

San Bernardino High School Alumni Association Bylaws

Adopted _____, 20__

Article 1: Name and Purpose

Section A: Name. This organization shall be known as the San Bernardino High School Alumni Association, hereafter known as the "Association".

Section B: Purpose. The purpose of the Association shall be to promote the spirit of alumni unity and camaraderie, to locate alumni, and to acquire and maintain school and Association memorabilia, to continue the active role of San Bernardino High School in the community; to promote fellowship among alumni, teachers and friends of San Bernardino; and to honor and keep alive the name of San Bernardino High School. Notwithstanding any provision of these Bylaws, the Association shall not engage in any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. This Association is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

Article 2: Membership

Section A: Eligibility. All former students, teachers, administrators and staff of San Bernardino High School are eligible to become a member this Association. Any individuals who are interested in the promotion and preservation of San Bernardino High School are also eligible for membership.

Section B: Membership. Eligible individuals become members of the Association by submitting an application for membership accompanied by the annual dues payment. This can be done online or through the mail. The term of annual membership shall run from January 1st through December 31st of each year, the Association's fiscal year. Dues will not be prorated.

Section C: Membership Lists. The membership lists of the Association are for the use of the Association only. They are not to be used for private, political, or business use of any kind.

Section D: Termination. Membership in the Association will terminate upon failure to pay annual dues.

Article 3: Officers

Section A: Officers. The officers of the Association shall be the President, Vice President, Treasurer, Secretary, and such other officers as the Alumni Council may from time to time determine.

Section B: Elections. The officers shall be elected by a majority vote of the members returning election ballots for contested positions. An individual is limited to serving two consecutive

terms in any office unless there is no contest for the same position. No officer may serve simultaneously as a voting Director.

Section C: Term of Office. The term of office for each officer shall be three years. The term of office shall begin on the first day of January and run through the last day of December two years later.

Section D: The President. Except for the initial election, the President will be the previous year's Vice-President if that person is willing and able to serve. Otherwise, the members of the Association will elect the President. The President will serve for a term of one year and will preside over all meetings of the Alumni Council and the Executive Committee.

Section E: The Vice President. The Vice President will serve for a term of one year and will succeed to the office of President in the following year if willing and able. The Vice President will act for the President in his/her absence and will chair mutually agreed upon initiatives in consultation with the President.

Section F: Secretary. The Secretary will serve for a term of two years and may be re-elected for just one additional term. The Secretary will attend all meetings of the Alumni Council and the Executive Committee and will record and keep all minutes of such meetings. The Secretary will chair the Nominating Committee and will prepare the ballot and direct the publishing of the ballot for each Association election on behalf of the Nominating Committee by March 15th of each year.

Section G: Officer Job Descriptions.

The **President** shall be the Chief Operating Officer of the Association, shall make all decisions concerning the Association's day-to-day operations and shall direct the activities of the Vice President, the Treasurer, the Secretary and various committee chairs.

The **Vice President** shall assist the President, perform the duties of the President if the President is incapacitated and oversee the activities of the Regional Chapters.

The **Treasurer** shall be responsible for the financial operations of the Association.

The **Secretary** shall be custodian of the Association's business records including the Committee annual reports and documents produced by the Association officers and the Alumni Advisory Board.

Section I: Resignation. Any officer may resign by tendering a letter of resignation to the President of the Alumni Advisory Board.

Section J: Removal from Office. Any officer who fails to perform the duties of the office to which the individual has been elected may be removed from the office by a two-thirds vote

of the Alumni Advisory Board.

Section K: Vacancies. If the President resigns or is removed from office, the Vice President will assume the Presidency for the balance of the existing term. If the Vice President, Treasurer or the Secretary resign or are removed from office, the President will nominate to the Alumni Advisory Board an individual to fill the vacant office for the balance of the existing term, and this individual will be seated in office upon a majority vote of the Alumni Advisory Board.

