

CONSTITUTION AND BY-LAWS
OF THE
HENRY C. CONRAD ALUMNI ASSOCIATION, INC.
WOODCREST, DELAWARE

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Constitution

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CONSTITUTION

Henry C. Conrad Alumni Association, Inc.

Article I: Name, Office, Objective, Rights and Powers, Prohibited Activities

Section 1: Name

This organization shall be registered with the State of Delaware and New Castle County as a Not-For-Profit Corporation and be known as the Henry C. Conrad Alumni Association, Inc., herein referred to as the "Association". Approved abbreviations of the organization shall be "Conrad Alumni Association", "Conrad High School Alumni Association", "CAA", or "HCCAA".

Section 2: Office

The official address of the Association shall be:
Henry C. Conrad Alumni Association, Inc.
P.O. Box 3398
Newport, Delaware 19804

Section 3: Purpose: Mission Statement & Vision Statement

Mission Statement: The Henry C. Conrad Alumni Association, Inc. exists to support the Conrad Schools of Science while preserving and restoring the former Henry C. Conrad High School legacy, with the hope to re-energize the commitment to the school and community at large.

Vision Statement: The Henry C. Conrad Alumni Association, Inc. wants everyone to understand through our actions the true meaning of "Love and Honor" to Conrad.

The Association is organized exclusively for the exempt purposes set forth in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4: Objectives

The objectives of the Association are listed below and will be annually reviewed and revised if necessary. They are:

- a. Establish a cohesive and efficient organization ready to promote awareness and support traditions of the new high school, while restoring and preserving the "Love and Honor" of the old school's tradition.
- b. Re-establish and sustain the excellent reputation of the high school and to recognize and appreciate the diversity of its students and alumni.
- c. Encourage alumni to join and volunteer their time to support fundraising and other activities for the benefit of the high school.

Section 5: Rights and Powers

The Association may hold or dispose of property, real or personal, as may be given, devised or bequeathed to it or entrusted to its care and keeping; may purchase, acquire and dispose of such property as may be necessary to carry out the purposes of the Association; and may manage, control and utilize the same subject to the provisions of its certificate of incorporation and the laws of the State of Delaware.

Section 6: Prohibited Activities

- a. Absolutely refrain from participating in the political campaigns of candidates for school board, local, state or federal office.
- b. Absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders.
- c. Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.
- d. Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose(s).
- e. Not engage in activities that are illegal or violate fundamental public policy.
- f. Association must restrict its legislative activities.

Article II: Membership

Section 1: Eligibility

All alumni are eligible for membership. An alumnus includes any person who attended Henry C. Conrad High School, Conrad Junior High School, Conrad Middle School or The Conrad Schools of Science.

Section 2: Types of Membership

Types of Membership shall be defined in the By-Laws Section 3

Article III: Elected Offices, Board of Directors, and Committee Chairs

Section 1: Elected Offices

The elected offices of the Association shall consist of:

President

Vice President

Secretary

Treasurer

Sergeant-at-Arms

Section 2: Board of Directors

There shall be a minimum of three (3) and a maximum of seven (7) Members of the Board (Directors), who shall be elected for a three (3) year term at the Regular May Meeting . A minimum of one (1) Director shall be elected each year and there shall be a minimum of two (2) returning Directors so as to ensure continuity of the Board . They shall be titled as the Board of Directors of the Henry C. Conrad Alumni Association (Board).

- a. Annually, after the May elections, the Board shall meet and organize by electing from their number a Chairman, a Vice - Chairman, and a Secretary, to serve for the ensuing year. The duly elected Secretary of the Henry C. Conrad Alumni Association may be the Recording Secretary of the Board.

In the event of an officer vacancy, the Board shall recommend for appointment, a successor for the unexpired term. The Board will request

confirmation of the appointment by vote of the Active Membership at the next Regular Meeting.

Section 3: Committee Chairs

The President will make appointments to the Committee Chairs and announce them at the August regular meeting.

