

# Miami High School Alumni Association, Inc.

## Bylaws

### **Article 1 – Name**

The name of this organization shall be Miami High School Alumni Association, Inc., hereafter referred to as The Association, a non-for profit Florida Corporation. [Document Number N09000005297. Employer Identification Number 65-0653962.]

### **Article 2 – Purpose**

The purpose of this nonprofit Association shall be to promote the preservation of Miami High School, to organize its alumni into a group to support the school, to offer scholarships to needy students, and to raise funds for the preservation of the school. In the event of a dissolution, the remaining assets will be paid to Miami High School for the preservation of the school.

### **Article 3 – Membership**

**SECTION A – Membership in The Association** shall be open, but not limited, to all alumni of Miami Senior High School and Miami Senior High School faculty or administration (past or current) whose membership dues are current, and those designated as Honorary Members.

**SECTION B – Categories of Membership** – There shall be two categories of membership in The Association – Regular and Honorary.

1. Regular Membership – There shall be three (3) types of Regular Membership:
  - a. One (1) Year Membership – Term of membership is one year
  - b. Three (3) Year Membership – Term of membership is three years
  - c. Lifetime Membership – Term of members is the lifetime of the individual
2. Honorary Membership – With the approval of The Association membership, Honorary Membership may be conferred on any person who has rendered extraordinary service or made an outstanding contribution to The Association.

**SECTION C – The dues** payable in connection with the initial grant of membership and the dues for membership renewal shall be determined by the Board of Directors. Honorary members are not required to pay membership dues.

**SECTION D** – Membership dues shall be due and payable in January, the renewal year based on the type of membership. Any member shall be in default in payment of the requisite dues for a period of sixty days from the date due, afterwards, he or she shall be dropped from the membership.

**SECTION E** – Members not in good standing who have not paid the requisite dues shall not hold, serve as an executive committee member, board of director, or serve as a committee chairman, or vote.

#### **Article 4 – Executive Committee**

**SECTION A – Executive Committee** – The Executive Committee of The Association shall be members of The Association and shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Executive Committee shall be elected annually by The Association membership.

**SECTION B – President** – The President shall preside at all meetings of the members of the Association, the Board of Directors, and the Executive Committee and shall be an ex-officio member of all committees except the Nominating Committee. The President shall, at meetings of The Association, and at such other times as he deems appropriate, communicate such matters, suggestions, and recommendations to the members as may, in her or his opinion, tend to promote the welfare and increase the usefulness of The Association, and shall perform such other duties as are incident to the office of President.

**SECTION C – Vice-President** – The Vice-President may be delegated by the President to perform one or more of the duties of the President. The Vice-President shall serve in the role of President in the President’s absence or resignation

**SECTION D – Secretary** – The Secretary shall record minutes of the regularly scheduled and special Association and Board meetings and shall distribute said minutes prior to the following Association or Board meeting at which time the minutes and any corrections must be approved separately and individually. The Secretary shall also maintain said minutes and appropriate other non-financial Association business records in a location designated by the Board of Directors. Unless otherwise designated by the Board, the secretary shall maintain the

membership rolls/roster.

**SECTION E – Treasurer** – The Treasurer shall keep an account of all moneys received and expended for the use of the Association and shall make disbursements authorized by The Association. The Treasurer shall make a report of the receipts and disbursements of The Association at the meetings of the Board of Directors, or when called upon by the President. The Treasurer shall maintain all financial Association records in a location and in a manner designated by the Board of Directors. All checks shall contain the signature of the Treasurer, or other designated Executive Committee member

**SECTION H – Vacancies** – Any vacancy in the Executive Committee shall be filled by an election held during the one of the next two (2) Association business meetings, except that the office of President, when vacated, will automatically be filled by the Vice-President. Each person filling a vacancy shall remain an Executive Committee member for the balance of the term to which he or she is elected and until his or her successor shall be elected. When a vacancy occurs, within fifteen (15) days, a written or electronic notice must be given to The Association members. The election is scheduled at the next Association business meeting which will be held at least ten (10) days after the vacancy notification is sent. The notice will include at least, nominations for the elective office, a call for nominations to replace the vacancy and the location, date/time of The Association business meeting where the election will be held. An additional notice, electronic or written, within fifteen days (15) of the election announcing the result of the election must be sent The Association membership.

**SECTION I – Parliamentarian** – The Board of Directors may elect a Parliamentarian from among its membership to provide advice to the President regarding the running of Board meetings and general membership meetings. In the absence of a formally selected person in that role, the President may, at his or her option, appoint such a person to serve such a role at any specific meeting.

**SECTION K – Compensation/Reimbursement of Expenses** – No Executive Committee member, Director at Large, or other Association member shall be paid any compensation for services to The Association. The Association will reimburse Association related expenses incurred by an Executive Committee member,

Director at Large or other Association member provided there was prior Board of Directors approval of the expense. Any expense exceeding \$250 shall be approved by The Association members.

#### **Article 5 – Board of Directors**

**SECTION A – General Powers** – The business and affairs of The Association shall be managed by its Board of Directors. All proceedings of the Board of Directors shall be reported to The Association members at its next Association business meeting and shall be subject to revision or alteration by The Association members.

