

# **Campbell Memorial High School Alumni Association Constitution and Bylaws**

## **Article I – Incorporation**

(a). This Association shall be called the Campbell Memorial High School Alumni Association, a non-profit, tax-exempt corporation in the state of Ohio.

## **Article II - Objective**

(a). The general objective of the Campbell Memorial High School Alumni Association is to reunite and draw together Campbell alumni, help raise funds for college scholarships and special projects, catalog and archive Campbell memorabilia, maintain a permanent record of Memorial graduates and keep alive the traditions of Memorial High School for future generations.

## **Article III - Membership**

(a). Regular membership to this Association, which includes the right to vote and hold office, shall be limited only to Campbell Memorial graduates. This includes Campbell students who attended vocational school and Campbell servicemen and women that have served their country and returned to receive their diploma.

## **Article IV - Trustee Powers, Terms and Elections**

(a). All individuals who have pledged at least \$1,000 within one year of the Association's founding shall be given the honorary title of *Founding Trustee*. Furthermore, the Founding Trustees shall also serve as members of the Board of Trustees for the first year of the Association's existence, with voting privileges extended only to those who are Campbell alumni.

(b). After the first year, the Board of Trustees shall be comprised of donors of at least \$1,000 (which may be accrued over time), that have been nominated by the nominating committee and elected by the membership at the final meeting before the spring banquet. The Board of Trustees shall number no fewer than five (5) members and no more than ten (10).

(c). The Board of Trustees shall be elected for a term of three years, and no member shall serve more than three consecutive terms. Trustee terms are to be set so as to result in a staggered rotation, with an equal number of members to be elected each year.

(d). Those Board of Trustee members, who are authorized to vote, are given the power to audit and review the books of the treasurer and the finance committee.

## **Article V - Meetings**

(a). The Association will hold meetings as often as needed for the members to help the organization establish a firm foundation and accomplish its business.

(b). A regular meeting of the Board of Trustees shall be held at least annually in conjunction with the final meeting of the Association before the spring banquet. The president shall call that meeting and any additional meetings of the Board of Trustees as necessary. Any majority of Trustees may request a special meeting of the Board.

## **Article VI - Absences From Trustees' Meetings**

(a). Unexcused absences from two consecutive meetings of the Board of Trustees by a Trustee shall constitute a resignation, and the Board of Trustees shall notify the trustee of its acceptance of the resignation by letter and shall arrange to fill his or her vacancy. An absence is considered unexcused when the Secretary of the Board has not received notification prior to a meeting.

#### **Article VII - Officers, Duties, Terms, Elections**

(a). There shall be a President, two Vice Presidents, Secretary, and Treasurer of the Association, who shall be nominated by the Board of Trustees and elected by the members at the final meeting before the spring banquet each year, to serve a term of one year.

(b). The President shall preside over all general meetings as well as the meetings of the Board of Trustees.

(c). The 1st Vice President shall be chair of the Alumni Relations Committee and shall perform the duties and exercise the power of the President during the absence or disability of the President.

(d). The 2nd Vice President shall be chair of the Scholarship Committee and shall perform the duties and exercise the power of the President during the absence or disability of the President and 1st Vice President.

(e). The Secretary shall attend all regular meetings and meetings of the Board of Trustees and shall preserve true minutes of the proceedings of these meetings and perform such other duties as may be designated by the President.

(f). The Treasurer shall be responsible for custody of all funds and securities belonging to the Association and shall sign checks issued in the name of the Association. Should the Treasurer be unable to perform his duties, the President has temporary power to authorize checks and the Treasurer's duties will be performed by the finance committee until a new Treasurer is selected.

#### **Article VIII - Committees**

(a). There shall be five (5) standing committees: Alumni Relations, Executive, Finance, Nominating, and Scholarship.

(b). The Alumni Relations Committee shall be chaired by the 1st Vice President and shall be responsible for organizing the Association's annual spring banquet, fundraising and other such related duties.

(c). The Executive Committee shall be chaired by the President and shall consist of the incumbent officers and the immediate past president. The Executive committee shall manage the affairs of the Association, subject to its bylaws and shall be responsible for the personnel matters regarding the day-to-day operations of the Association Office.

(d). The Finance Committee shall be chaired by the Treasurer and shall be authorized and empowered to receive money or property, real or personal, by gift, bequest or devise. The title to all property shall be in the name of the Campbell Memorial High School Alumni Association. The Finance Committee is authorized and empowered to invest any monies in its possession, to sell and convey any of its property, whether real or personal, and to invest the proceeds there-from in other property, real or personal, and to service existing loans secured by real estate mortgage. A report on the financial condition of the Association shall be made at each membership meeting.

(e). The Nominating Committee shall be composed of one member from each of the standing committees, selected by the President and one member of the Board of Trustees, chosen by the other members of the Nominating Committee. Their duty is to propose a slate of officers to be approved and voted upon at the final meeting before the spring banquet, after which the new officers will assume their positions for the year with the Association.

(f). The Scholarship Committee shall be chaired by the 2nd Vice President and shall follow any written guidelines as established by the donor in the selection of scholarship recipients. Scholarships awarded shall also be subject to such terms, conditions, restrictions as set forth by Scholarship committee and the Alumni Association.

#### **Article IX - Income Funds**

(a). The Association shall have three kinds of income funds: Scholarship Fund, General Fund and Operating Fund.

(b). Contributions to the Scholarship Fund for specific scholarships can be used only for those scholarships, which can be one-time only, annual and endowments and subject to terms provided in Article VIII, Section Six of this document.

(c). All other income not designated for specific scholarships shall be placed into the General Fund for investment to build interest for Association-funded scholarships, and into the Operating Fund to cover day-to-day operating expenses and other discretionary projects for the Association. The amount of money deposited in the Operating Fund will be determined by the Finance committee.

(d). The principal of said invested General Fund deposits shall be invested and reinvested at the discretion of the Finance Committee, and only the interest income is to be used for scholarships for worthy graduates of the Campbell Memorial High School.

(e). Discretionary projects can be for the benefit of Campbell Memorial High and its alumni, as determined to be desirable, reasonable and necessary by the Finance Committee.

#### **Article X – Conflict of Interest**

(a). No part of the net earnings of the corporation shall not personally benefit or be distributed to its officers or trustees, except that the corporation 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 III hereof.

(b). Should dissolution of the corporation occur, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be transferred to Campbell memorial High School to be used exclusively for scholarships. Money originally intended to be used for scholarships must follow the original guidelines and criteria as specified by the donor.

#### **Article XI - Amendments**

(a). These bylaws may be amended at any meeting of the regular membership of the Association by a vote of the majority present. A written notice stating the text of the proposed amendment or amendments shall be made available at least thirty (30) days in advance.

- February 20, 2008 - **Article IV - Trustee Powers, Terms and Elections** - All individuals who have pledged at least \$1,000 within one and one half years of the Association's founding shall be given the honorary title of *Founding Trustee*.

• Approved and adopted November 29, 2007