

South Houston High School Alumni Association Bylaws

(Revised and Approved by the Board on June 13, 2023)

Article 1:	Identity
Article 2:	Purpose
Article 3:	Membership
Article 4:	Board of Directors and Officers
Article 5:	Committees
Article 6:	Elections
Article 7:	Meetings
Article 8:	General Provisions
Article 9:	Fiscal Policy
Article 10:	Existence
Article 11:	Dissolution
Exhibit 1:	Policy and Procedure for Funding Major Projects

Article 1: Identity

This organization shall be known as the South Houston High School Alumni Association, hereafter known as the "Association".

Article 2: Purpose

The Association's purposes are as follows:

- To charitably advance and promote educational programs at South Houston High School
- To promote the spirit of alumni unity and fellowship
- To support periodic reunions and other events for alumni and students
- To carry out fund raising and other charitable activities for the benefit of the school, it's current students, and alumni
- To function as the alumni's official voice in communicating with the school

Article 3: Membership

Any individual who attended South Houston High School, whether they graduated or not, is automatically a member of the Association.

Article 4: Board of Directors and Officers

Section 1 General Powers: The Board of Directors shall manage the affairs of the Association.

Section 2 Number of Directors: The Board of Directors shall consist of no more than fifteen members and shall be elected at the Annual Meeting.

Section 3 Tenure of Directors: Each Director shall serve a term of office of two years. The term of office shall begin on the day of the election and run until the following election two years hence. There are no limits on the number of times an individual may seek election to the Board of Directors. Terms shall be staggered; in odd years, seven directors will be up for nomination; in even years, eight directors will be up for nomination.

Section 4 Officers: The Officers of the Association shall be President, Vice President - Communication, Vice President - Programs, Secretary, Treasurer, and Parliamentarian, all of whom shall be Directors, and such other Officers as may be determined by the Board and elected in accordance with the provisions of this Article.

Section 4a Election and Term of Office: The Officers of the Association shall be elected annually by the Board of Directors, immediately following the annual member meeting. Election shall be by a majority of directors present. The Nominating Committee shall present a slate of candidates for approval by the Board.

Section 4b President: The President shall be the chief operating officer of the Association and shall be the primary spokesperson for the membership of the Association. The President shall exercise general supervision over the Association's officers and membership and may appoint subcommittees as needed. The President shall preside at all meetings of the Board of Directors, the annual membership meeting, and Officer meetings, and shall serve as an ex-officio member of all committees except the Nominating Committee. The President may co-sign with the Secretary, or any other proper officer of the Association authorized by the Board, any contracts or other instruments, which the Board has authorized to be executed. The President will send out an agenda and dates of up-coming meetings.

Section 4c Vice-President - Communication: The Vice-President - Communication shall assist the President and act in the President's absence when appropriate or when requested to do so. Specific duties of the Vice-President - Communication are as specified by the President or as assigned by the Board of Directors and shall include developing communication methods to keep the Association members informed. Such communications may include but are not limited to digital and social media sources.

Section 4d Vice-President - Programs: The Vice-President - Programs shall assist the President and act in the President's absence when appropriate or when requested to do so. Specific duties of the Vice-President - Programs are as specified

by the President or as assigned by the Board of Directors and shall include developing programs to further enhance the opportunities of the Association to grow and assist the students and organizations at South Houston High School. Additionally, the Vice President - Programs shall assist in developing programs to assist in fundraising for the Association's projects.

Section 4e Secretary: The Secretary shall take the minutes at all meetings and be the custodian of the Association's business records including committee reports, election proceedings, and documents produced by the Officers. The Secretary shall be responsible for all Association correspondence and in general, shall perform all the duties incident to the office of Secretary. In case of absence, the Secretary shall designate a substitute to record the minutes.

Section 4f Treasurer: The Treasurer shall be responsible for all funds of the Association and shall keep permanent and accurate records of receipts and disbursements of funds using a satisfactory accounting method. The Treasurer shall receive and give receipts for money due and payable to the Association from any source, and deposit all such monies in the name of the Association in banks or other depositories selected by the Board. The Treasurer shall present an annual financial report and a proposed annual budget to the Board of Directors. The Treasurer shall be responsible for filing any documents required by the Government to maintain the Association's legal status as a non-profit corporation. Checks written on bank accounts shall be signed by the Treasurer or the President.