Article IV: Election of Officers and Appointments

Section 1: Eligibility to Hold Office

Only active members in good standing, who have attended four (4) of the last six (6) regular meetings, are eligible to hold office. No active member can hold more than one elected office simultaneously.

Section 2: Nominations for Office

a. Nominations will be held at the April regular meeting. The President may appoint a Nominations Committee for the purpose of soliciting and making nominations for the pending open offices of the Officers and Board of Directors.

b. Nominations may be made from the floor. Only active members in good standing may make nominations.

c. No active member shall be nominated from the floor unless present at the nominations, or unless the Member has given written consent to the Secretary or Nomination Committee prior to the April meeting.

d. Any nominee wishing to withdraw their name from the nomination may do so verbally at the time their name is presented or notify the Secretary and Nomination Committee in writing prior to the election.

Section 3: Elections

- a. Election of officers shall be held at the May meeting. Elections will be held after new business.
- b. Voting shall be by ballot at the May meeting. The ballot may be dispensed with by unanimous vote when there is only one (1) candidate for an office.
- c. The presiding officer may select a member from the Active Members present to cast a ballot for a position(s) when the candidate is unopposed.
- d. The candidate(s) receiving the highest number of votes shall be declared elected. In the event a candidate, having been elected, declines the office immediately, the candidate receiving the next highest number of votes will be declared elected, etc.

Section 4: Terms of Office

- a. Terms of officers and committee chairs shall be two (2) years (July – June)
- b. President and Secretary terms shall expire in even years.
- c. Vice President and Treasurer terms shall expire in odd years.
- d. Sergeant – at – Arms term shall be 3 years.
- e. Terms of Office for the Board of Directors are defined Article III:
Section2:

Section 5: Vacancies

- a. In the event the office of President becomes vacant due to resignation, disability, death, etc., the Vice President shall assume the duties of the President and fulfill the remainder of the term.

b. All other vacancies of elected officers shall be filled by a special nomination and election at the next regularly scheduled meeting at which the Association receives notice of the vacancy.

c. Any Officer who is absent from three (3) consecutive regular meetings, without a legitimate reason accepted by the Board of Directors, may have their offices declared vacant by action of the Board of Directors. The vacancy shall be filled according to Section 5a or 5b.

Article V: Meetings

Section 1: Regular Meetings

A regular meeting shall be held monthly as defined in the By-Laws.

Section 2: Special Meetings

A special meeting may be called as stipulated in the By-Laws.

Article VI: Quorum

Ten (10) members of the Membership shall constitute a quorum for the transaction of business at any regular or special meeting. The Association shall not dissolve if ten (10) Active Members are willing and able to continue it.

Article VII: Amendments to the Constitution

This Constitution may be amended as follows:

- a. The proposed amendment must be presented to the membership in writing, signed by seven (7) Active Members, at a regularly scheduled meeting. The proposed amendment shall be assigned to a Review Committee appointed by the President for review and recommendations by a determined date and have a minimum of three readings at two consecutive Regular Meetings, and after the third reading, a motion and recommendation shall be made to the Membership present by the Review Committee.
- b. After the third reading the Review Committee shall make a recommendation and a motion for adoption by a 2/3 vote of the Active Membership present at the meeting, a quorum being present. If a 2/3 vote is not received, the amendment will be rejected. Meeting minutes will reflect the outcome of the vote. No other notification will be made to amendment sponsors.

Article VIII: Roberts Rules of Order

Any situation not specially covered in this Constitution shall be governed by Roberts Rules of Order Newly Revised.

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BY-LAWS

Henry C. Conrad Alumni Association Inc.

