Southwestern High School Alumni Association Incorporated

Constitution and Bylaws

**Article 1 NAME**

The name of the association shall be the Southwestern High School Alumni Association Incorporated

**Article 2: PURPOSE**

Section 1. PURPOSE. Encourage or initiate fund raising activities to benefit Southwestern High School. Encourage or initiate fund raising activities to fund scholarships for graduating seniors. Act as beneficiary and guardian of memorabilia related to Southwestern High School.

Section 2. Nonprofit organization. This association is organized exclusively for charitable purposes, including the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code). No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors,officers, or any private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on, (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 3. Dissolution. Upon dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government, for a public purpose

**Article 3: MEMBERSHIP**Section 1: The Southwestern High School Alumni Association shall have the following member qualification(s):

1. Southwestern High School graduates.
2. Former students who attended Southwestern High School (non-graduates) or Southwestern Elementary School with interest in alumni association goals
3. Community and/or area members with interest in alumni association goals

Section 2: Membership

1. Southwestern High School graduates automatically become members (no application required)
2. Former students (Section 1: b): submission of Southwestern High School Alumni Association membership form
3. Community and/or area members (Section 1: c): submission of Southwestern High School Alumni Association membership form
4. All members provide current contact information to the Alumni Association and provide updates

Section 3: Voting Rights

1. Each member under Article 3, Section 1 shall be entitled to vote on each matter submitted to a vote of the members.
2. The result of a vote by a majority of those voting at an alumni association annual meeting or specially called alumni association member meeting (at which a quorum is present) shall constitute the action of the membership.

Section 4: Committees

1. Each member under Article 3, Section 1 shall be entitled to serve on committees

Section 5: Board of Directors and Officers

1. Each member under Article 3, Section 1 is eligible to fulfill, be elected and/or hold any Officer and Board of Director positions

**Article 4: DUES**

There shall be no dues for membership.

**Article 5: OFFICERS and OFFICER DUTIES**

Section 1: Officers. The elected officers of the alumni association shall be President, Vice-President, Secretary and Treasurer.

1. Notwithstanding the above, the Treasurer may be elected or appointed as a co-shared position by the President with approval of the Board of Directors as set forth in Article 5, Section 7 (Treasurer)

Section 2: Qualifications. Members who have met nomination criteria shall be eligible for nomination and election to any office of the alumni association.

Section 3: Term of Office: The Officers shall hold office for the following terms:

 President: 3 years or as designated

 Vice-President: 3 years or as designated

 Secretary: 3 years or as designated

 Treasurer: 3 years or as designated

1. The terms shall run from Annual Meeting to Annual Meeting or until his/her successor is elected and qualified or until his/her death, resignation or removal.
2. The President-Elect shall automatically succeed to the Presidency at the adjournment of the Annual Meeting.
3. In the event of a vacancy in the Presidency the Vice-President shall automatically succeed to the Presidency for the unexpired portion of the term.
4. Any other vacancies shall be appointed by the President with approval by the Board of Directors for the unexpired portion of the term.

Section 4: President

1. The President shall serve as Chairman of the Board of Directors and the Executive Committee with all the powers and responsibilities customary for such office.
2. The President may also observe and participate as a non-noting member ex officio on all committees except Nominating Committee.
3. The President presides at the annual alumni association meeting and at such other times deemed appropriate by the President.
4. The President shall report to the Board of Directors or the members on such matters and make such suggestions as may in the President’s view tend to promote the benefit of the alumni association and shall perform such other duties as prescribed by the Board of Directors or these Bylaws from time to time.
5. The President shall only cast a vote in a tie-breaking situation while serving on a committee.

Section 5: Vice-President

1. The Vice-President shall perform such duties and have such powers as prescribed by the President or the Board of Directors from time to time.
2. In the absence of the President or in the event of the President’s inability or refusal to act or resignation, the Vice-President in office at the time shall perform the duties of the President and when so acting shall have all the powers and be subject to all the restrictions upon the President.

Section 6: Secretary

1. The Secretary shall have such duties as prescribed by the President or the Board of Directors.
2. The secretary may delegate any duties as specified by the Board of Directors to the designee thereof.
3. The Secretary shall ensure communication with members and all outside communication.
4. The Secretary shall provide for the proper recording of proceedings and meetings.
5. The Secretary shall provide accurate membership records and scholarship award records.
6. The Secretary shall ensure communication with Board of Directors, Officers and alumni association members.

