

SHORTRIDGE ALUMNI ASSOCIATION

Proposed amended Bylaws

(for vote at June 11, 2022 Annual Meeting)

ARTICLE 1 – NAME

The name of the organization will be known as The Shortridge Alumni Association (hereafter sometimes referred to as SAA, or simply the Association).

ARTICLE 2 – MISSION

1. To support Shortridge students, faculty and staff in their pursuit of academic excellence.
2. To recognize those who have achieved distinction before and around us, and to invigorate those coming behind us.

ARTICLE 3 - PURPOSE The Shortridge Alumni Association (SAA) is a not-for-profit membership organization. The Board of Directors of the SAA serves as a liaison between alumni and Shortridge and its academic partners. These partnerships help to project and interpret the image of the school including its goals, work, prestige and position of leadership. SAA will be a constant and active service organization for the improvement, maintenance and protection of the school's mission and the following goals:

- To create, promote, and celebrate public education as represented by the past, present, and future achievements of Shortridge, its students, faculty and alumni.
- To establish, commit to, and maintain special scholarship and/or mentoring programs for Shortridge students. The Shortridge Legacy Scholarship Fund, established in 2002, shall be the restricted scholarship endowment for the sole purpose of awarding scholarships to deserving students to further their post-secondary education, as determined by the Scholarships and Awards Committee.
- To promote a meaningful dialogue and exchange of ideas between the school and its alumni. The SAA will establish an alumni network, maintain and update a website, publish and distribute newsletters (either electronically or print), and update alumni membership lists to facilitate class reunions and communication between the high school and its graduates worldwide. The Association may also sponsor other special events or programs related directly and indirectly to supporting Shortridge students, faculty and staff.
- To promote a unifying interest and loyalty of all current, former, and prospective students, and others interested in the school's welfare, and stimulate their continued willingness to participate actively in the programs and progress of the school and its organizations.
- To support the school's fundraising activities.
- Notwithstanding any other provision of these articles, SAA shall not sponsor, underwrite or otherwise support any activities not permitted by an organization exempt from any Federal income tax regulation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE 4 – REGISTERED AGENT AND PRINCIPAL OFFICE

SECTION 1: Registered Agent

The Association shall at all times maintain on file with the office of the Secretary of State of the State of Indiana, the name of its registered agent, the address of its registered office, in all respects as required by the Indiana Nonprofit Corporation Act. The successive registered agents and registered addresses shall be designated by resolutions of the Board of Directors. The Directors shall designate as the registered agent the person who holds the office of President or a member of the SAA Board of Directors.

SECTION 2: Principal Office

The principal office of the Association shall be an address designated by the Board of Directors.

ARTICLE 5 - SEAL

The Board of Directors shall provide a suitable corporate seal for use by the Association.

ARTICLE 6 - BOARD OF DIRECTORS

The Board of Directors, hereafter referred to as the Board, shall be volunteers without compensation and will be responsible for the control and management of the affairs, property and interests of the Association. The Board of Directors may exercise all the powers of the Association, except as are otherwise conferred upon or reserved to the Executive Committee by the provisions of these bylaws.

Annual dues will be established by the Board of Directors.

SECTION 1: Board of Directors Membership

The Board of Directors shall be composed of Directors as follows:

1. The officers of the Alumni Association, known as the Executive Committee, shall be elected by members of the Alumni Association. The candidates nominated for these offices shall be considered eligible if they are active dues-paying members in the membership year in which they are nominated.

- President
- Vice President – Communications
- Vice President – Marketing / Development
- Recording Secretary
- Corresponding/Financial Secretary
- Treasurer

2. Members of the Alumni Association shall elect the members-at-large, which consist of the former past Presidents, Lifetime Members of the Board, not less than one (1) member and no more than two (2) members that represent each decade of Shortridge alumni graduates. Candidates for Decade Representatives shall be considered eligible if they are dues-paying members in the membership year in which they are nominated. Each Member-at-Large will have full voting powers as a member of the Board of Directors.

