

**SEVENTH AMENDMENT TO THE
Los Angeles Adventist Academy Alumni Association
Constitution and By-Laws**

ARTICLE I

I. PREAMBLE

In order to foster support for our Alma Mater and to promote Adventist Christian education, we, the Alumni of Los Angeles Adventist Academy (LAAA) and its Legacy Schools, do hereby adopt this constitution.

ARTICLE II

II. DEFINITIONS

- 2.1 Alumni: A person who graduated or attended one of the Legacy Schools.
- 2.2 Association: Shall refer to all Legacy School alumni members in good standing, the Executive Board and the General Board.
- 2.3 Executive Board: Shall consist of the elected officers - President, Vice President, Executive Secretary, Treasurer, and Membership Secretary.
- 2.4 General Board: Shall consist of the Executive Board and seven members at large, immediate past president, principal, one current faculty or staff member designated by the principal.
- 2.5 General Session: Refers to the annual meeting of the Association where the operations, annual reporting of the Alumni Associations operations, to vote on the approved recommendations presented by the General Board and to elect new Officers at the end of the respective terms.
- 2.6 Legacy Schools: All former Watts/Wadsworth, Los Angeles Junior Academy, Lynwood Elementary, Lynwood Adventist Academy, Los Angeles Academy and Los Angeles Union SDA Schools.
- 2.7 Member(s)/Membership: Shall include members of three membership classifications: Charter, Regular and Associate.
- 2.8 Appeal Board: Shall be the Executive Committee of the Los Angeles Adventist Academy School Board.

ARTICLE III

III. NAME

- 3.1 The name of this organization shall be the Los Angeles Adventist Academy Alumni

Commented [BRK1]: 1.). Article II - Definitions: What is the reason for delineating two Alumni Boards? Is there a difference in the two Boards function? I only saw the "General Board" reference elsewhere. (David H).

Commented [BRK2]: Article III - Name: The wording of 3.1 suggest the Alumni Org has its own 501c3. I don't think this is the case. (David H).

Association, hereinafter referred to as the (“Alumni Association”), formed on March 15, 2009. The Alumni Association is a formally recognized California Nonprofit 501c3 organization of Los Angeles Adventist Academy and the Southern California Conference of Seventh-Day Adventists.

3.2 Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent tax laws.

ARTICLE IV

IV. PURPOSE

4.1 To build and develop long lasting relations with alumni, churches, faculty and former faculty, to support and further Los Angeles Adventist Academy’s mission to promote a Christ-centered learning environment that promotes academic excellence and prepares students for a life of service to a culturally diverse community.

Commented [BRK3]:
3.)Article IV - Purpose: 4.1 is a Good Summary. Are we missing some key purposes by eliminating the 11 items from the previous edition???
(David H).

ARTICLE V

V. MEMBERSHIP

5.1 There are three levels of membership in the Alumni Association: Charter, Regular and Associate. .

5.2 CHARTER: Are voting members of the Alumni Association who joined at the formation of the Alumni Association on March 15, 2009 and have paid the required membership fees. Charter Members have committed to an annual contribution of \$100.00 no later than December 31st of each year.

5.3 REGULAR: Are voting members who are Alumni of LAAA or its Legacy Schools and have paid the required membership fees.

5.4 ASSOCIATE: Are non-voting members who have paid the required membership fee to join the Alumni Association to support its mission and purpose.

5.5 Regular and Associate membership fees shall be set by the General Board.

5.6 All membership classifications are lifetime members of the Alumni Association.

ARTICLE VI

VI. ALUMNI HOMECOMING

6.1 Alumni Homecoming Weekend shall be held annually on the second weekend in March.

6.2 The General Session of the Alumni Association shall be held during Alumni Homecoming Weekend on either Saturday night after sunset or on Sunday morning, to be determined by the General Board.

6.3 In case of force majeure (act of God), pandemic or any disaster, the Alumni Association has authority to modify the annual homecoming.

ARTICLE VII

VII. ELECTED OFFICERS AND DUTIES

7.1 President: Shall provide leadership to the Alumni Association, represent the Alumni Association on appropriate occasions, attend and preside at the meetings of the Alumni Association, oversee the planning of Alumni Association-sponsored events and programs. The President shall also serve as a voting member of the General Board of Los Angeles Adventist Academy. The term shall end every odd-numbered year.