Section 7: Treasurer

1. The Treasurer shall be responsible for all funds, accounts and securities of the alumni association, deposits and disbursements of all money in the name of the alumni association in financial institutions or other depositories.
2. The Treasurer shall keep the Board of Directors and alumni association apprised regarding the finances of the alumni association.
3. The Treasurer shall maintain accurate financial accounting records.
4. The Treasurer shall provide financial status at the alumni association annual meeting and meetings of the Board of Directors.
5. The Treasurer position may be jointly shared by 2 alumni (example: alumni husband and alumni wife as Co-Treasurer with only 1 vote as Treasurer).
6. If no candidate for the office of Treasurer is identified at time of election or Treasurer position becomes vacant (resignation or death), the President with approval by the Board of Directors may appoint an interim alumnus or accounting firm or finance committee to serve as Treasurer and serves the term of the Treasurer office.

Section 8 Removal

 a. Any officer may be removed by a two-thirds vote of the Board of Directors

 whenever in its judgment the best interests of the alumni association would be

served thereby.

**Article 6: Directors and Director Duties**

Section 1: Directors

1. The Directors represent the interests of the general alumni association membership.
2. The Directors conduct projects and accept duties as assigned by the President and the Board of Directors.
3. The Directors are responsible for attending all Board meetings and alumni association related events and projects. There shall be 4 elected Directors.
4. The President, with approval by the Board of Directors, may make an interim appointment should an elected Director’s position be vacant or an elected Director is unable to fulfill the duties of office or resigns from office. The interim appointment shall be for the remaining Director’s term of office.
5. Elected Director Term of Office: 3 years or as designated

**Article 7: Board of Directors**

Section 1: General Powers- The affairs of the alumni association shall be managed by its Board of Directors. The Board of Directors shall be responsible for establishing the policies of the alumni association with voting privileges,

Section 2:

 a. Composition- The Board of Directors shall consist of the 4 Officers ( President, Vice-President, Secretary and Treasurer) and the 4 elected Directors.

 b. Composition- These Board members must be entitled to vote of the alumni association and shall be elected as herein provided.

Section 3: Election- Officer and Directors shall be elected by annual meeting, and other electronic means. The votes cast in person or otherwise will be counted. The person receiving the most votes for designated position shall be declared elected. Newly elected officer’s and director’s term begin on first day of alumni association’s fiscal year.

Section 4: Tenure- Each of the 4 officers and 4 elected directors shall hold office for a term of three years or until a successor is duly elected and qualified or until death, resignation or removal. The position term and position election may be staggered to promote continuity of the Board of Directors.

Section 5: Board of Director Vacancy. The President, with approval by the Board of Directors, may make an interim appointment should a Board of Director member position be vacant or such member is unable to fulfill the duties of office or resigns from office. The interim appointment shall be for the remaining Board Director’s office term.

Section 6: President Resignation Vacancy. The Vice-President shall become President if the President position becomes vacant and fulfill the President’s remaining term.

Section 7: Regular and Special Meeting.

 a. Regular Meeting shall be held no less than two times during each fiscal year.

 b Special Meeting may be called by the Board President and any two Board of Directors

 c. Attendance: Board of Director members are expected to attend all regularly scheduled meetings. Participation in meetings may be in-person or electronic communication.

 d. Absence: A Board of Director member who has three consecutive unexcused absences from regularly scheduled meetings during term of office shall be terminated and notified accordingly.

 e. Quorum: A minimum of three of the Board of Directors shall constitute a quorum for the transaction at any meeting of the Board.

 f. Rules of Order: Parliamentary procedure for the meetings and proceedings of the Alumni Association shall be governed by the most recent edition of ROBERTS RULES OF ORDER, except as may be otherwise provided by law or these Bylaws.

**Article 8 EXECUTIVE COMMITTEE**

Section 1. Composition, Authority and Responsibility. The Executive Committee shall consist of the four members of the Board of Directors (President, Vice-President, Secretary and Treasurer)

 a. The Executive Committee may act in the place and stead of the Board of Directors, as delegated by the Board of Directors.

 b. Actions of the Executive Committee shall be reported to the Board of Directors by email or other electronic means or at the next Board meeting.

**Article 9: ANNUAL MEMBER MEETINGS, FISCAL YEAR and ACTIVITIES**

Section 1: The annual meeting and reunions of the Alumni Association shall be scheduled as designated by the Board of Directors, preferably the first Saturday in June.

Section 2: The fiscal year of the Alumni Association shall be July 1 to June 30 unless designated otherwise by the Board of Directors.

Section 3: Rules of Order: Parliamentary procedure for the meetings and proceedings of the Alumni Association shall be governed by the most recent edition of ROBERTS RULES OF ORDER, except as may be otherwise provided by law or these Bylaws.