Section 4g Parliamentarian: The Parliamentarian is responsible for making certain that the Board follows correct procedures and maintains order during the meetings. The parliamentarian must be very familiar with the Bylaws of the Association, and knowledgeable of Robert's Rules of Order, and must bring a copy of both to the Board meetings. The Parliamentarian advises the President on matters of procedure and points of order when requested. The Parliamentarian also ensures that no dialogue takes place between Board members and can deem a Board member out of order if he speaks when another individual has the floor. If the Parliamentarian is not present, the President assumes these duties.

Section 5 Resignation: Any Officer or Board member may resign by tendering a letter of resignation to the President.

Section 6 Removal: Any Director may be removed from office by a two-thirds majority vote by the Directors present at a meeting in which a quorum is present whenever in its judgment the best interests of the Association would be served thereby, provided the Director at issue is given five days written notice of the action prior to a vote being taken. Any member of the Board of Directors who is absent from three (3) consecutive meetings of the Board without notification shall be considered to have resigned, and the resulting vacancy may be filled by the

Board of Directors. The new appointee shall serve for the balance of the term.

Section 7 Vacancies: If any Board member position becomes vacant, the Board of Directors will nominate an individual to fill the vacancy for the balance of the existing term. This individual may be elected by a majority vote of the remaining members.

Section 8 Quorum: Eight members of the Board of Directors shall be considered a quorum for the purposes of voting. Either the President or a Vice-President must be present for the quorum to be met.

Article 5: Committees

Section 1: Standing Committees: The Association has no standing committees but may create such as needed. Each of these committees will be chaired by a member of the Board of Directors. Other members may be appointed by the Board or selected by the Committee Chair. Standing committees will have a defined scope of work. Any member of the association may serve on a Standing Committee. The Association President serves as ex-officio member of all committees and should be notified of meetings.

Section 2: Special Committees: The Association Officers may establish Special Committees as deemed necessary. These committees may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The Association Officers will approve the scope of work of these Special Committees and appoint all committee chairs. Any member of the Association may volunteer to serve on a Special Committee.

Section 3: Nominating Committee: In the event that any of the present members of the Board of Directors do not wish to seek re-election at the annual meeting, the Nominating Committee will seek qualified candidates from members in good standing to fill their positions on the Board. The committee shall consist of three members all selected by the Board. Its Chair shall be a Board member, and its other two members may or may not be Board members. This committee will present a report to the President no later than the monthly meeting prior to the annual meeting to allow the report to be distributed to all members.

Section 4 Bylaws Committee: The Bylaws Committee shall annually review and make recommendations to the Board of Directors regarding additions or alterations to the Bylaws as needed as the Association grows and evolves. The committee will make recommendations for changes, which are then approved or rejected by the Board. The Bylaws Committee shall consist of not less than three and not more than five members, all selected by the Board. Its Chair shall be a Board member, and its other members may or may not be Board members.

Section 5: Committee Oversight: The Association Officers will direct the activities of the various Standing and Special committees, as appointed. Committee Chairpersons will be responsible for reporting to the Association Officers, and will detail their activities in an annual report, or upon completion of the assigned activity in the case of a special committee.

Section 6: Term of Service: Each member of a committee shall continue as such until the next annual meeting of the Association or until a successor is appointed, unless the committee shall be terminated sooner.

Article 6: Election Procedures

Section 1 Nominations: Not less than sixty (60) days prior to the Annual meeting of the members, the Officers shall appoint a Nominating Committee for the purpose of presenting Directors for those positions on the Board of Directors which may be open. This committee may consider any active member of the Association as a nominee for the Board of Directors. All incumbent Directors will automatically be nominated. The Nominating Committee will prepare a slate of candidates for the Officers and the remaining Board Members for election or re-election.

Section 2 Election Procedure: The Nominating Committee shall provide the Board of Directors with the proposed slate of candidates at the February meeting. With the approval of the Board of Directors, this slate of candidates will be presented and adopted by the majority vote of the members in attendance at the annual meeting.

Section 3 Assumption of Office: All Directors shall assume office at the close of the Annual Meeting of the members and elect their Officers.

