

Adena High School Alumni Association

Constitution & Bylaws

Constitution adopted September 8, 2015
by the Board of Directors
to be presented to membership June 4, 2016
for ratification

Bylaws adopted September 8, 2015
Bylaws amended January 5, 2016

Constitution of the Adena High School Alumni Association

Article I - Name and Purpose

Section 1: The name of the organization shall be Adena High School Alumni Association (hereinafter, "the Association")

Section 2: The purpose of the Association is to engage alumni, students, and the community in support of Adena High School. The Association shall provide a forum for the Adena Local School District to communicate with alumni and foster friendship and sociability of persons who are currently or have been connected with Adena High School.

Article II - Membership

Section 1: Any person who at any point in the past has been a registered student at Adena High School and any person who has been connected in any official capacity with the staff of Adena High School is eligible for membership in the Association.

Section 2: The spouse of any person who is a member under Section 1 shall be eligible for membership in the Association.

Section 3: Other persons in a member's household shall not be eligible for Association membership (unless they qualify separately under Section 1 or Section 2), but shall be invited to attend Association functions with the Association member.

Article III - Officers

Section 1: The officers of the Association shall be the President, Vice President, Secretary, Treasurer, Roster Secretary, and Historian.

Section 2: Officers shall be elected from among the Board of Directors by majority vote of the Board of Directors at the first meeting of the Board of Directors following an election.

Article IV - Board of Directors

Section 1: The number of members serving on the Board of Directors shall be limited in the bylaws. To be eligible to serve on the Board of Directors, an individual must be an alumnus of Adena High School.

Section 2: The Board of Directors will be selected by the members of the Association through an election at a general membership meeting.

Section 3: The Board of Directors shall have the authority to appoint the chairs of all standing committees, transact all business of the Association, and fill any vacancies in its composition for the remainder of the term.

Article V - Committees

Section 1: The Association will maintain a committee structure necessary to carry out the responsibilities and duties of the Association.

Section 2: All committees shall be chaired by a person appointed by the Board of Directors. Any member of the Association in good standing is eligible to serve on any committee.

Section 3: All committees shall report to the Board of Directors at regular intervals.

Article VII - Meetings

Section 1: General meetings of the members of the Association shall be at such a time and place as the Board of Directors may decide.

Section 2: The Board of Directors shall meet regularly to conduct business of the Association.

Section 3: Association meetings and meetings of the Board of Directors are not open to the public.

Article VIII - Use of Revenue

Section 501(c)(3) of the Internal Revenue Code prohibits the Association from paying any net earnings beyond reimbursement for the Association's expenses, to any of its members, directors or officers. Additionally, Section 501(c)(3) prohibits the Association from participating in or taking sides either in political campaigns or in any effort to pass a specific law. The Association will primarily operate for public charitable purposes. The above limitations are explained in more detail in the following paragraph.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the constitution the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation or unincorporated association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, or unincorporated association contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX - Dissolution of the Association

Section 1: The power to dissolve the Association lies with the Board of Directors.

Section 2: The Association shall be considered dissolved if one more than half of the members of the Board of Directors votes to dissolve the Association, with no regard given to quorum.

Section 3: Upon dissolution, the assets of the Association will be expediently liquidated and all debts and obligations of the Association shall be paid and satisfied.

Section 4: The remaining assets of the Association will be distributed to an exempt organization with the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code). To the extent possible, the distributed assets will be used to further the purposes of the Association.

Article X - Amendments

The constitution may be amended, altered, repealed or changed by a majority vote of the Association members present at any duly called general membership meeting.

Bylaws of the Adena High School Alumni Association

Bylaw 1 - Name

The name of the organization shall be Adena High School Alumni Association (hereinafter, "the Association").

Bylaw 2 - General Membership Meetings

- 2-1: The Adena High School Alumni Association general membership meeting shall be generally known as an "Adena All-Class Reunion." The Board of Directors shall call a general membership meeting at their discretion, but shall not let more than 5 years pass between meetings.
- 2-2: Notice of the time, place, and agenda of each general membership meeting shall be communicated by electronic mail (or USPS mail, if necessary) to each Association member and prospective Association member for whom the Roster Secretary has contact information not less than three months prior to the date of each meeting.
- 2-3: If more than one year has passed since the last general membership meeting, an election of the Board of Directors must be held.

Bylaw 3 - Duties of Members

- 3-1: Those eligible for membership shall be considered members of the Association so long as they maintain contact with the Association through the Roster Secretary or the Roster Secretary's designee.
- 3-2: Members shall not actively work against the purposes of the Association.

Bylaw 4 - Duties of Officers

- 4-1: President - The president shall call and preside over all meetings of the Association and of the Board of Directors and shall perform other duties generally attributed to that office.
- 4-2: Vice President - The vice president shall perform the duties of the president in his or her absence or inability to act. Should the office of president be vacated, the vice president shall succeed. The Vice President shall operate, oversee, and certify the elections of the Board of Directors unless the Vice President appears on the ballot, in which case this authority must be delegated to another party.
- 4-3: Secretary - The secretary shall give notice of all meetings of the Association and the Board of Directors and shall keep accurate minutes of such meetings. Minutes should be sent to members of the Board of Directors and made available to the general membership within 10 days of a meeting. The secretary shall conduct the general correspondence of the Association.