Section 4: Alumni Activities

 a. Alumni Activities are conducted for the primary purpose of building a base of people to improve fundraising for the benefit of Southwestern Schools, provide other support for Southwestern Schools and support alumni connection.

 b. An alumni dinner, lunch or light snacks may be served at the yearly Annual Meeting, All School Class Reunion or Alumni gatherings and related costs as determined by the Board of Directors and recommendation of Alumni Gathering Committee and/or All Class Reunion Committee.

 c: Alumni Activities may include but not limited to reunions & gatherings, scholarship awareness, fund raising, school activity presence, support and participation, school specific projects, alumni association data base and communication.

Section 5: Quorum- 10 members of the alumni association shall constitute a quorum for the annual meeting any special meetings.

**Article 10: COMMITTEES**

Section 1. Creation of Committees- The Board of Directors may, by resolution adopted by a majority of the directors in office, designate such standing or special committees or task forces as it deems appropriate. Each committee chair shall be appointed by the President and approved by the Board of Directors. Committee members shall be selected as needed.

Section 2: Quorum- Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.

Section 3: Manner of Acting- Unless the act of a greater number is required in the resolution designating a committee, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4: Meetings- Unless otherwise provided in the resolution designating a committee, such committee may fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or rules adopted by the Board of Directors.

Section 5: Action Without Meetings- A committee may take any action which it could take at a meeting without a meeting if written notice of the proposed action is given to all committee members setting forth the action to be taken and is signed and returned by not less than a majority of all the committee members. Such written voting records shall be filed with the records of the Alumni Association. Alternatively, committee members may take any action based on voting by mail, by telephone call or any other electronic means as provided in these Bylaws.

Section 6: Meeting Attendance- Members of a committee may participate in any meeting in person and/or use of conference telephone or communication means which all people participating in the meeting may hear each other. Such participating in a meeting or voting shall constitute presence in person at the meeting under these bylaws.

Section 7: Nominating Committee

 a. Appointment- The President shall appoint, subject to review and approval of the Board of Directors, a nominating committee whose function shall be to solicit and screen potential candidates for office and director positions in the next fiscal year.

 b. Composition- The Nominating Committee shall consist of 3-5 members. Any vacancy in members of the Nominating Committee shall be filled by appointment of the President. Members of the Nominating Committee must agree not to run for any office or board position when serving on the Nominating Committee or resign from the Nominating Committee. Position prior to the start of the annual nomination process.

 c. Duties- The Nominating Committee shall carry out its activities pursuant to policies and procedures approved by the Board of Directors and published to the membership. The Nominating Committee’s slate of candidates shall be submitted for election in accordance with the procedures approved by the Board of Directors for voting at the annual meeting or other means as provided under these Bylaws.

**Article 11: FINANCES**

Section 1: Investments

 a. The Board of Directors is responsible for oversight of the investment of the organization’s restricted and unrestricted funds.  The Board formulates and modifies investment policies, with the advice of an investment advisor, to promote and support the goals and objectives of the organization. The organization's investment policies are set forth in the Board’s Investment Policy Statement. The Board shall ensure that the organization’s assets are invested and managed in compliance with the Investment Policy Statement, as it may be amended from time to time by the Board, and all applicable federal, state and local laws. The Board has general charge of all investment assets of the organization, with the authority to invest and re-invest the same. The Board of Directors monitors portfolio management to ensure that performance objectives are met, and that portfolio investments comply with the Investment Policy Statement.

Section 2: Contracts

 a. The Board of Directors may authorize any officer or officers, or agent or agents of the alumni association or so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the alumni association and such authority may be general or confined to specific instances.

Section 3: Checks, Drafts, Etc.

 a. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the alumni association, shall be signed by such officers, agent(s) of the alumni association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Deposits

 a. All funds in name of the alumni association are to be placed in financial institutions or other depositories.

Section 5: Gifts (Donations)

 a. The Board of Directors may accept on behalf of the alumni association any contribution, gift, bequest or devise for the general purposes of for any special purpose of the alumni association.

Section 6: Audit

1. The accounts of the alumni association shall be audited or reviewed not less than every three years by an accountant or Certified Public Accountant (CPA). The Accountant or CPA shall provide a report to the Board of Directors.

**Article 12: AMENDMENTS**

 a. The Constitution and Bylaws may be amended by majority vote of the Board of Directors.

**Article 13: SUPERCESSION**

This document supersedes all previously made Constitution and Bylaws.