7.2 Vice President: Shall attend the meetings of the Alumni Association, preside at the meetings of the Alumni Association in the absence or direction of the President, assist the President in overseeing the planning of Alumni Association-sponsored events and programs. In the absence of the President, the Vice President shall perform the duties of the President. If the office of the President becomes vacant, the Vice President shall succeed to the office of President up to the end of the elected term. The term shall end every odd-numbered year.

7.3 Executive Secretary: Shall prepare and attend meetings, transcribe minutes, prepare and present minutes for the Alumni Association for review and ratification. Give appropriate meeting notices to attendees and perform other duties as assigned. In the absence of the Executive Secretary, a Recording Secretary shall be designated by the General Board and reflected in the minutes. And other assignments as directed. The term shall end every odd-numbered year.

7.4 Recording Secretary: Shall perform all duties in the absence of the Executive Secretary and/or as assigned by the President or Executive Board. The term shall end every odd-numbered year.

7.5 Treasurer: Shall attend the meetings of the Alumni Association, prepare and present the annual proposed budget to the Alumni Association for approval on or before thirty (30) days after the first meeting of each year. Provide monthly treasurer's report to the General Board. Promptly deposit and record all funds coming to the Alumni Association. Process all vouchers and expenses in a timely manner. Prepare and present monthly a current budget reflecting actual

Commented [BRK4]: Article VII - Elected Officers. (David H).

→ 7.3. Exec Secretary -
→ → a). I think the wording "...accepted by his/her" should remain. This is a volunteer organization and in the spirit of volunteerism the language should remain in recognition of that fact. No one should feel forced or obligated to take on additional responsibility or tasks above what is stated as their role.

→ → b.). Language was removed relative to Incoming and Outgoing correspondence. Who has that responsibility? Is it the same for all modes of communication?

→ 7.4. Treasurer -
→ → a) Budget - Preparation of the Budget is not something that can take place 30 days after the first meeting. This is a coordinated effort (I feel) between the President and the Treasurer working together to identify current year objectives and priorities.

→ → b) Clarification needed for "first meeting". Calendar year or Fiscal Year

→ → c.) What is the motivation for requiring monthly Treasurer Report? What constitute a Treasurer Report? My recommendation is require Quarterly a Treasurer Finance Report Reconciling all Deposits and Expenditures. Perhaps a Monthly update of the Budget Actuals of income and expenditures is more manageable and more useful to the alumni board leadership.

→ → d.) Assistance Treasurer, the purpose of an assistant Treasurer is to support the efforts of the Treasurer. I think the General Board should designate an Assistant Treasurer in consideration of the Treasurer needs and recommendations. The General Board should not designate if an Assistant against the recommendations of the elected Treasurer. If the Treasurer is not executing their role responsibly then the Alumni Board should go through the process of getting another Treasurer.

→ 7.7. Immediate Past President - Technically this is not an elected position. An individual is elected to serve as President, however no individuals are elected to serve immediate Past President.

→ What's missing under Elected Officers: See Article VII - sections A, B, C. Not having these items leaves some gaps.

Commented [BRK5]: Darilyn Peak recommended establishing an official officer position on the Executive Board. (DP)

income and expenditures. Prepare and present a full financial report at the annual Association Meeting. The General Board may designate an Assistant Treasurer to serve during the elected term and perform other duties as assigned. The term shall end every odd-numbered year.

7.6 Assistant Treasurer: Shall attend the meetings of the Alumni Association, assist Treasurer with any duties as assigned or directed by the General Board. In the absence or vacancy of the Treasurer, if needed, to work with the Business Manager of LAAA. The term shall end every odd-numbered year.

Commented [BRK6]: Darrylyn Peak recommended establishing an official officer position on the Executive Board (DP)

7.7 Membership Secretary: Shall attend the meetings of the Alumni Association, keep and maintain the official roster of all members of the Alumni Association and report membership status at the annual Alumni Association's Meeting. Process all membership applications, track and coordinate all Membership fees received with the Treasurer. And other assignments as directed. The term shall end every odd-numbered year.