3. Student members, as ex-officio, represent each grade level within the student body. Student members will be appointed annually by the student body and/or school administrators. Student members do not have voting powers.

4. The Shortridge Principal shall serve as an ex-officio Board member with non-voting powers.

SECTION 2: Terms of Office

Officers shall hold executive office for two years or until the election or appointment of a successor, resignation or removal. Members may serve a maximum of six (6) consecutive years in one position. Under special circumstances, the Board may recommend that a candidate be nominated for an additional term of office.

Past Presidents shall become Lifetime Members of the Board of Directors. Past Presidents shall not have to comply with an annual membership dues requirement.

Student representatives shall hold office for one year or until the election or appointment of a successor, resignation or removal.

Board members-at-large shall hold office a maximum of six (6) consecutive years or until the election or appointment of a successor, resignation or removal.

SECTION 3: Responsibilities of Officers/Executive Committee

President:

- The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association, shall perform all other duties of the office of President provided for in these bylaws; and may perform any executive duty which the Association or Board of Directors shall request to be performed, except duties herein imposed upon others.

Vice-President (Communications):

- The Vice President (Communications), will manage, coordinate or delegate external communications on behalf of the Association, including communications to Association members. The Vice President (Communications) and Vice President (Marketing & Development) should coordinate their work on behalf of the Association.
- In the absence of the President, or if the President is unable to perform the duties of the office, the Vice President (Communications) shall also perform the duties of the office of the President, until the board appoints a new President as described in Section 7 of these bylaws.

Vice President (Marketing & Development):

- The Vice President (Marketing & Development), will manage, coordinate or delegate marketing and development programs. The Vice President (Marketing & Development) should coordinate their work on behalf of the organization with the Vice President (Marketing & Development) and the Treasurer.

- In the absence of both the President and Vice President (Communications) or if both of those officers are unable to perform the duties of their offices, the Vice President (Marketing & Development) shall also perform the duties of the office of the President and the Vice President (Communications) until the board appoints a new President and a new Vice President (Communications) as described in Section 7 of these bylaws.

Treasurer:

- The Treasurer shall be the chief fiscal officer of the Association, shall be a member of the Finance Committee, and will receive and deposit all monies accruing to the Association. The Treasurer will disburse funds per the Approved Budget and/or as directed by the Board of Directors; keep accurate and complete records of all receipts and disbursements, and provide financial reports to the membership at regular meetings. The Treasurer shall be appropriately bonded.

Recording Secretary:

- The Recording Secretary shall ensure that all records of the Association and the Board of Directors are maintained and stored, take minutes of all regular and special meetings and provide copies for all members at or before the following regular meeting, take the minutes of all Executive Board meetings and provide copies for all Executive Board Officers at or before the following Executive Board meeting.

Corresponding/Financial Secretary:

- The Corresponding/Financial Secretary will keep updated membership records. Attend to any correspondence on behalf of the Association, including acknowledgement of membership payments, donations and contributions to the Association. The Corresponding/Financial Secretary will update member databases, notify alumni association members of membership expiration, and initiate current membership cards. The Corresponding/Financial Secretary shall be a member of the Finance and Membership Committees and may be the designated recipient for all correspondence. Accurate records shall be maintained for all monies received by the Association; checks will be routed to the Treasurer for deposit.

Parliamentarian:

- The Parliamentarian, appointed by the President, shall ensure that all meetings are conducted according to the principles of "Robert's Rules of Order." The Parliamentarian also will ensure that all policies and procedures are consistent with the bylaws of the Association.

