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ARTICLE I NAME AND OFFICES

1. NAME

The name of the Corporation shall be ST HUBERT ALUMNAE ASSOCIATION, INC (also herein referred to as the "Organization").

2. REGISTERED OFFICE

The registered office of the Organization shall be 7320 Torresdale Avenue Philadelphia PA 19136

3. OTHER OFFICES

The Organization also may have offices at such other places as the Board of Directors (also herein referred to as the "Board") may from time to time appoint or the activities of the Organization may require.

ARTICLE II PURPOSES

1. The Organization is planned exclusively for educational, religious, charitable, and cultural purposes. Including, for such purposes, promoting and enhancing relations among the alumnae of St Hubert Catholic High School for Girls (also herein referred to as "the School") and the making of distributions to the School and other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future tax code.

2. The Organization does not contemplate financial gain or profit, incidental or otherwise.

3. No part of the net earnings of the Organization shall be to the benefit of any member, director or officer of the Organization, or any private individual (except reasonable compensation may be paid for services rendered to or for the Organization effecting one or more of its purposes), and no member, director or officer of the Organization, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Organization.

4. In the event the Organization is dissolved and liquidated, its governing body, after paying or making provision for payment of all the liabilities of the Organization, shall distribute the property and assets of the Organization to The School or its successor, provided, however, that if neither The School nor its successor, (if any) is then in existence or is unwilling or unable to accept the distribution, then in that event the property and assets of the Organization shall be distributed to one or more funds, foundations, or Organizations organized and operated exclusively for the purposes specified in Section 501(c)3 of the Internal Revenue Code or the corresponding provision of any future tax code which, in the sole judgment of the Organization's governing body, have purposes most closely allied to those of the Organization

ARTICLE III MEMBERSHIP CLASSES, ELECTION, AND QUALIFICATIONS

Members shall belong to one of the following two membership classes based upon the following qualifications:

(a) REGULAR MEMBER



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The membership of this Organization shall consist of all graduates of the School and all former students having completed one (1) year upon the admittance of their graduating class to membership in this Organization. The Organization also welcomes alumnae of defunct Archdiocesan high schools who are mothers and grandmothers of either current School students or alumnae. These Regular Members should be able to chair committees and hold office.

(b) HONORARY MEMBER

Any person who is so deserving by virtue of their exemplary service to the Organization, or other qualifications as the Board of Directors may from time to time determine in its sole discretion. Such person shall become an honorary member upon the person's election by at least a majority vote of a quorum of the Board of Directors.

ARTICLE IV MEETINGS OF MEMBERS

1. GENERAL MEETINGS

Meetings of the members shall be held at such place or places, either within or without the Commonwealth of Pennsylvania or via web conferencing as may from time to time be fixed by the Board of Directors, in order to transact any or all business that may be properly brought before the meeting.

2. ANNUAL MEETING

The annual meeting of the members shall be held at St. Hubert Catholic High School for Girls, Philadelphia Pennsylvania, or via web conferencing in September of each fiscal year, when they shall elect the Board of Directors and transact such other business that may be properly brought before the meeting. The Board of Directors may change the date, quorum of the members of the Organization at their annual meeting. Each director shall be elected for the term of three years and until her successor shall be elected and shall qualify. The terms of the directors shall be staggered so that a majority of the number of directors' terms does not simultaneously expire.

ARTICLE V DIRECTORS

1. NUMBER AND ELECTION

The business and affairs of the Organization shall be managed by its Board of Directors, at least three (3) in number, who shall be natural persons of full age and shall be members of the Organization. The directors shall be elected by at least a majority of a quorum of the members of the Organization at their annual meeting. Each director shall be elected for the term of three years and until her successor shall be elected and shall qualify. The terms of the directors shall be staggered so that a majority of the number of directors' terms does not simultaneously expire.

2. POWERS

In addition to the powers and authorities expressly conferred by these By-Laws upon them, the Board of Directors may exercise all such powers of the Organization and do all such lawful acts



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or things as are not by statute, the Articles of Organization, or these By-Laws directed or required to be exercised or done by the members.

3. MEETINGS

Regular meetings of the Board of Directors shall be held at least quarterly, and in a location as determined by the Board. Special meetings of the Board may be called by the President on one days' notice to each director, either personally or by telephone or email and special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of at least a majority of the directors in office. Meetings of the Board may be held at such other times and places within this Commonwealth, or elsewhere, as at least a majority of a quorum of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

4. ALTERNATIVE MEANS OF MEETING

One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

5. QUORUM

One-half of the directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of at least a majority of the directors present at a meeting at which a quorum is present, in person or by proxy, shall be the acts of the Board of Directors. Any action that may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by at least a majority of the directors in office and shall be filed with the Secretary of the Organization.