7.8 Member-at-Large: Shall attend the meetings of the Alumni Association and perform other duties as assigned. The term shall end every even-numbered year.

7.9 Immediate Past President: Shall serve as a voting member of the Alumni Association for two years after the end of their term. Can perform other duties as assigned by the General Board.

7.10 Terms of Service: Each elected officer of the Alumni Association shall serve one two-year term per office. An Officer may be re-elected for additional terms every two years of office. Offices begin each July 1st and end June 30th.

7.11 As a committed Board member each is required to contribute their \$100.00 membership fee during their respective term of office. These funds will provide financial assist for the annual homecoming alumni weekend.

ARTICLE VIII

VIII. REMOVAL OF OFFICER

8.1 Any officer of the Association may be removed or suspended for cause adversely impacting the Association or the School or failing to perform his/her duties as outlined under Article VII.

8.2 The removal process is subject to Section 6.7 of the Los Angeles Adventist Academy Constitution and Bylaws as amended and ratified July __, 2017.

8.3 Any Alumni Association Board member may request executing the removal of an officer pursuant to Section 8.1 with the following steps: 1) a motion of removal shall be made regarding the officer in question to the Alumni Association General Board, 2) a vote regarding the notice of petition for removal and voted by a majority vote of the members present; 3) the notice of

Commented [BRK7]: Article VIII - Removal of Officer
→ 8.1 I believe the reference to Article II is incorrect
→ 8.2 It is not clear to me what is being stated or intended. There is a blanket expectation that the Alumni C&BL needs to be under the authority and in harmony of the LAAA C&BL. Is that the intent here? If so the language should be stated in a different section for global application.
→ 8.3. There is a lot that needs to be discuss and coordinated for this to be adopted in the C&BL. Too much for me to discuss in this email.

removal petition is then submitted in writing to the School Executive Board/Committee; 4) the School Executive Board/Committee will conduct a review hearing and provide their determination of the notice of removal petition in writing to Alumni Association; 5) the School Executive Board is the final authority as referenced in Section 8.2 above.

ARTICLE IX

IX. MEETINGS

9.1 The Annual Alumni Homecoming Meeting of the Alumni Association shall be held during the second weekend of March unless a change of date is deemed necessary by the General Board.

9.2 A minimum of at least two meetings shall be held by the Alumni Association prior to the annual Alumni Homecoming. These meetings shall be held either via video conference (i.e., Zoom) or in-person.

9.3 At the meetings, the General Board may add to the agenda, review the minutes, annual budget and financial statements.

9.4 The purpose of these meetings shall be to (a) administer, manage and provide oversight of the business operations of the Association, (b) ensure and oversee the planning of the annual Alumni Homecoming Weekend, (c) prepare, develop and approve the agenda for the annual meeting of the Association, (d) review and accept the minutes of the Alumni Association subject to ratification by the Association, (e) adopt and revise, if necessary, the annual budget of the Association for the fiscal year, (e) approve and authorize expenditures on behalf of the Association, (f) review and receive the financial statements of the Association, (g) practice and implement strategic planning for the Association, and (h) implement actions to fulfill the objectives and advance the interests of the Association.

9.5 Notice of the Association meeting shall be provided at least thirty (30) days prior to the annual Association meeting.

9.6 Special meetings may be called at any time by the President or upon written request of any Alumni Board members.

9.7 The parliamentary authority of the meetings shall be the most recent edition of the Robert's Rules of Order, newly revised except when it conflicts with the Alumni Association constitution and bylaws.

Commented [BRK8]: Discuss see sec. VI; Article IX - Meetings

→ 9.1 language redundant to Article VI Section 6.2
→ 9.2. Language is vague regarding which minimum of two meetings apply. Do you mean to "General Board" meetings????

→ 9.3. GENERAL BOARD is mention...When does the Executive Board meet??? What is the role or functional difference between the boards???

→ 9.4. This is a good description for the purpose of the Alumni General Board meetings. Is it the intent for the purpose for the alumni Association meeting to have identical purpose???? I would not think so.