Decade Representatives - Renewable 2-year terms

Job Descriptions:

1. To identify and maintain contact with Class Officers and representatives from all classes within their decade.
2. To encourage relationships, interaction and exchange of information for the class and the website.
3. To identify within their classes:
 - Members with interest in volunteering
 - Members with special talents
 - Members who can be showcased
 - Members who may be able to contribute other financial or material resources
4. Channel activities and questions from members to officers and committee chairs
5. Assist in making new members welcome, informed about website and personal information page, activities etc.

SECTION 4: Voting and Procedures

The President of the Association shall serve as Chairman of the Board and shall preside at its meetings.

Each Director shall have one vote.

Except as otherwise provided herein, the action of a majority of the Directors present at a duly convened and constituted meeting of the Board shall be the act of the Board.

Voting by proxy shall not be allowed; however, Director(s) participating in a meeting via videoconferencing and teleconferencing technology shall be allowed to vote.

Voting shall be by voice or by show of hands, except when voting by secret ballot shall be requested by a Director. The vote by secret ballot shall be tabulated announced and recorded by the Secretary.

Annual Meeting Voting for Association Offices

In order that more of our worldwide members eventually are able to respond and participate in elections and referendums, which affect the total membership, Annual Meeting votes for the Shortridge Alumni Association offices may be done:

- in person at the Annual Meeting
- by telephone conference call to the Annual Meeting
- by interactive Web Conferencing Video of the Annual Meeting or
- By online vote tabulation.

Online voting (when implemented) may take place in a one to ten-day period prior to the Annual Meeting. Specific candidates slated by the Nominating Committee and information concerning any referendum question to be voted on need not be supplied until the actual online voting days. However, advance notice of the online voting option shall be publicized on the website for not less than thirty days prior to the online voting dates.

At the time and place of the Annual Meeting, a quorum for election of officers shall consist of no less than five current members of the existing Board of Directors and eight alumni members (with paid memberships).

At the time of the Annual Meeting, additional nominations may be made from the floor by dues-paying members for offices, which are either still open, or to run against members previously slated by the Nominating Committee.

The final vote for officers may be taken by voice vote or ballot of the members present (and if available added to the tabulated online votes) for a final total.

SECTION 5: Nominating Committee

- Not less than thirty (30) days before the annual meeting of the Association, the nominating committee shall meet and nominate one candidate for each office of the Association and candidates for each vacancy among the directors at-large.
- It shall certify candidates for nomination in writing to the Board as eligible if they are dues paying members in the membership year in which they are nominated. At the annual meeting of the Board of Directors, the Chair of the nominating committee shall put the names of the candidates in nomination. Nominations of other persons may be made from the floor at the time of the annual meeting.

SECTION 6: Election

At the annual meeting of the Alumni Association, a President, two (2) Vice Presidents, Recording Secretary, Corresponding/Financial Secretary, Treasurer and members-at-large (Decade Representatives) may be elected by vote of the SAA members to fill any vacancies created by expired terms. Candidates for vacancies will be solicited by application or recommendation submitted to the Nominating Committee. To achieve a staggered rotation, the President and Treasurer and Recording Secretary are elected in odd-numbered years; the two Vice Presidents and the Corresponding/Financial Secretary are elected in even-numbered years.

SECTION 7: Vacancies

- A vacancy in office shall be filled by the appointment of a successor by the Board.
- Such successor shall serve for the unexpired portion of the term of the predecessor.

SECTION 8: Removal

- Any Director or Officer may be removed by a majority vote of the Board at any time and a successor elected if he/she fails to participate, is absent two consecutive meetings (without justified excused absence) or for other just cause.
- Some contact and/or response with any board member considered for removal should be accomplished before their removal is finalized.

SECTION 9: Board Meetings

- The Board of Directors will meet a minimum of four (4) times per year.
- Special meetings of the Board may be called at any time by the President or the Board. Board meetings may be conducted in person, by telephone conference call or

video/Web conferencing. A board member is counted as attending if he/she participates by telephone conference call or video/Web conferencing.