6. VOTING

Every member of the Board of Directors of the Organization shall be entitled to one vote. No Director shall sell her vote or execute a proxy for money or anything of value

ARTICLE VI OFFICERS

1. EXECUTIVE OFFICERS

The executive officers of the Organization shall be elected by at least a majority of a quorum of the Board of Directors, and shall be a President, Secretary, and Treasurer, and such other officers and assistant officers as the needs of the Organization may require. All executive officers shall be natural persons of full age. The executive officers shall hold their offices for a term of two years and until their successors shall be elected and shall qualify; and shall have such authority and shall perform such duties as are provided by the By- Laws and as shall from time to time be prescribed by the Board. All executive officers shall be members of the Organization. Any number of offices may be held by the same person.



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2. REMOVAL FROM OFFICE

Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Organization will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

3. PRESIDENT

The President shall be the chief executive officer of the Organization. She shall preside at all meetings of the members of the Organization and directors. She shall have general and active management of the affairs of the Organization. She shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by law exclusively conferred on the President, to any other officer or officers of the Organization. She shall execute any documents and shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Organization, all contracts authorized, whether generally or specifically, by the Board of Directors. She shall be ex-officio a member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. SECRETARY

The Secretary shall attend all meetings of the Board of Directors and all meetings of the Executive Committee, and act as clerk thereof. She shall record all the votes of the Organization and the minutes of all its transactions in a book to be kept for that purpose. She shall perform like duties for all committees of the Board when required. If the Secretary is unable to attend a meeting of the Board of Directors, an Executive Committee meeting, or a committee meeting at which attendance by the Secretary is required, she shall personally arrange in advance for her duties to be performed by another member of the Board of Directors who has agreed to perform those duties at that particular meeting. She shall give, or cause to be given, notice of all meetings of the Board and of the members, unless that notice has been provided by another member of the Board of Directors. She shall give or cause to be given all other notices and general mailings to the directors or members, unless that notice has been provided by another member of the Board of Directors. She shall perform such other duties as may be required by the Board or President from time to time.

5. TREASURER

The Treasurer shall have custody of the Organization's funds and securities. She shall keep full and accurate accounts of the Organization's receipts and disbursements in books belonging to the Organization. She shall keep the moneys of the Organization in one or separate account to the credit of the Organization, for which account the financial institution shall be approved by the Board. She shall disburse the funds of the Organization as may be ordered by the Board, taking proper vouchers for such disbursements. She shall, when duly authorized by the Board, sign and execute all contracts in the name of the Organization when counter-signed by the President, and sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board and counter-signed by the President. She shall render to the



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President and directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Organization. She shall cause to be prepared and filed with the appropriate governmental authorities all tax returns or other financial records that the Organization may be required to file with such authorities from time to time. She shall perform such other duties as he may be required to do from time to time by the Board or President.

6. VICE PRESIDENT

It shall be the duty of the Vice-President to act as President in the absence of the President.

7. ASSISTANT TREASURER

It shall be the duty of the Assistant Treasurer to aid the Treasurer. She shall follow the direction and the recommendation of the Treasurer and the President. She shall be responsible for collecting reports from the chairpersons of any Alumnae function and submit same to the President.

8. PUBLICITY OFFICER

It shall be her duty to

- Publish all activities of the Alumnae Association.
- Manage and maintain four pages on huberts.org, the School website
- Be responsible for design content and promotion of events
- Collaborate with the Communications Officer on graphic design for social media
- Provide graphics, details to Director of Institutional Advancement for email blasts
- Follow the direction and recommendations of the President
- Keep copies of all advertising, graphics, and publicity
- Turn over all Alumnae property to her successor at the end of her term

9. COMMUNICATIONS OFFICER

It shall be her duty to

- Be responsible for all Alumnae social media platforms including posting, monitoring, and responding to comments and messages as appropriate, and updating account information when necessary
- Contact digital and print media to promote upcoming events
- Submit events information to the designated school person for submission to parishes to be placed in church bulletins
- Monitor the SH Alumnae Gmail account and respond to emails and/ or forward them to appropriate parties for their follow up and/or awareness
- Turn over all Alumnae property to her successor at the end of her term

10. PAST PRESIDENT

Any past president of this Association



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11 .AT LARGE

Any member elected and assigned as executive committee member by quorum to provide support to the Board of Directors and to act as an intermediary party between the Board and the rest of the Organization. Their duties and responsibilities will vary and will most likely be determined by the organization's current needs.