- 4-4: Treasurer - The treasurer shall have custody of all the funds of the Association; shall collect all money due to the Association; shall make disbursements only at the direction of the Board of Directors, or of officers or committees to whom the Board of Directors may delegate such authority; shall keep an accurate record of all receipts and disbursements; and shall make reports thereof at the regular meetings of the Board of Directors.
- 4-5: Roster Secretary - The roster secretary shall maintain the contact list of all Adena High School alumni. The Association expects each graduating class to designate an alumnus to assist the roster secretary in maintaining their respective class's contact list.
- 4-6: Historian - The historian shall maintain the records of the Association as well as collect and maintain interesting and notable artifacts related to Adena High School. The historian shall also serve as a liaison to the historical societies of the area as well as to faculty, students, and community members interested in the history of Adena High School.

Bylaw 5 - Size and Election of the Board of Directors

- 5-1: The Board of Directors shall have no less than 8 members and no more than 12 members.
- 5-2: The Board of Directors shall be selected by popular vote of the Association membership at a general membership meeting.
- 5-3: A slate of candidates may be prepared before a general membership meeting, but nominations must also be accepted from the floor at a general membership meeting. Persons nominated must accept the nomination before being considered a candidate.
- 5-4: If the number of candidates does not exceed the maximum size of the Board of Directors, the slate of candidates shall be considered elected by acclamation. If the number of candidates did not meet the minimum size of the Board of Directors, the open seats shall be considered vacant. The Board of Directors will address the vacant seats according to the bylaws of the Association at their first meeting.
- 5-5: If the number of candidates exceeds the maximum number on the Board of Directors, a vote of the membership shall be taken. Members shall be presented with a ballot and may vote for no more candidates than the maximum number of persons on the Board of Directors. Ballots with more votes than the maximum number being elected shall be invalidated and removed from the count. The persons receiving the highest number of votes shall be elected to the Board of Directors. The President shall not vote unless a tie-breaker vote is necessary for the last seat(s). The President shall be informed of the tie, and the President's ballot must break the tie.

Bylaw 6 - Vacancies on the Board of Directors

- 6-1: The Vice President shall become President upon vacancy of the office of President.
- 6-2: A vacancy in any office other than President shall be filled by majority vote of the remaining Board of Directors.
- 6-3: A vacancy in the Board of Directors may be filled or may remain unfilled by majority vote of the remaining Board of Directors so long as the minimum number of members as defined in the bylaws is maintained.
- 6-4: The Board of Directors may add members to itself by majority vote at any time so long as the maximum number of members as defined in the bylaws is not exceeded.

Bylaw 7 - Committees

- 7-1: Standing committees of the Association are Scholarship and Newsletter.
- 7-2: The financial records of the Association shall be audited annually by an Audit Committee, consisting of at least two officers and one member who is not a signatory on Association accounts.
- 7-3: When the Board of Directors calls a general membership meeting, a set of committees shall be formed and the functions of the meeting delegated to said committees. The work of the committees shall be reported regularly to the Board of Directors.
- 7-4: Ad hoc committees may be formed as necessary to achieve Association goals.

Bylaw 8 - Meetings

- 8-1: Regular meetings of the Board of Directors shall be held no less than twice a year.
- 8-2: The order of business for all meetings of the Board of Directors and the members shall be:
1. Call to Order
 2. Declaration of Quorum (at Board of Directors meetings)
 3. Secretary's Report
 4. Treasurer's Report
 5. Reports of Committees
 6. Reports of the President and other Officials
 7. Unfinished Business
 8. Election of the Board of Directors (at general membership meetings)
 9. New Business
 10. Adjourn
- 8-3: The Association will use basic principles of parliamentary procedures as defined in Roberts Rules of Order.

- 8-4: A quorum at a general membership meeting shall consist of all Association members in attendance at a duly called meeting.
- 8-5: A quorum at a Board of Directors meeting shall consist of one more than half of the members of the Board of Directors. A vote of a majority at a meeting with a quorum shall be effective as Association action.

Bylaw 9 - Finances

- 9-1: All Association funds shall be maintained in a bank.
- 9-2: All scholarship, loan, or specially designated funds shall be kept separate and distinct from each other and from the operating funds of the Association.
- 9-3: The President, Treasurer, and any other individual(s) designated by the Board of Directors shall be signatories on all Association accounts. None of the signatories shall be related to one another. Two signatures shall be required on all disbursements exceeding \$100.
- 9-4: The Treasurer shall not prepare deposits with cash. The Treasurer may make deposits involving cash so long as another individual prepares the deposit.
- 9-5: The fiscal year of the Association shall be the calendar year.
- 9-6: At the expiration of each fiscal year, after the books have been duly audited, the treasurer shall send a full report of the financial affairs of the Association to the Board of Directors, and make said report available to the general membership of the Association.

Bylaw 10 - Amendments

Changes to the bylaws can be made by a majority vote of the Board of Directors at any duly called meeting.

Bylaw 11 - Enabling Statement

In preparation for the first general membership meeting of the Association on June 4, 2016, the initial Board of Directors, enumerated below, voted to adopt the Constitution and Bylaws as presented on September 8, 2015; intend to operate under the Constitution until ratified by the membership; and shall present the Constitution to the membership at the general membership meeting for ratification:

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| - Michelle (Free) Bowdle | - Patti Kruger |
| - Shari (Goen) Hiles | - Brian Beery |
| - Beth (Kruger) Klinge | - Gwen (Grabill) Harper |
| - Eric Beery | - Susie (Zurmehly) Gilmore |
| - Frank Lemaster | - Marilyn (Ater) Kern |
| - Barbara (Schaaf) Wade | - Grant Cory |