



The St. Edward High School Alumni Association Bylaws

ARTICLE ONE

Name

The name of this Association shall be *The St. Edward High School Alumni Association*.

ARTICLE TWO

Purpose

The purposes of *The St. Edward High School Alumni Association* are:

To promote a continuing communication of mutual benefit between St. Edward High School and its alumni; to foster a continuing feeling of identity with St. Edward High School among its alumni; to support and advance the mission of St. Edward High School education in general; and to promote fellowship among its alumni.

The Association is formed exclusively for nonprofit charitable, religious, educational and scientific purposes, under the auspices of St. Edward High School, which operates under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE THREE

Membership

Section 1

Membership. All St. Edward High School graduates or persons who satisfactorily complete one

(1) academic year of attendance at St. Edward High School are members of *The St. Edward High School Alumni Association*.

Section 2

Honorary Membership. The Alumni Executive Committee (as defined in Article Six), and the President of the School or his or her designee have the right to elect to honor an individual by conferring honorary membership in the association. Such persons as they may deem worthy of such membership have full privilege of membership.

ARTICLE FOUR

Alumni Board of Directors

Section 1

Except as otherwise stated, all authority of the Association shall be exercised by the Board of Directors (hereinafter sometime referred to as “Board”). Without limiting the generality of the foregoing, consistent with the mission of St. Edward High School, the Board of Directors shall have the following responsibilities:

- (a) Formulating policies to guide the operations of the Association;
- (b) Reviewing all programs and events, current and potential, and recommendations regarding continuance, discontinuance or implementation of such programs;
- (c) Monitoring and evaluating the financial status of the association;
- (d) In conjunction with the Office of Institutional Advancement, developing and implementing fundraising projects consistent with the goals and needs of the School.

Section 2

Number of Directors . The number of members of the Board of Directors shall be a minimum of sixteen (16) and a maximum as determined from time to time by resolution of the Board of Directors.

Section 3

Election of Directors. Any alumnus may propose a person for nomination to a Board position by submitting such person's name and a description of his or her qualifications to the Governance Committee within the time frame established by the Governance Committee for such purpose. All nominees shall be reviewed by the Governance Committee based on their experience, qualifications, their willingness and ability to serve as Directors, and in consultation with the President of the School and/or his/her designee. After the Governance Committee has selected a slate for the Board vacancies, the Governance Committee shall notify the Alumni of the slate prior to the vote which shall be held at the Alumni Meeting each May. The notice provided by the Governance Committee to the Alumni shall include a description of each candidate's qualifications. Each Alumnus present at the May Alumni Meeting shall be entitled to cast one (1) vote for the slate presented by the Governance Committee, as a group, and the persons on such slate shall be elected if approved by a majority of the votes cast by the Alumni present at the May Alumni meeting. If a slate presented by the Governance Committee is not approved, the Governance Committee shall develop a new slate and propose it to the Alumni present at the next Alumni Association meeting where a vote shall take place in accordance with this section. No persons will be eligible for election to the Board of Directors unless they have been approved by the Governance Committee.

Section 4

Terms of Directors. The members of the Board of Directors shall be divided into three (3) classes, with each class consisting of an equal number of Directors to the extent possible. At each annual meeting of the Board of Directors, the successors to the Directors whose terms expire in that year shall be elected to hold office for term of three (3) years, so that approximately one-third (1/3) of the number of Directors shall be elected annually. Each Director shall serve no more than two (2) consecutive full three (3) year terms. A Director who has reached his or her limit must fulfill a one (1) year hiatus before serving another term or partial term, but may serve on Committees as provided in Article VI. In the event that a Director is appointed and qualified other than in the normal course of business of the Board of Directors, he or she shall serve the remainder of the term for which he or she was appointed. Each Director

shall hold office for his or her tenure and until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, or death.

Section 5

Vacancies. In case of any vacancy in the Board, the Directors may elect a successor Director at any duly convened meeting subsequent to the nomination process as set forth in Section 3 of this Article.

Section 6

Resignation. A Director may resign at any time by giving written notice to the President, Secretary, or Treasurer. Unless otherwise specified in the notice, the resignation shall take effect thirty (30) days after receipt of the notice by such Officer and no acceptance of the resignation shall be necessary to make it effective.

Section 7

Removal. Directors may be removed at any time, with or without cause, by a two-thirds majority vote of the Board of Directors.

ARTICLE FIVE

Officers

Section 1

The officers for the association include, President, Vice President, Secretary and Treasurer.

Section 2

Officers. The Board of Directors shall elect a President, Vice- President, Secretary, and Treasurer who must be Directors elected in accordance with the nomination process specified in Section 3 of this Article 5. Officers shall hold office for one (1) year, and until their successors are elected and qualified. The President shall serve no more than three (3) consecutive one (1) year terms. The Board may from time to time create such additional offices and elect such other

Officers as it may determine.