ARTICLE VII VACANCIES

1. OFFICER VACANCY

If the office of any officer, one or more, becomes vacant for any reason, at least a majority of a quorum of the Board of Directors may elect a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. DIRECTOR VACANCY

Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by at least a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until her successor is selected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

ARTICLE VIII TRANSACTION OF BUSINESS

1. REAL PROPERTY

The Organization shall make no purchase of real property, nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by a vote of at least two-thirds of the directors, except that whenever there are fifteen or more directors in office, the vote of at least a majority of the directors shall be sufficient.

2. INCIDENTAL PROFIT

Whenever the lawful activities of the Organization involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in doing so, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Organization, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the Organization.

3. EXECUTION OF CHECKS, DEMANDS, AND NOTES

All checks, demands for money, and notes of the Organization shall be signed by such officer or officers as the Board of Directors may from time to time designate.

4. RULES OF ORDER

Except as otherwise provided by these By-Laws or the Articles of the Organization, all meetings of the members, Board of Directors, and all committees shall be governed and conducted in accordance with the procedure established by the President or the respective chairperson of a



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committee; provided, however, that upon the request of any member, director, or committee member in attendance at a meeting, such meeting or requested portion thereof shall then be conducted in conformity with the latest edition of Robert's Rules of Order.

ARTICLE IX ANNUAL REPORT

At the annual meeting the Board of Directors shall present to the members of the Organization a report verified by the President and Treasurer, or by at least a majority of the directors, and showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the Organization as of the end of the prior fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the prior fiscal year.
3. The revenue or receipts of the Organization, both unrestricted and restricted to particular purposes, for the prior fiscal year.
4. The expenses or disbursements of the Organization, for both general and restricted purposes, for the prior fiscal year.
5. This report shall be filed with the minutes of the meeting of the members.

ARTICLE X SPECIAL COMMITTEES

1. APPOINTMENT AND AUTHORITY

The President shall appoint all special committees, and chairpeople thereof, for such purposes and with such authorities as determined by the President or the Board. All members of special committees shall be members of the Organization. No action by any special committee shall be binding upon or constitute an expression of the policy of the Organization until such action shall have been approved by the Board prior to or after such action.

2. ALTERNATE SPECIALCOMMITTEE MEMBERS

The President may designate one or more alternate members of any special committee, who may replace any absent or disqualified member at any meeting of the special committee. In the absence or disqualification of a member of a special committee at any meeting thereof, the chairperson of such special committee may appoint another member of the Organization to act at the meeting in place of any such absent or disqualified member. Each special committee shall serve at the discretion of the President

ARTICLE XI CONFLICT OF INTEREST

No Director, officer, or member of the Organization shall maintain substantial personal or business interests which conflict with those of the Organization. In addition, any Director, officer, or member having an interest in a contract or other transaction presented to the Board, the Executive Committee, or a committee for authorization, approval or ratification shall give prompt, full and frank disclosure of her interest to the Board, Executive Committee, or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a



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conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use her personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE XII MISCELLANEOUS PROVISIONS

1. FISCAL YEAR

The fiscal year of the Organization shall be from July 1st through June 30th

2. NO PRIVATE OR POLITICAL BENEFICIARIES

No part of the earnings or assets of the Organization shall insure to the benefit of any private individual, and no substantial part of the activities of the Organization shall be used for lobbying, and the Organization shall not engage in any political campaign activities on behalf of or in opposition to any candidate for public office.

3. NO VIOLATION OF PURPOSES

In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into transaction whatsoever the effect of which under the applicable federal laws then in force will cause the Organization to lose its status as an organization to which contributions are deductible in computing the net income of the contributor for purposes of federal income taxation.

4. ARTICLE XIII AMENDMENTS

Unless specifically reserved to the members of the Organization in these By-Laws, any or all of these By-Laws of the Organization may be amended or repealed solely by the vote of at least two-thirds of a quorum the Board of Directors present at any regular or special Board meeting duly convened after notice of intention to amend these By- Laws has been given to all directors.

Adopted on March xxxxxxx