Article 4: Alumni Advisory Board

Section A: Alumni Advisory Board. The Alumni Advisory Board of the Association shall consist of up to five (5) directors plus the Association President and Vice-President. Two directors are designated directors and are non-voting members of the Alumni Advisory Board. These two designated directors are the Principal of San Bernardino High School (or their designee) and the Cardinal City Museum Director. The remaining Directors shall be elected by a majority vote of the membership. The voting Board members shall consist of the elected directors plus the Association President and Vice-President.

Section B: Elections. Up to three (3) directors shall be elected by a majority vote of the members returning election ballots for contested positions. There are no limits on the number of terms an individual may serve on the Alumni Advisory Board. No voting director may serve simultaneously as an elected officer.

Section C: Term of Office. The term of office of each director shall be two years. The term of office shall begin on the first day of September and run through the last day of August two years later. The directors shall run for office concurrently with the officers.

Section D: Powers. The directors are vested with the powers appropriate to oversee and approve the actions of the Officers of the Association. The Alumni Advisory Board will develop and approve a charter detailing the various powers of the Board, the Board's method of operations and describing its decision-making process.

Section F: Operations. The Alumni Advisory Board shall conduct business at least nine (9) a year. The President may conduct business on other occasions, as circumstances require.

Section G: Resignation. Any director may resign by tendering a letter of resignation to the President of the Alumni Advisory Board.

Section H: Removal from Office. Any director who fails to perform the duties of the office of director may be removed as a director by a two-thirds vote of the remaining members of the Alumni Advisory Board.

Section I: Vacancies. If any director resigns or is removed from office, the President of the Association will nominate an individual to fill the vacant director position to the Alumni Advisory Board and this individual will become a director upon a majority vote of the Alumni

Advisory Board.

Article 5: Committees

Section A: Committees. The Association may have, but will not be limited to, the following committees: Membership (Registry), Reunions, Web Site, Publications, Nominating, Historian/Archives, Scholarship, Fundraising, Alumni Relations, Planning and Bylaws. Each of these committees will have a charter detailing objectives, membership, scope of operations, and procedures. The Alumni Advisory Board shall approve the charters and all proposed charter changes and shall appoint committee chairs and committee members.

Section B: Ad Hoc Committees. The Alumni Advisory Board may establish Ad Hoc Committees as deemed necessary. The Alumni Advisory Board will approve the charters of these Ad Hoc Committees and appoint all committee chairs and committee members.

Section C: Committee Control. The President will direct and control the activities of the various Standing and Ad Hoc Committees.

Section D: Committee Oversight. The Alumni Advisory Board will exercise oversight of the various Standing and Ad Hoc Committees through the review process of the President's proposed Program Plan and Review. The Alumni Advisory Board may direct the President to restructure any portion of either of these two plans to which the Board objects. This mechanism allows the Alumni Advisory Board to control the operations and budgets of all Association committees.

Article 6: Association Operations

Section A: Membership (Registry). The Association will maintain a registry of all members of the Association. This registry will include, at a minimum, the names, addresses, telephone numbers, e-mail addresses (if applicable) and membership status. The Association may publish annually a directory containing a summary of information in the registry. This directory will be posted on the official Association web site. A printed directory may be made available upon request for an extra cost to cover printing and shipping costs. Operating procedures for the registry, addressing confidentiality of data, use of data for advertising purposes, and requirements of the directory, will be developed and approved by the Alumni Advisory Board.

Section B: Web Site. The Association will create and maintain a Web site at <http://www.SanBernardinohighschool.com> to keep the all alumni informed of the Association's activities.

Section C: Publications. The Association will publish a newsletter at least four (4) times a year with information provided directly by members, Chapters, Officers, Advisors, Committee Members or Class Representatives. Operating procedures for the Newsletter will be developed and approved by the Alumni Advisory Board.

Section D: Nominating and Elections. The Alumni Advisory Board will appoint a Nominating and Elections Committee, to be composed of five alumni, to serve for a two-year term. The

term of office for one half of the committee shall expire each year. It will be the responsibility to the committee to present to the Association through the Winter/Spring newsletter a single slate of nominees for officers and members of the Alumni Advisory Board. The committee will verify the results of the returned ballots and announce the results in the Summer/Fall newsletter.