Section 3

Nomination of Officers. Any Director may propose a person for nomination to an Officer position by submitting such person's name and a description of his or her qualifications to the Governance Committee within the time frame established by the Governance Committee for such purpose. All nominees shall be reviewed by the Governance Committee based on their experience, qualifications, their willingness and ability to serve as Officers, and in consultation with the President of the School and/or his/her designee. More than one nominee is permitted for each office. After the Governance Committee has selected nominees as candidates for the offices of President, Vice President, Secretary or Treasurer, the candidates shall be presented to the Directors at a meeting called for such purpose. A report of the Governance Committee shall be provided to the Directors prior to voting. Each Director shall be entitled to cast one (1) vote in the election of each officer and the candidate receiving the majority of the votes cast by the Directors shall be elected. In the event of a tie, the Governance Committee shall cast the deciding vote. If a candidate presented by the Governance Committee is not approved, the Governance Committee shall seek a new nominee and propose its nomination to the Board of Directors of the Association in accordance with this Section 3. No person will be eligible for election to the office of President, Vice-President, Secretary or Treasurer unless he has been approved by the Governance Committee in accordance with this Section 3.

Section 4

Duties. The President of the Association will appoint chairs for all standing committees. The President of the Association shall preside at all meetings of the Executive Committee, the Alumni Board and the Association, so as to carry out its objectives and purposes in the most effective manner. The President shall also set the agenda for all such meetings of the Board of Directors and shall have such other powers and duties as the Board may from time to time prescribe. The President will also speak on behalf of the Alumni Association at Association functions.

The Vice President shall perform all duties of the President in his absence, or during his inability to act, and shall have such further duties as may be assigned to him or her by the Board. The Vice President shall be responsible for working with the Office of Institutional Advancement in organizing and implementing the St. Edward High School Alumni portion of the Annual Fund.

The Secretary shall attend and be responsible for keeping copies of the minutes of all meetings of the Board. The Secretary shall keep such books as may be required by the Board and shall give all notices of meetings of the Board. The Secretary shall have such other duties as may be assigned to him or her from time to time by the Board.

The Secretary will work with the Office of Institutional Advancement designee and the Alumni Administrative Assistant to maintain accurate minutes of every proceeding.

The Treasurer shall be responsible for overseeing the financial operation of the Association, and shall receive a monthly statement from the Business Manager of St. Edward High School. The Treasurer shall also be in charge of all bills and invoices of the Association in conjunction with the Office of Institutional Advancement and the Business Office. On the expiration of the Treasurer's term of office, the Treasurer shall turn over to the successor Treasurer, or the Board, all property, books, papers, and money of the Corporation in the Treasurer's hands. The Treasurer shall have such other duties as may be assigned to him or her from time to time by the Board.

The Treasurer of the Association will also be responsible for working with the Office of Institutional Advancement and the Business Office to keep all expenditures within budget.

Section 5

Resignation. An Officer may resign as an Officer at any time by delivering written notice to the President or Secretary. Unless otherwise specified in such notice, the resignation shall take effect thirty (30) days after receipt of the notice by the President or Secretary and no acceptance of the resignation shall be necessary to make it effective.

Section 6

Removal. Any Officer, may be removed from office at any time, with or without cause, by a two-thirds majority vote of the Board, after consultation with the President of the School and/or his/her designee.

Section 7

Vacancies. Vacancies occurring for any reason shall be filled in the same manner as set forth in Section 3 of this Article. The Officer so elected to fill a vacancy shall hold office for the remainder of the current term and until a successor is elected and qualified.

ARTICLE SIX

Committees

Section 1

Executive Committee. The Association shall have an Executive Committee that shall be composed of the President, Vice-President, Secretary and Treasurer, Committee Chairs and the Vice President of Institutional Advancement and/or his/her designee.

Except as otherwise provided herein, and in any Board resolution limiting the powers of the Executive Committee, such committee shall, during intervals between the meetings of the Board, possess and may exercise all of the powers of the Board in the management of the Association's affairs, including the expenditure of Association monies. However, the Executive Committee shall not have the authority of the Board in reference to electing, appointing, or removing any member of the Board of Directors, Officers, authorizing the voluntary dissolution of the Association or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee.

The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board at its meeting

next succeeding such action and shall be subject to control, revision, and alteration by the Board.

Subject to the provisions contained herein, the Executive Committee shall fix its own rules of procedure and shall meet as provided by such rules or by resolutions of the Board, and it shall also meet at the call of the President or any two members of the Executive Committee. Unless otherwise provided by such rules or by such resolutions, the provisions contained herein relating to notice required to be given of Board meetings shall also apply to Executive Committee meetings. A majority of the members of the Executive Committee then in office shall be necessary to constitute a quorum, and approval of any matter by the Executive Committee shall require the affirmative vote of a majority of the members present at the meeting. The Executive Committee may act in writing without a meeting, but no such action of the Executive Committee shall be effective unless concurred in by all members of the Executive Committee.

Section 2

Standing Committees. The Association shall have the following Standing Committees: Governance Committee, Events Committee, and the Program Committee.