- The Representative of the Classes may request a meeting when the need arises.
- Prior written notice of each meeting of the Board, stating the date, time and place thereof, shall be given to each Board member, at such time as shall be practicable and shall afford the Directors reasonable notice.
- Unless otherwise expressly provided herein, a majority of existing Board members will constitute a quorum for the transaction of such business as may properly come before the Board.
- Voting by board members may be done by telephone conference call or video/Web conferencing during a board meeting or by e-mail for special issues requiring a vote between board meetings.

ARTICLE 7 – MEMBERSHIP/BENEFICIARIES

A. Membership: The Alumni Association Member includes any person who attended at least one year after 9th grade or graduated from Shortridge High School since its first graduating class and paid an annual membership donation as determined by the Board of Directors. Shortridge students will be eligible for membership in the SAA upon completion of high school graduation requirements.

The privileges and donations of the various membership classifications are as follows:

i. Alumni Association Members are the sole voting members of the Alumni Association, provided they are dues-paying members in the current membership year, and shall have the right to attend annual meetings and Board meetings; vote, and/or serve as officers and directors; receive newsletters, and participate in any events sponsored by the Alumni Association.

ii. Regular Alumni

Every student, who attended at least one year after 9th grade or graduated from Shortridge, is deemed a Regular Alumnus entitled to participate in events, sponsored by the Alumni Association, and shall receive newsletters and other correspondence, as determined from time to time by the Board of Directors. Regular Alumni may serve on committees of the SAA and shall receive such other benefits, as the Board shall determine. Regular Alumni are non-voting members of the SAA unless they have paid their annual membership dues. (See Article 7, A iv. and v.)

iii. Associate Members are parents, family members, academic partners or friends of Shortridge or administrators and teachers both active and retired. Associate Members are non-voting members of the SAA but have the right to attend special events, sponsored by the SAA, and to receive newsletters. Associate member donations will be outlined in the standing rules, as adopted and/or modified by the Board of Directors. They shall not be eligible for election to the Board of Directors but may receive minutes of the Board Meetings if they have made a member donation for that administrative year.

iv. Lifetime Members shall be alumni who have served for a minimum of one (1) year as President of the Association. They shall have the right to attend and participate in Annual Meetings and Board Meetings as voting members of the Board of Directors. They shall also receive newsletters, minutes of Board meetings, and such other documentation, as shall from

time to time be distributed to the membership. The Past Presidents shall not have to comply with an annual membership dues requirement.

- v. Founding Members Legacy Guild: An endowment fund drive commenced July 1, 2010 and concluded December 31, 2012. "Founding Members" membership requires a minimum \$500 or greater tax-deductible donation to the Shortridge Legacy Scholarship Fund. Those donors were honored and recognized with their names engraved on a bronze plaque placed on permanent display at the school. Seventy-five percent (75%) of the donation will fund the scholarship endowment, and twenty-five percent (25%) allocated to the SAA operating fund. This donation entitles alumni to a five-year membership in the Alumni Association. ending December 31, 2017.

ARTICLE 8 - BOARD COMMITTEES

The chair of each standing committee shall submit a plan for the year's work to the Board for approval. The chair of each committee may select members of the Association as non-voting members to assist in committee functions. The Board may prescribe or assign other duties to each of the committees.

A. Standing Committees:

SECTION 1: Executive Committee

- The Executive committee shall consist of the President, the Vice-President (Marketing/ Development), Vice President (Communications), the Recording Secretary, the Corresponding/Financial Secretary and Treasurer.
- The Executive committee will conduct business between Board meetings and meet at the call of the president or any other of its members. It will submit a report of all meetings at the next meeting of the Board.

SECTION 2: Nominating Committee

- The Nominating committee shall present the candidates for each office and Board vacancy at the Annual Meeting.
- The Nominating committee shall consist of a minimum of three (3) Board members.
- No member of the nominating committee may be a candidate for election or re-election as a member of the Executive Committee.