Section E: History/Archives. The Alumni Advisory Board shall appoint an Historian to maintain archives of both school and Association memorabilia to include but not limited to yearbooks, commencement programs, school newsletters, Association newsletters, Association directories and reunion memorabilia. This position will be held by the current Cardinal City Museum Director.

Section F: Scholarship. The Association may, when funds are available, award a scholarship (or scholarships) to a graduating San Bernardino High School student to apply towards their college costs.

Section H: Fundraising. The Association will, from time to time, conduct fundraising events in order to have ample funds available for deposits on events, offer scholarships to current SBHS students, etc. The Association shall, to the degree practical, collect, maintain and sell memorabilia to Association members. If possible, the Association will obtain the copyright to all memorabilia it controls and sells. The President may establish an Ad Hoc Committee to handle memorabilia. The President will develop procedures for the control and sale of memorabilia, and the Alumni Advisory Board will approve these procedures.

Section I: Alumni Relations. The Association will work to create communication with the current administration and staff of San Bernardino High School.

Section J: Planning and Bylaws. In the event that the business and/or bylaws of the Association need to be redirected or changed, the Planning and Bylaw committee will recommend and draft the changes to be approved by the Alumni Advisory Board.

Article 7: Fiscal Policy

Section A: Fiscal year. The fiscal year of the Association shall be from January 1 through December 31.

Section B: Dues. The Association shall collect dues from each eligible individual as a requirement for membership. The President shall propose a level of dues annually which shall be approved by a majority vote of the Alumni Advisory Board. Dues are due in January of each year and are considered delinquent if not paid by March 1st. Failure to pay the annual dues will terminate membership in the Association.

Section C: Allocation. All dues will be deposited in a general fund account and may be used to pay any or all expenses incurred by the Association

Section D: Compensation. Officers, Advisors, Committee Members and Class Representatives shall receive no compensation for their services. Compensation for expenses will be made only if the expenditures were contained in the President's Program Budget Plan and

approved by the Alumni Advisory Board.

Section E: Control. The Treasurer shall sign all checks, drafts, loans or other orders for payment of money, notes, and other evidence of indebtedness issued in the name of the Association. Two persons shall sign checks or vouchers: the Treasurer and one other person designated by the Advisory Board. If at any time the amount of any of the above instruments is greater than \$5,000.00, both the President and Treasurer shall sign the instrument.

Section F: Contracts. The Alumni Advisory Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by the bylaws 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 may be confined to specific instances.

Section G: Status. The Association will file for tax-exempt status and follow all of the guidelines outlined in Section 501 (c) (3) the Internal Revenue Code. All contributions aside from yearly membership dues will be deductible under Section 170(c) (2) of the Internal Revenue Code.

Section H: Carryover of Funds. A minimum of \$1000 will be maintained in the treasury of the Association at the end of the fiscal year. This is intended primarily for the purpose of having sufficient funds to support the start of the next season.

Section I: Gifts. The Alumni Advisory Board may accept on behalf of the Association any contributions, gifts bequests or device for the Association.

Section J. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such bank(s), trust companies or other depositories as the Alumni Advisory Board may select.

Section K: Volunteering. There are no minimum requirements of volunteer hours for members of the Association.

Section L: Annual Budget. A budget and annual plan will be presented for approval at the first executive board meeting for the fiscal year.

Article 8: Elections

Section A: Timing. The Association will hold elections every other year for the Association Officers and Directors. Only current members of the Association are eligible to stand for election.

Section B: Management. The elections will be planned and executed by the Nominating and Elections Committee. Operating procedures for the Election Committee will be developed by the Elections Committee and approved by the Alumni Advisory Board.

Article 9: Reports

Section A: Requirements. The President will produce a Program Budget Plan and a Financial

Review Report each year. The Alumni Advisory Board will document their activities in an annual report due in February. Finally, the various Standing and Ad Hoc Committees will detail their activities in an annual report due in January.