1: Meetings

Section 1: Regular Meetings

a. Regular Meetings of the full Association shall be held on the third Monday of every month at 6:00 pm except for January and February when the third Monday is a Federal Holiday. The January and February meetings will be held on the fourth Monday of those months. Variations of the meeting date must be approved by a majority vote of the Members present. Changes to the regularly scheduled meeting dates or times will be recorded in the Minutes and posted on the Association website.

b. Regular meetings will normally be held at Conrad Schools of Science in the library. If the meeting location needs to be changed due to civil unrest, unforeseen emergent circumstances, school district requirements or government mandates, the membership will have timely notice of the alternative meeting arrangements.

c. Meeting may be held via Online or Dial-in during extenuating circumstances.

d. Order of business for regular meetings:

1. Minutes of the previous meetings(s)
2. Financial report
3. Reports of standing committees
4. Reports of special committees
5. Unfinished business

6. New business
7. Nominations and Elections (April and May)
8. Items for the good of the Association

Section 2: Special Meetings

The President shall call a special meeting whenever requested by a majority of the Membership or a written petition by ten (10) Active. The time, place and subject of the meeting will be stated in the call and each member in good standing shall be notified by email by the Secretary at least forty-eight (48) hours prior to the meeting. Only the business matter(s) of the Special Meeting may be brought to the floor and discussed. No other business will be in order.

2: Qualifications and Application for Membership

Section 1: Qualification

Any person meeting the requirements for membership as stated in Article II, Section 1 of the Constitution is eligible to apply for membership.

Section 2: Applications

Any person meeting the Qualification may apply for membership in the Association via its website, email, or in person at a Regular Meeting.

3: Active, Life and Associate Memberships

Section 1: Active Member

An Active Member is a member who:

- a. has signed up via the website, email or in person at a meeting
- b. maintains good standing by attendance of a minimum of four (4) of the past twelve Regular Meetings
- c. is eligible to vote on Association matters
- d. is eligible to hold office or Committee chairmanship
- e. An Active Member not maintaining good standing as defined in Section 1: b. shall become an Associate Member

Section 2: Life Member

A Life Member is a member who:

- a. Is an Active Member as described in Section 1: b. and has been an Active Member of the Association for ten (10) or more consecutive years OR
- b. Been awarded Life Member status (Honorary Life Member).
- c. A Life Member who has not maintained Active Member Status as defined in Section 1: b. shall continue to be a Life Member with the following restrictions:
 - i. is not eligible to vote on Association matters
 - ii. is not eligible to hold office or Committee chairmanship
 - iii. is eligible to serve on Committees as a Committee Member

Section 3: Associate Member

An Associate Member is defined as a member who has not achieved or maintained Active Member status.

- a. Associate members shall become Active Members upon satisfying the requirements as set forth in Section 1: b. above.
- b. is not eligible to vote on Association matters
- c. is not eligible to hold office or Committee chairmanship
- d. is eligible to serve on Committees as a Committee Member

Section 4: Participation

Only Active Members may nominate members for office, hold office, and vote.

Section 5: Voting

Active Members in good standing are eligible to vote on all business brought before the membership at monthly meetings, special meetings, and other voting venues.

Members who volunteer may be awarded voting eligibility by earning credit for their service. These credits will be recorded in the member's attendance log and can be utilized as part of the meeting requirement previously mentioned.

Volunteer credits may be earned as follows:

- a. Committee members who attend one (1) committee meeting will receive credit for one (1) regular meeting.
- b. Event volunteers will receive credit for one (1) regular meeting.

4: General Qualification for Elected Officers & Board of Directors

Section 1: Eligibility to Hold Office

To be nominated, stand for election, or appointed to the office of President, Vice President, Secretary, Treasurer, Sergeant at Arms or Board of Directors a member must:

- a. has attended four (4) of the last six (6) regular meetings
- b. be a member in good standing as defined in 3: Section 1: b.

5: General Duties of the Elected Officers

Section 1: Attendance

All Elected Officers and Board of Directors are required to attend (50%) of all regularly scheduled meetings and special meetings. Failure to meet this requirement without proper excused absence approved by the Officers & Board of Directors, shall make the individual ineligible for election or re-election to any elected position for the ensuing term.

Section 2: Transition of Office

All Officers and Directors, upon completion of their term in office, must immediately turn over all Association property (pertaining to their office) to their successor.