SECTION 3: Finance Committee

- The Finance committee shall consist of a minimum of three (3) members, including the Board Treasurer and Corresponding/Financial Secretary.
- All Association matters concerning finance will be directed to this committee for consideration and action.
- The Finance committee will develop and present an annual budget to the Board of Directors at least one month prior to the annual meeting of the Association.
- The Finance committee will report to the Association finances at the annual meeting.
- The treasurer will provide a monthly report of Association accounts to the finance committee.

- The Board of Directors shall establish annual dues for the fiscal year. Annual dues shall be payable in advance, and a member one year in arrears shall be dropped from the rolls at the discretion of the Board of Directors.

SECTION 4: Scholarships and Awards Committee

- The Scholarships and Awards Committee shall select recipients of Alumni Association scholarships from Shortridge graduating seniors' applications each academic year.

It will advise the Board of recommended revisions in the selection process and criteria for scholarships and awards.

SECTION 5: Fundraising Committee

The Fundraising Committee will identify and recommend to the Board activities to raise money in support of the operating expenses for the Association and such other fundraising activities that support the interest of the school and students in full compliance with the not-for-profit status of this organization.

SECTION 6: Special Events Committee

The Special Events Committee will plan social functions and other activities or programs that promote the involvement of Association members and their loyalty to Shortridge High School and will include active participation of all Board members in their planning and implementation.

- The President of the Board may appoint special ad hoc committees and additional standing committees as deemed necessary to carry on the business of the Association; such appointment shall be subject to approval by the Board.

SECTION 7: Membership Committee

The Membership Committee will consist of the Corresponding/Financial Secretary and up to two additional volunteers responsible for maintaining the accuracy of the member information database and providing written acknowledgement to alumni for membership and donations. The Corresponding/Financial Secretary will work with the Special Events Committee to help plan social functions where member contact is requested.

ARTICLE 9 - MEETINGS OF THE ASSOCIATION

SECTION 1: Annual Meeting

- The Annual Meeting of the Association will be held in June each year for the purpose of the transaction of such business as may come before the meeting.

SECTION 2: Special Meetings

- Special meetings of the members of the Association may be called at any time by the Board of Directors.

SECTION 3: Notice of Meetings

- Written notice of each meeting of the members of the Association, whether annual or special, stating the date, time and place where it is to be held shall be sent by U.S. mail

or e-mail to each member of the Association via US Postal Service or email not less than ten (10) days before the meeting.

- Said notice of meeting shall state the purpose of the meeting.

SECTION 4: Quorum

- Members of the Association, who attend a duly noticed meeting, shall constitute a quorum for the transaction of such business as may properly come before the meeting.
- Each member of the Association shall be entitled to vote at said meetings of the Association.
- No proxy votes will be allowed. Votes may be submitted by an online voting portal if an in-person annual meeting is not possible.

ARTICLE 10 - PARLIAMENTARY AUTHORITY

SECTION 1: Robert's Rules of Order Newly Revised shall govern this Association in all cases when they are not in conflict with the rules of this Association. The Parliamentarian, appointed by the President, serves as the advisor on Robert's Rules of Order and the Association bylaws,

ARTICLE 11 – AMENDMENT

The bylaws, as stated herein, may be amended at any regular business meeting of the Association by a majority vote of the members present, but no amendment shall be put to vote unless written notice shall have been mailed and/or delivered electronically via email to each member at least two weeks prior to the meeting at which the amendment is to be voted on, and the proposed amendment stated in said notice.

- The bylaws, as stated herein, may be amended by unanimous vote of the members present at any regular annual meeting without notice in advance.
- The bylaws, as stated herein, may be amended by majority vote of the members present at any special meeting, if the members have been properly notified at least two (2) weeks in advance of meeting.

ARTICLE 12 – DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 1709(c)(2) of the Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

Date Approved: June 26, 2010

(Pending) Date Amended: June 11, 2022