Section B: Program Budget Plan. The President will provide a Program Budget Plan to the Chairman of the Alumni Advisory Board by November 1st of each year. The plan will include a projected income and expense statement for the year, as well as narrative comments on the expected level of revenue, each activity to be undertaken and its associated projected cost. The Board will have 45 days from the date of the President's submission to review and approve the plan. The President may restructure and resubmit items that the Board does not approve. If the Board fails to act on the plan within 45 days of its submission, the plan shall be deemed disapproved.

Section C: Financial Review Report. Within thirty days of the end of each fiscal year, the Treasurer shall prepare financial statements, which shall include as a minimum a Balance Sheet, Income and Expense Statement, Notes, and Budget Comparison. The President and Vice President shall review these statements and supporting records, and if the President deems necessary, reviewed or audited by an independent public accountant. The President will also recommend the level of dues for the succeeding fiscal year. The Alumni Advisory Board will review this submission, approve or reject any recommended dues changes and provide to the President any proposals for strengthening the fiscal operations of the Association. The President will forward the President's Financial Review, along with these materials, to the Alumni Advisory Board, within 90 days of the end of the fiscal year. The Alumni Advisory Board shall review and approve the Financial Report. If the financial statements have not been audited or reviewed by an independent public accountant, the Board may direct that such an audit or review be performed if they deem it necessary. Upon approval by the Board, the President's Financial Review Report shall be provided to the Association members either in the newsletter or by other appropriate means.

Section D: Book and Record. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors, and the membership committee, and addresses of the members entitled to vote. Any member may inspect all books and records of the Association for any proper purpose and at any reasonable time.

Article 10: General Provision

Section A: Contracts. The President shall propose and the Alumni Advisory Board shall approve a policy detailing which Officer(s), or agent(s) shall be authorized to enter into any contract or execute any instrument in the name of the Association. All contracts shall require the signature of the Chairman of the Alumni Advisory Board and at least one Association Officer.

Section B: Indemnification. In discharging their duties, the Advisors, Officers, and various Committee Members of the Association shall be indemnified by the Association for judgments and fines (whether civil, criminal, administrative or investigative) for any of the

above enumerated matters, as well as reasonable expenses for each, including attorney's fees actually and necessarily incurred as a result of such action or proceeding, if such Advisor, Officer or Committee Member acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the Association, but had no reasonable cause to believe that his or her conduct was unlawful.

Section C: Gifts. The Alumni Advisory Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose of or for any special purpose of the Association.

Section A: Loyalties. The Association shall be noncommercial, nonsectarian and nonpartisan.

Section B: Endorsements. The name of the Association or names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the purpose of the Association.

Section C: Participation. The Association shall not directly or indirectly participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Section D: Memberships. The Association shall not enter into membership with other organizations except such international or national organizations as may be approved by the Alumni Advisory Board.

Section F: Activities. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (i) by an organization from Federal income tax under Section 501 (c) (3) the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

Article 11: Existence

Section A: Implementation. These Bylaws will be implemented on January 1st of the year following their approval. These by-laws shall be approved by a majority vote of the members returning ballots.

Section B: Amendment. The Alumni Advisory Board shall set the policy for amending these By-laws and shall send amendments that they approved to the members for final approval. These By-laws may be amended or repealed by a majority vote of the members returning ballots.

Article 12: Dissolution

Section A: Approval. The Alumni Advisory Board must approve a motion to dissolve the

Association by a three-fourths majority vote and then send the approved motion to the membership for ratification. Dissolution will be approved if three-fourths of the members returning ballots vote in favor of the motion.

Section B: Implementation. Once dissolution has been approved, all liabilities and obligations of the Association will be discharged or adequate provision to discharge them will be made. Any remaining assets will be distributed to any Association or Associations that the Alumni Advisory Board determines to be consistent with the Association's purpose as set for the in Article 1 above and with applicable provisions of law.

Article 13: Authority on Procedures

Robert's Rules of Order, Revised, and Robert's Parliamentary Law shall apply on all questions of procedure and parliamentary law not specified in these Bylaws.

CONFIDENTIAL