→ 9.6 Special Mtg - consider including a minimum notice and the form of notification for special call meeting

ARTICLE X

X. QUORUM

10.1 A majority of the regular voting members present at the beginning of each meeting shall constitute a quorum for a meeting of the Association.

10.2 A two-third presence of a majority of the members present will constitute a quorum. A quorum shall be required to conduct any tractions of business. Each member of the Association shall be counted as one vote.

Commented [BRK9]: Article X - Quorum
→ 10.1. This language is unchanged from the current by-laws however, some consideration is needed in light of the changes made. In addition, how does this Quorum work for all Virtual meetings
→ 10.2 I don't understand this language at all. When and how this quorum is applied. Does it pertain to Association Meeting, General Board meeting????

ARTICLE XI

XI. RECORDS AND REPORTS

11.1 The Alumni Association shall keep: (1) adequate and correct books and records of accounts; and (2) all written minutes of the proceedings of the Alumni Association .

11.2 Inspection: Any member shall have the absolute right by a thirty (30) day written request or a reasonable time to inspect the Association's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person and reviewed on the campus of LAAA between normal business hours.

11.3 The Alumni Association shall maintain a Board Notebook and it shall reside with the current President of the Alumni Association. It is the duty of the President and Executive Secretary to ensure compliance.

Commented [BRK10]: Article XI - Records and Reports
→ 11.2. Inspection: Does it include the Board Notebook
→ 11.3. Who maintains the Board Notebook and how is it access by Board members.
What is included in the Board Notebook

ARTICLE XII

XII. SOCIAL MEDIA

12.1 The Alumni Association shall maintain one website which will be the GoDaddy.com. This hosting platform will be the official domain site for the LAAA Alumni Association

12.2 The Alumni Association will have one email system to be determined by the Alumni Association and shall serve as the official email address for the Alumni Association.

12.3 The current President and Vice President shall maintain all login credentials and passwords for all social media platforms. The current President and Vice President shall designate an administrator for a webmaster(s) and all social media platforms. All social media credentials will be maintained in the Board notebook.

12.4 At the end of each Officers' designated term, the designated officer shall provide all passwords and transfer all social medica credentials to the newly elected Officer at the end of their term prior to or within thirty (30) days of the new term.

Commented [BRK11]: Article XII Social Media
→ 12.2. If the Primary Email address for alumni members are used, how is the privacy of the emails maintained. Who has access to the emails beside the email recipients?

ARTICLE XIII

XIII. LOGO

13.1 The official logo of the Alumni Association shall be the Eagle with the colors of burgundy and gray to conform to the school's color and theme. The top portion of the logo should remain; however, the bottom portion should capture each year's theme and the year of the homecoming weekend. The language "Building the Bridge" is only a place holder and may be modified upon a majority vote of the Association at the annual General Session meeting held each March. (See Attachment A to the bylaws).

13.2 A sample of the Logo is maintained along with the other operating documents of the Alumni Association.

13.3 Should the Alumni Association decide to re-brand to align with the School, then said logo shall be rebranded by a majority vote of the Association.

ARTICLE XIV

XIV. FINANCES

14.1 The fiscal year of the Alumni Association shall extend from July 1 to June 30.

14.2 The Alumni Association shall maintain a designated bank account with Chase Bank with the President and Treasurer having signing privileges. All financial expenditures and withdrawal shall be approved and authorized by the General Board. The Los Angeles Adventist Academy's Business Manager shall be a designated and authorized signer on the account.

14.3 Fundraising donations shall be reported and deposited into the Alumni Association bank account.

14.4 A full financial report shall be presented of the previous fiscal year at the General Session meeting. (Refer to Article VII, Section 7.4).

14.5 An annual Audit may be requested to coincide with the annual Los Angeles Adventist Academy's school audit by submitting a request to the Principal and Office Manager.

ARTICLE XV

XV. AMENDMENTS

15.1 The constitution and bylaws of the LAAA Alumni Association shall be presented to the General Board for review and then submitted to the School Board's Executive Committee, Pursuant to Section 6.5.3 of the Los Angeles Adventist Academy Constitution and bylaws, for approval, which, includes any amendments to the bylaws. The LAAA Alumni Association constitution and bylaws and/or its amendments, will then be presented at the Annual meeting

Commented [BRK12]: Article XIV. Finances → 14.2. "... President and Treasurer having signing privileges". I don't concur with this language. Either the President is entrusted the sign for checks or the Treasurer. Not both. It's a recipe for disaster. There is language for a 2nd signer to be the school business manager. Also, recommend language that would support auditing of the alumni finances concurrent with the auditing of the School's finances. I support changes to the current practices that would conform execution of Alumni funds to support school auditing events as prescribed by the LAAA C&BL.