Section 3: Disbursement Authorization

- a) All Association checks must be signed by the Treasurer or the President.
- b) The Treasurer, Secretary and all Committee Chairs are authorized to spend up to \$25 per month on non-budgeted items for Association business without approval from the Membership. Receipts must be presented to the Treasurer for reimbursement.

6: Duties of the Officers

Section 1: President

a. Entitlement

The President is the Chief Executive Officer of the Association. Under the direction of the Board of Directors, the President will exercise general supervision over the affairs of the Association during his or her tenure in office and shall perform the duties as ordinarily incumbent upon the President.

b) Responsibilities

The President shall:

- i. Preside and maintain order at all Association meetings.
- ii. Will vote only to break a tie vote.
- iii. Call Special Meetings in accordance with the provision of 1. Meeting, Section 2:, when necessary
- iv. Appoint all Committee Chairs; oversee and serve as ex-officio member of all committees.
- v. Have the power to make commitments on behalf of the Association in the name of the Association; work in partnership with Conrad Schools of Science staff to ensure the Association honors its commitments.
- vi. Approve all correspondence and communications to organizations other than Association members such as the news media and government agencies for the purpose of maintaining the objectives of the Association as stated in the Constitution.
- vii. Oversee an annual evaluation.
- viii. Assist in preparing meeting agendas.

c) **Emergency Powers**

The President may take any actions necessary in the event of an emergency, without approval of the Board of Directors or the Membership, to maintain the safety of the members of the Association and any other persons involved in activities related to an Association activity. The President will remain accountable, to the extent of the terms of the Association's legal liability set forth in these By-Laws, for any actions so taken under the authority of this clause.

Section 2: Vice President

a) **Responsibilities**

- i. The Vice President shall assume the duties of the President in his/her absence, disability, or inability to serve as President. While acting in place of the President, the Vice President will assume all the duties of the President
- ii. the Vice President shall perform all duties, for the good of the Association, as assigned by the President and is expected to attend all regular and special meetings.

Section 3: Secretary

a) **Responsibilities**

- i. The Secretary shall attend and keep accurate minutes of all Association meetings. He or she shall be the custodian of all Association non-financial records.

- ii. The Secretary shall prepare minutes, not to include account balances, and distribute the minutes via email copy to all active members as well as any additional membership present at the meeting.
- iii. The Secretary shall provide notice of meetings when and as required.
- iv. The Secretary shall handle all administrative correspondence of the Association, with all outgoing correspondence having the approval of the President.
- v. The Secretary shall ensure any necessary records are available at Association meetings that he or she is unable to attend.
- vi. The Secretary shall perform all duties for the good of the Association as assigned by the President.
- vii. The Secretary shall maintain and keep the latest copy of the Constitution and By-Laws and all the documents pertinent to the Association and Corporation except for the Treasurer's documents and Financial Accountability Committee (FAC) documents.

Section 4: Treasurer

a) Responsibilities

- i. The Treasurer shall have custody of and responsibility for all monies and securities belonging to the Association.
- ii. The Treasurer shall keep complete and accurate records of financial transactions and conditions. The Treasurer must

ensure that all expenditures are properly authorized and evidenced by a receipt and paid in a timely manner. All financial records will be subject to examination by the Officers, Board of Directors, and Active Membership at any time.

iii. The Treasurer shall make a financial report at each Association meeting and shall make any other reports as may be required by the President, Board of Directors, or the Membership.

iv. The Treasurer shall understand financial accounting for non-profit organizations, file tax returns as applicable, and file the State of Delaware Annual Franchise Tax Report as required

v. The Treasurer shall be an ex-officio member of and work closely with the Financial Accountability Committee.

vi. The Treasurer shall assist the FAC and Board of Directors in preparing the annual budget.

