councils are subsumed under the OAPCE By-laws.

12.5 Where there are Directors that represent a region, they must be Executive members of the regional council, and one must be the Chair of the Regional council as well.

12.6 Regional Councils of OAPCE will be provided a webpage on the OAPCE Provincial website (oapce.org) at no additional cost. Regional councils will be named using the OAPCE prefix followed by the region represented. (i.e. OAPCE-Halton, OAPCE-York, OAPCE-Toronto). Website and regional web page maintenance will be coordinated by OAPCE Provincial.

12.7 An OAPCE Regional Council shall not be combined with or replaced by a School Board Regional or District Councils (i.e., a Catholic Parent Involvement Committee). It is recognized that OAPCE Regional Council meetings may take place as part of, before,

or after, a School Board Regional, District Council, or CPIC meeting, if this promotes greater parent participation by coordinating meetings on the same day.

12.8 Each Regional Council should conduct a meeting (person, teleconference, video conference, etc.) at least three times per school year plus an annual commissioning ceremony. The Regional Council is required to provide notice fourteen working days prior to any meeting by mail or electronic means to the members of the Regional Council and to the Chair and Executive Director of OAPCE

12.9 The Regional Council will take and approve the minutes from their meetings and forward these minutes to the OAPCE Provincial within thirty days after the meeting to be posted to the Regional Council webpage of the OAPCE Provincial Website

13.0 Amendments

13.1 Proposals for amendments to this By-law shall be by resolution submitted to the OAPCE Provincial Board of Directors in the form of a motion by the Regional Director not less than sixty (60) days prior to an Annual General or Special General Meeting of members.

13.2 Resolutions shall be signed by not fewer than two (2) members representing a Regional Council.

13.3 Resolutions will be posted not less than forty-five (45) days prior to an Annual General or Special General Meeting to allow members to review such resolutions.

13.4 Members present at an AGM are each entitled to one vote.

13.5 Resolutions affecting the By-law shall require approval by two-thirds (2/3) majority of members at the Annual General or Special General Meeting at which such resolutions are considered. [NOTE: deleted section is unclear. Does this mean proxies?]

13.6 The Board of Directors shall be empowered to suspend or amend articles of this By-law at any time. Suspension or amendment shall remain in force until the next

Annual or Special General Meeting of members called to discuss the suspension or amendment.

13.7 Approval of the suspension or amendment by members present and voting at such meeting shall be retroactive to the date of such suspension or amendment. Where approval of a suspension or amendment is denied by the members present and voting at a meeting of members called for that purpose, the affected article shall be reinstated as of the date of the vote.

14.0 Dissolution

14.1 A “notice of pending dissolution” must be sent to OAPCE at least 45 days prior to the AGM, expressing desire and intent to move to dissolution vote at the time of the AGM, or 45 days’ notice of any Special General Meeting called for that purpose.

14.2 OAPCE shall be dissolved by resolution of the members approved by a two-thirds (2/3) vote of members present at an Annual or Special General Meeting of the members called for that purpose.

14.3 When all liabilities of OAPCE have been discharged, remaining assets shall be liquidated, and all monies realized shall be donated to a Catholic charity determined by the Board of Directors then in office.

15.0 Rules of Order

15.1 The Chair of OAPCE, or in his or her absence, the Vice-Chair, shall open and close the meeting, at the time provided in the notice of meeting. In the absence of such officers, a Chairman *pro term* shall be chosen by the members.

15.2. The Chair shall be privileged to debate on all subjects on calling any member to the Chair.

15.3. No motion to amend the minutes shall be admissible unless it is in respect to an

omission or error of fact.

15.4. Any member who wishes to speak shall rise, respectfully address the Presiding Officer and await recognition before proceeding. The member shall confine himself to the question under discussion and avoid personalities.

15.5. If two or more members rise to speak at the same time, the Presiding Officer shall decide who may speak first.

15.6. No member shall speak more than twice on any substantive motion, and once on each of the amendments to the motion, without first asking and obtaining permission from the Presiding Officer.

15.7. A motion must be moved, seconded and stated from the Chair before it is open to debate.

15.8. When a motion or resolution is once moved, seconded and stated by the Presiding Officer, it shall be in the possession of the meeting, and cannot be withdrawn without a unanimous vote, unless for the purposes of modifying it or substituting another in its place, in which event the mover may be granted permission to do so by a motion to that effect, regularly made and passed by a majority of the members present.

15.9. No member shall speak to a motion after the affirmative vote has been taken.

15.10. A motion shall be placed in writing if any member demands it.

15.11. No member shall vote on any question in the result of which he only is financially interested.

15.12. When a member is called to order he shall sit down until the point of order is decided.

15.13. An appeal may be made at all times from the decision of the Chair. No appeal shall be in order unless it is seconded. The Presiding Officer shall then put the question: "Shall the decision of the Chair stand as the judgment of the House?" Two-thirds majority shall be necessary to sustain the appeal.

15.14. A member moving the adjournment of the House shall be allowed to speak for not more than five minutes. A member seconding the motion shall be allowed to speak for not more than five minutes.

15.15. A motion to Call the Question may be moved on a substantive motion either

before or after it has been amended, unless it shall appear to the Chair that such motion is an abuse of the Rules of the Foundation and an infringement of the rights of the minority. After the Previous Question has been stated, no amendment shall be entertained, all debate shall cease, and the Foundation shall proceed forthwith to vote. Should the motion be defeated there may be further discussion of the original motion or the amendments, if any, during that meeting.

15.16. Any of the above Rules may be suspended for any length of time not to exceed one meeting, by a two-thirds vote of the members present.

15.17. The current edition of Robert's Rules of Order, Newly Revised ("RONR") shall be the authority to decide all questions not provided for in these Rules. The edition of Robert's Rules to be used may be changed from time to time by a resolution of the Board of Directors.