Commented [BRK13]: Article XV Amendments: I appreciate the intent of the paragraph however, what happens in the event there is new language originated at the Association meeting that is contrary or ill advise (after the association mtg)?

of the Association and approved by a two-thirds vote of the members present.

ARTICLE XVI

XVI. INDEMNIFICATION

16.1 The Los Angeles Adventist Academy Alumni Association is an auxiliary of the Los Angeles Adventist Academy and is under the realm of the Southern California Conference of Seventh-Day Adventists as referenced in the Los Angeles Adventist Academy's Constitution and Bylaws pursuant to Article 6, Section 6.5.

ARTICLE XVII

XVII. DISSOLUTION

17.1 Upon the windup and dissolution of the Alumni Association, the General Board shall, after paying or making provision for all the liabilities of the Alumni Association, dispose of all the assets of the Association operations or to advance the case of Los Angeles Adventist Academy through alumni involvement as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) subject to approval of a court of general jurisdiction of the State of California. Any such assets not so disposed of shall be disposed of to such organization or organizations organized or operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

17.2 Pursuant to Article 6, Section 6.8 of the Los Angeles Adventist Academy Constitution and Bylaws, in the event of the dissolution of the Alumni Association, upon the dissolution of the Alumni Association, after paying or adequately providing for the debts and obligations of the Alumni Association, the remaining property, finances, possessions and other assets of the Alumni Association shall revert to the ownership of the School.

ARTICLE XVIII

XVIII. NOTICES – OFFICIAL REPRESENTATIVE

18.1 All official notices or communications to the Association shall be submitted to the President of the Association as its Official Representative:

Los Angeles, Adventist Academy
846 E. El Segundo Blvd.
Los Angeles, CA 90009
Attn: Alumni President

Commented [BRK14]: Article XVIII. Notices of Official Representatives. What about funds that come in the mail? Is it the intent for the President to open and access all communication to the Alumni organization including donation checks???

Also, I recommend discontinuing the PO BOX. I think the School Admin office and organization is much approved. Mail going to the school only makes a lot of since now.

Adopted by the Los Angeles Adventist Academy Alumni Association at the first annual Meeting of the Association on the 15th day of March, in the year of 2009, at Los Angeles Adventist Academy in the City of Los Angeles, California. **First Amendment** at the second annual Meeting of the Association on the 14th day of March, in the year of 2010, at Los Angeles Adventist Academy in the City of Los Angeles, California; **Second Amendment** at the third annual Meeting of the Association on the 13th day of March, in the year of 2011, at Los Angeles Adventist Academy in the City of Los Angeles, California; **Third Amendment** at the fourth annual Meeting of the Association on the 11th day of March, in the year of 2012, at Ayres Hotel in the City of Hawthorne, California; **Fourth Amendment** at the fifth annual Meeting of the Association on the 10th day of March, in the year of 2013, at Los Angeles Adventist Academy in the City of Los Angeles, California; **Fifth Amendment** at the sixth annual Meeting of the Association on the 8th day of March, in the year of 2014, at Los Angeles Adventist Academy in the City of Los Angeles, California; and **Sixth Amendment** at the ninth annual Meeting of the Association on the 12th day of March, in the year of 2017, at Los Angeles Adventist Academy in the City of Los Angeles, California, and the **Seventh Amendment** at the 12th annual Meeting of the Association on the ____ day of _____, in the year of [XXXX], at Los Angeles Adventist Academy in the City of Los Angeles, California.

Executed this _____ day of [Month], [XXXX] at Los Angeles, California.

Dr. Christopher R. Dent President Los Angeles Adventist Academy Alumni Association	_____ Executive Secretary Los Angeles Adventist Academy Alumni Association
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ATTACHMENT “A”