Section 5: Sergeant-at-Arms

a) Responsibilities

i. The Sergeant-at-Arms is expected to attend all meetings.

ii. The Sergeant-at-Arms shall keep order at all Meetings and may use Roberts Rules of Order to decide questions in debates of proceedings of the Association providing they do not conflict with the Association's Constitution and By-Laws.

iii. The Sergeant-at-Arms acts as a steward for the Association and as an objective observer.

- iv. The Sergeant-at-Arms is expected to understand and support the mission, goals and objectives of the Association.
- v. In the absence of the Sergeant-at-Arms, the President may appoint a Sergeant-at-Arms Pro-Tem as necessary.

7: Duties of the Board of Directors

Section 1: Responsibilities

- a) The Board of Directors (Board) shall manage the affairs of the Association with the input of the Membership and shall see that the Association functions within its corporate charter, Constitution and of these By-Laws, and to any regulation made by the Active Members of the Corporation.
- b) The Board of Directors shall serve in an advisory capacity to the President and provide guidance for the direction of the Association.
- c) They are required to meet at least annually.
- d) The Board shall approve the purchase of or otherwise acquire for the Corporation any property which needs to be acquired for the Corporation to perform and conduct business.
- e) The President and Vice President of the Association shall serve as ex-officio members of the Board.

8: Executive Committee

Section 1: Content

The Executive Committee shall consist of the Officers, Sergeant -at-Arms and the Board of Directors.

Section 2: Executive Committee Meetings

Executive Committee meetings may be called by the President, Chairman of the Board of Directors, or three (3) or more members of the Committee. The entire membership of the Executive Committee must be notified at least forty-eight (48) hours in advance of such meetings.

9: Standing Committees

Section 1: Membership Committee

a) Committee Structure

The Membership Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Membership Committee is a Standing Committee. The Committee should strive to have a minimum of three (3) members. If unanimously decided by the Committee, there can be two Co-Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

a. Objectives

- i. Grow Active membership

- ii. Compile and maintain a computer-based database of members
- iii. Collaborate with Conrad reunion committees

Section 2: Communications / Publicity Committee

a) Committee Structure

The Communication / Publicity Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Communication / Publicity Committee is a Standing Committee. The Committee should strive to have a minimum of three (3) members. If unanimously decided by the Committee there can be two Co-Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

b) Objectives

- i. Develop and publish an e-newsletter on the website
- ii. Expand the website to give the best return to the association
- iii. Develop and establish press releases and advertising formats

Section 3: Fundraising/Events Committee

a) Committee Structure

The Fundraising/Events Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Fundraising/Events Committee is a Standing Committee. The Committee should strive to have a minimum of three (3) members. If

unanimously decided by the Committee, there can be two co-Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

b) Objectives

- i. Establish a calendar of fundraising / events activities annually
- ii. Host an annual recognition event
- iii. Establish goals for the year
- iv. Collaborate with Conrad Schools of Science PTO, Athletic Booster and Arts Booster committees
- v. Conduct an inventory of all items sold for the purpose of Fundraising by the Association at least once a year. The number as well as the timing of the inventories is at the discretion of the Chair. A report with the results of the inventory shall be made to the Association at the Association's next meeting. A copy of the inventory shall be sent to the Chair of the Financial Accountability Committee to help ensure the financial health of the Association as well as assist in answering any questions which may arise in the future

c) Sub-committees

- i. The Committee may appoint Sub-committees for the purpose of coordinating and overseeing individual fundraising events as necessary
- ii. Event Sub-committees will be under the direction of the Fundraising/Events Committee and the Chairperson of the Fundraising/Events Committee

Section 4: Financial Accountability Committee (FAC)

a) Committee Structure

The Financial Accountability Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Financial Accountability Committee is a Standing Committee. The Committee should strive to have a minimum of three (3) members. If unanimously decided by the Committee there can be two Co-Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation

b) Responsibilities

- i. Ensure the financial health of the Association
- ii. Establish guidelines for the purpose of maintaining the Association 's 501(c) 3 nonprofit status
- iii. Conduct a financial review of all records once a year during the July timeframe and report the Committee's findings to the President at the Association's August meeting
- iv. The Treasurer will serve on the FAC as an ex-officio member

Section 5: Museum/Historical Committee

a) Committee Structure

The Museum/Historical Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Museum/Historical Committee is a Standing Committee.