Article 7: Meetings

Section 1 Rules: Meetings of the Association and Board of Directors shall be governed by the current edition of Robert's Rules of Order except when in conflict with these Bylaws.

Section 2: Annual Meeting: An annual meeting of the members shall be held each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The date, place, and time of the annual meeting shall be set by the Board of Directors. Reports of any Standing or Special Committees shall be presented at the annual meeting. Members of the Association shall have the opportunity to volunteer or make known of their interest in volunteering for service on any committees at the meeting. Additional meetings of the membership may be called by the President if necessary.

Section 3: Board of Directors Meetings: Board meetings will be held once each month unless a majority of Board members vote to postpone a meeting due to a lack of necessity. In addition, special meetings may be called by or at the request of the President or any two Directors.

Section 3a Notice of Meetings: Meetings shall be called by the President who must issue a meeting notice that includes the date, time, venue, and agenda, and will be issued in advance of the meeting.

Section 3b: Quorum: A quorum shall consist of a majority of the members of the Board of Directors. The President or a Vice-President must be present for the quorum to be met. Provided that a quorum is present, binding votes shall be taken. If a quorum does not present itself at a meeting, the meeting may continue but no binding votes shall be taken. If less than a quorum is present, a majority of the Directors present may adjourn the meeting without further notice.

Section 4: Officer Meetings: The President may call meetings of the Officers as needed. Minutes shall be taken at such meetings and reported at the next Board of Directors meeting.

Article 8: Fiscal Policy

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

Section 2 Allocation: All funds collected by the Association will be deposited in a general fund account and may be used to pay any or all expenses incurred by the Association.

Section 3 Compensation: Officers, Board Members, Committee Chairpersons, Committee Members and Class Representatives shall receive no compensation for their services. Compensation for expenses will be made only if the expenditures are approved by the Association Officers.

Section 4 Control: The signature of the Treasurer or the President will be required on all checks, drafts, loans or other orders for payment of money, notes, and other evidence of indebtedness issued in the name of the Association. All orders for payment must be approved by a majority vote of the Board of Directors.

Section 4a: Policy and Procedure for Funding Major Projects: Exhibit 1 of this By-Law document creates the policy and procedures for funding and paying expenditures for projects of the association. These procedures assure the Association of transparency, compliance with Non-Profit associations' governmental rules, and best interests of the

Association in the use of funds.

Section 5 Financial Report: Within 30 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, and Budget Comparison. These statements and supporting records shall be reviewed by the Association Officers, and if the officers deem necessary, reviewed or audited by a committee appointed by the Board. The committee shall not consist of any member currently handling the finances of the Association. Upon approval by the Association Officers, the financial report shall be provided to the Association members along with the annual report.

Section 6 Gifts: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or donation for the general purpose or for a specific purpose of the Association. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the Bylaws or state or federal laws, and any requirements for maintaining the Association's federal and state tax status.

Article 9: General Provisions

Section 1 Conflicts of Interest: The Association's policy shall be to require that all actual or potential conflicts be discussed promptly and disclosed fully to the Board of Directors and all other necessary parties. Any Director having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Directors may from time to time establish such rules and regulations in furtherance of this policy as deemed appropriate.

Section 2 Rules, Regulations, and Policies: The Board of Directors may create and adopt rules, regulations, and policies from time to time as it deems necessary and advisable for the operation of the Association.

Article 10: Existence

Section 1 Implementation: These Bylaws will be implemented immediately following their approval by a majority vote of the Board of Directors.

Section 2 Amendments: The Bylaws Committee shall annually review and make recommendations to the Board of Directors regarding additions or alterations to the Bylaws of the Association. Proposed amendments to the Bylaws may also be presented by any member of the Board of Directors and must be endorsed by two other members in order to receive consideration. The Bylaws of the Association may be amended by majority vote of the Board of Directors.

Article 11: Dissolution

Section 1 Approval: Over time, it may sometimes happen that the purpose that led to the formation of an organization may largely disappear, and the organization may wish to formally disband or dissolve. Should this become the case for the South Houston High School Alumni Association, it may be dissolved by a two-thirds majority vote of the Board of Directors, if at least 60 days' notice has been given to the present principal of South Houston High School and the membership.