The Governance Committee shall be responsible for monitoring meetings and making sure that Roberts Rules of Order are followed and shall also be responsible for a review of the bylaws at least every five (5) years and with nominations of officers and board members.

The Events Committee will be in charge of special events and shall be responsible for organizing committees and selecting the chairman of each event as well as implementing and financing any special events that the Executive Committee deems appropriate for the Association to sponsor and approved by the Vice President of Institutional Advancement or his/her designee.

The Program Committee will be in charge of planning a retreat for alumni and service projects.

Section 3

The President of the Association may form other such *ad hoc* committees as appropriate and

may appoint members of the Association thereto. The President of the Association may serve as an ex officio, voting member of any standing or *ad hoc* committee.

ARTICLE SEVEN

Conflict of Interest; Ethics

The Board of Directors shall take measures to avoid the appearance of conflicts of interest and shall be governed by the school's applicable policies regarding ethics and conflicts.

ARTICLE EIGHT

Meetings

The Alumni Association shall meet at least three times during a fiscal year of the Association, normally in September, January and in May. These meetings may coincide with social activities. The Association may meet more often on calls of the President or Vice President of Institutional Advancement or his/her designee or by call of ten members of the Board of Directors.

Notice of every Association meeting shall be made to each member of the Executive Committee and each member of the Board of Directors by the staff of the Alumni/Advancement Office prior to the date of such meeting.

Any votes to be taken by the Board of Directors or any Committee may be conducted either in person or electronically.

A quorum sufficient for a vote at any meeting of the Association or Board shall constitute eight or more directors then in office. For any committee meeting, a quorum sufficient for a vote shall be those of the committee in attendance.

ARTICLE NINE

Finances

Section 1

The Association shall be responsible for all expenses associated with an event. The Treasurer must submit an event proposal that must be approved by the Vice President of Institutional Advancement or his/her designee and the Business Manager before an event is approved.

Section 2

The Executive Committee cannot approve any expenditure over \$500 without approval of the Vice President of Institutional Advancement or his/her designee and the Business Manager for the school.

Section 3

The fiscal year for the Alumni Association shall begin on July 1 and end the following June 30.

ARTICLE TEN

Dues

There shall be no dues for this Association.

ARTICLE ELEVEN

Alumni Awards

Section 1

Each year the Alumni Association shall work with the Office of Institutional Advancement to identify, nominate, and select two alumni awards for outstanding service to the community, the school, and the students: the Alumnus of the Year Award and the Bronze Eagle Award to deserving recipients.

A. Purpose of the Alumnus of the Year Award: To honor individual alumni by publicly

recognizing achievements in business and civic affairs; by such recognition, to bring to the attention of St. Edward High School and the general public these individuals whose success reflects favorably upon the school; and to bring to the attention of the student body these persons whose achievements might serve as inspiration for future generations.

B. Criteria for the Alumnus of the Year Award: The recipient must be a graduate of St. Edward High School and possess the following qualifications: (a) Leadership/Recognition in his chosen profession and (b) Recognition in the community for leadership in civic and/or religious affairs.

C. Purpose of the Bronze Eagle Award: To bring public recognition to individual alumni who have distinguished themselves by demonstrating exemplary service to St. Edward High School; by such recognition, to bring to the attention of St. Edward High School and the general public these individuals whose contributions of time, talent and treasure reflect favorably upon the school; and to bring to the attention of the student body these persons whose achievements might serve as inspiration for future generations.

D. Criteria for the Bronze Eagle Award: The recipient must be an alumnus of St. Edward High School. The recipient should have demonstrated exemplary contributions of time, talent and treasure in service to St. Edward High School.

Selection Committee. The Awards Selection Committee will be comprised of the Officers of the Alumni Association, the Vice President of Institutional Advancement, and/or his/her designee, and at least two previous award recipients representing each award presented.

A list of the recommended awardees will be presented to the President of the School or his designee at least 60 days prior to the event for final approval.

Section 2

Working in conjunction with the School's Athletic Department, the Alumni Association is also empowered to nominate alumni for recognition of outstanding sports achievement and induction

into the St. Edward High School Sports Hall of Fame.

ARTICLE TWELVE

Amendments

These Bylaws shall be subject to alteration, amendment, repeal, or the adoption of new Bylaws by the two-thirds (2/3) majority vote of the Directors at any meeting at which a quorum is present, provided that notice of the proposed alteration, amendment or repeal, or the proposed new Bylaws shall have been included in the notice of such meeting along with the text of the proposed alteration, amendment, repeal, or new Code of Bylaws. For purposes of this article, a majority of Directors then in office shall constitute a quorum. Amendments to the Bylaws will become effective when approved in writing by the President of St. Edward High School.

ARTICLE THIRTEEN

Notice

Notice, as used in these Bylaws, shall be defined as written notice, including the time and place of any meeting, delivered by hand, U.S. mail or e-mail at least 3 days prior to any such meeting.

Approved:

James P. Kubacki, President of St. Edward High School

Date: _____