The Committee should strive to have a minimum of three (3) members. If unanimously decided by the Committee there can be two Co-Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

b) Objective

The Museum/Historical Committee objective is to curate, collect and display, in the museum, memorabilia promoting the past and present of the Conrad Schools.

Section 6: Grant Committee

b) Committee Structure

The Grant Committee shall be led by a Committee Chair. The Committee shall meet at the discretion of the Chair. The Membership Committee is a Standing Committee. The Committee should strive to have a minimum of three (3) members. If unanimously decided by the Committee, there can be two Co-Chairs instead of one Chair. All new projects must be presented to the Membership for approval before implementation.

b. Objectives

- i. Receive and review grant applications
- ii. Distribute grant proposals to Active membership for feedback and questions
- iii. Research and present grant specifics and make recommendations to membership at regular meetings
- iv. Invite applicants to regular meeting, if desired.

10: Ad-Hoc Committees

Section 1: Creation and Dissolution

The President may, at any time, create or dissolve any Ad-Hoc Committee as deemed necessary. The Chair of any Ad-Hoc Committee will report to the President unless otherwise stated in the Committee's directive. All new projects must be presented to the Membership for approval before implementation.

11: Amendment of By-Laws

Section 1: Amendments and Changes

Subject to the power of the active members of this corporation to adopt, amend, or repeal any of the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any part of them, may be altered, amended, or repealed, and new bylaws adopted by approval of the Active Membership.

Section 2: Proposed By-Law Amendments and Changes

- a) Any and all proposed changes to the By-Laws shall have three readings of the proposed changes over a time period of not less than two (2) consecutive Regular Meetings of the Membership
- b) An explanation of the proposed changes shall be read and a recommendation on the adoption or rejection shall be given by the reporting member of the Executive Committee at the final reading with a motion to adopt the change(s)

c) The Active Members present at the final reading shall vote on the motion for adoption

12: Construction and Terms

If there are any conflicts between the provisions of these by-laws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these by-laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these by-laws shall be unaffected by such holding. All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. In the event of the liquidation or dissolution of this Corporation, the Officers and Board of Directors actions will be as outlined in Article Nine of the Certificate of Incorporation and disposition within the meaning of Section 501(c)(3) of the Internal Revenue code.

All references in these by-laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future provisions of any future federal tax code.

ADOPTION OF CONSTITUTION & BYLAWS

We, the undersigned, are all the initial officers and incorporator of this corporation, Henry C. Conrad Alumni Association Inc., and we consent to, and hereby do, adopt the foregoing, consisting of the 19 preceding pages as the Constitution and By-Laws of this corporation.

President _____ Secretary _____

Vice President _____ Treasurer _____

Dated _____ (SEAL)

**RESOLUTIONS ADOPTED BY INCORPORATOR
OF
HENRY C. CONRAD ALUMNI ASSOCIATION, INC.**

The undersigned being the sole Incorporator of the Corporation hereby adopts the following resolutions.

- (1) RESOLVED, that a copy of the Certificate of Incorporation of the Henry C. Conrad Alumni Association Inc., together with the original receipt showing payment of the statutory organization tax and filing fee, be inserted in the Corporate Kit, Minute Section of the Corporation.
- (2) RESOLVED, that the form of First Constitution & By-Laws submitted to this meeting be, and the same hereby are, adopted as and for the Constitution & By-Laws of the Corporation,
- (3) and that a signed copy thereof be placed in the Corporate Kit of the Corporation, directly following the Certificate of Incorporation.
- (4) RESOLVED, that the following persons be, and they hereby are, elected as Officers of the Corporation, to serve until their successors are elected and qualify, according to this Constitution & By-Laws.

President _____ Secretary _____

Vice President _____ Treasurer _____

Dated _____ (SEAL)