Section 2 Implementation: Once a motion for dissolution has been approved, all liabilities and obligations of the Association will be discharged or adequate provision to discharge them will be made by the President. Any remaining assets will be donated unconditionally to South Houston High School.

Revised and Approved by the Board of Directors on June 13, 2023

Exhibit 1

South Houston High School Alumni Association Policy and Procedure for Funding Major Projects

Policy

Purpose:

The South Houston High School Alumni Association was formed to build and improve upon the interrelations between all alumni of South Houston High School and South Houston High School. The goal of that relationship is to provide for the betterment of the high school itself and various school organizations through fund raising and various projects in and around the school property.

The purpose of this policy and procedure exhibit is to set guidelines for funding and paying for any projects that the alumni association board of directors wishes to undertake for the betterment of South Houston High School.

Intent:

The intent of the policy and procedure exhibit is not to restrict in any way the fund raising or project spending efforts of the alumni association but to provide structure and consistency in funding and paying for any projects undertaken by the association. It is also the intent of the South Houston High School Alumni Association Board of Directors to maintain financial transparency to the alumni and administration of South Houston High School and members of the Pasadena Independent School District in all financial matters.

Definitions:

South Houston High School Alumni Association: the alumni association

Association: used instead of the full South Houston High School Alumni Association

Board of Directors: The governing body of the South Houston High School Alumni Association

Project Leader: Board Member, or other appointed person from the Association that oversees that specific project.

Fund Raising:

Funds may be raised or accumulated in any manner so long as they are consistent with Internal Revenue Guidelines as they relate to 501(c)(3) Non-Profit Organizations. Various methods can and have been employed to fund the improvements through the organization and will continue with the approval of the Association Board of Directors.

Project Costs and Expenditures:

Project Costs and Expenditures for projects approved by the Board of Directors of the Association should be paid in an expeditious manner. It is not the intent of this procedure to cause any approved cost or expenditure not to be paid in a timely manner. Cost and Expenditures will be paid as per the Procedure set forth below in the Procedure portion of this exhibit.

Procedure:

Project Initiation:

From time to time, projects will be brought before the Association Board of Directors for implementation and approval. Additionally, the Board of Directors will seek out projects to be carried out around the school to improve the facilities and aesthetics of the campus.

Prior to the Association Board of Directors' approval, a budget of funding and expenditures necessary must be presented to the Board of Directors for approval of the project.

The budget must contain the following:

1. Purpose of the project.
2. Detailed estimated costs or expenditure of the project.
3. Funding mechanism and estimated amount, including any amounts necessary from the board outside of the primary funding methodology.
4. Timeline of the funding effort and project completion

No Amounts may be spent on any project without the Boards approval except small amounts that may be necessary to create the project budget. These amounts may be reimbursed upon approval of the Board of Directors.

Project Funding:

1. Projects may be funded in any appropriate method as approved by the Association Board of Directors.
2. Funding mechanisms will comply with IRS regulations as they apply to 501(c)(3) organizations.
3. All funds collected will be turned over to the Association Treasurer and deposited as soon as possible in the Association bank account no matter what funding method is used.

4. A full accounting of each separate funding effort will be maintained by the Treasurer and reported to the Association Board at the request of any board member at any time, but no later than at the time of the normally scheduled monthly board of directors meeting.

Project Expenditures:

1. Project Expenditures will be paid in a timely manner upon approval of the Association Board of Directors.
2. The Treasurer or Project Leader will present the invoices to the Board of directors for approval prior to paying said invoices.
3. Project expenditures will be compared and tracked against the project budget as approved.
4. Expenditures greater than the project's budget will be explained to the board and an amendment to the budget may be authorized in the event of a legitimate over expenditure.
5. Project Leaders should make every effort to stay within their projected budget and use every means to keep costs and expenditures to a minimum.
6. The Treasurer will provide a tax exemption certificate to any person acting on behalf of the Association on all projects so that no State Sales Tax will be paid.
7. Every effort should be made to take advantage of any reasonable discounts offered by vendors.

Upon completion of any project a final accounting of all funds raised, spent, or otherwise used must be presented by the Project Leader to the Board. This accounting will be kept as part of the permanent records of the Association Board of Directors for purposes of estimating funding of future projects, audits of the records, or review by any alumni of South Houston High School.