**SECTION B – Membership** – The Board of Directors shall consist of the four elected Executive Committee members and two to six (2 – 6) Directors at Large and the Miami High School Alumni Association Liaison. The specific number of directors may be set by action of the Board of Directors.

**SECTION D – Duties of the Board** – The Board of Directors shall transact all business of The Association. It shall determine the policies, fiscal matters, employment of staff, and other personnel policies and, in general, assume responsibility for the guidance of the affairs of The Association.

**SECTION E – Quorum** – The presence of a majority of all the board shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of those present at a meeting when a quorum is present shall be the act of the Board of Directors.

**SECTION F – Directors-at-Large** – The Directors-at-Large shall be elected annually by the The Association membership.

**SECTION H – Vacancies** – Vacancies of Directors at Large shall be filled by an election held during the one next two (2) Association business meetings. Each person so elected to fill a vacancy shall remain a director for the balance of the term to which he or she is elected and until his or her successor shall be elected. When a vacancy occurs, within fifteen (15) days, a written or electronic notice must be given to The Association members. The election is scheduled at the next Association business meeting that is held at least ten (10) days after the vacancy notification is sent. The notice will include at least, nominations for replacement Directors at Large, a call for additional nominations and the location, date/time of the Association business meeting where the election will take place. An additional notice, electronic or written, within fifteen days (15) of the election announcing the result of the election must be sent the Association membership.

**SECTION I – Delegation of Powers** – For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any Executive Committee member or Director at Large to any other Executive Committee member or Director at Large, but no Executive Committee member or Director at large shall execute, acknowledge, or verify any instrument in any more than one (1) capacity.

#### **Article 6 – Executive Committee**

**SECTION A – Powers** – The Executive Committee shall have and may exercise all authority of the Board of Directors, at intervals between meetings of the Board. All proceedings of the Executive Committee shall be reported to the Board at its next regular meeting and shall be subject to revision or alteration by the Board of Directors.

**SECTION B – Membership** – The Executive Committee shall be comprised of the President, the Vice President, the Treasurer, the Secretary, and one (1) more additional Board member appointed by the President.

**SECTION C – Quorum** – A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

**SECTION D – Notice** – Meetings of the Executive Committee shall be held at the call of the President and may be conducted by telephone or through an email

conversation.

## **Article 7 – Committees**

**SECTION A – Designation of Committees** – Standing or Ad-Hoc committees may be formed and dissolved by the President, or by motion at any Board meeting at any time deemed necessary to the activities of The Association. The President shall be an ex-officio member of all committees except the Nominations Committee. Any Association member is eligible for committee membership and/or chairmanship.

**SECTION B – Quorum** – A majority of the members of a committee shall constitute a quorum at a committee meeting.

**SECTION C – Standing Committees** – Standing Committees of The Association are appointed to focus on areas that are important to The Association. All Committees will provide a report to the Board prior to membership meetings, and at the request of the Board. Committee plans, expenses, and external communications must be approved by the Board. Standing Committees and their functions may include, but not be limited to, the following, at the discretion of the President and the Board of Directors:

1. Membership Committee – The Membership Committee shall devise ways and means to maintain, monitor, manage, and increase the membership.
2. Scholarship Committee – The Scholarship Committee shall manage the process by which students can apply and students are selected for scholarships.
3. Communications Committee/Public Relations – The Communications Committee shall devise and implement ways and means to
  - 3.1. Establish communication between members and others.
  - 3.2. Establish a public relations plan
4. Finance Committee – The Finance Committee, with the assistance of the Treasurer, shall create an annual budget. The Committee shall periodically review and make recommendations relating to all fund raising and other financial activities of The Association.
5. Nominating Committee – The Nominating Committee shall be responsible for recruiting appropriate and interested candidates for each year's elections.
6. Social Committee – The Social Committee shall plan activities for the members.
7. Fundraising Committee – The Fundraising Committee shall organize and create opportunities to raise funds for The Association.

**SECTION D – Expenses** – No Committee shall incur any expenses beyond its appropriations without the consent of the Board of Directors, nor may any committee commit or bind The Association to any contracts or obligations without the express approval of the Board of Directors.

**SECTION E – Committee Reports** – All active committees shall make reports at the Association and Board meetings unless excused by the President.

**Article 7 – Government**

The Board of Directors shall administer the affairs of The Association, with the oversight of the membership. The authority to approve, revise or alter any proceedings of the Board of Directors, including the expenditure of all association funds, rests with the Association membership. The Board may submit an annual budget for membership approval, or seek approval on a case-by case basis. The Directors shall, at each meeting, provide members with sufficient information to appraise the members of the status of The Association and its affairs. All records of The Association may be inspected by any member on request. The fiscal and administrative year of The Association shall extend from January 1st through December 31.

**Article 8 – Nominations and Elections**

A Nominating Committee shall be appointed by the Board for the Annual Election of the Executive Committee and Directors-at-Large. Elections shall be held at the regular November meeting of The Association. Elections held to fill the vacancy of an elected office or Board member shall be held at a business meeting.

Nominations to fill a vacancy shall be put forward by the Board with consent of the member to be nominated. For any election, nominations may be made from the floor with the consent of the member to be nominated. Voting shall be by ballot, limited to members in good standing.

**Article 9 – Meetings**

**SECTION A – Association business meetings** - The Association shall hold at least 8 business meetings of The Association members, at a time and place fixed by the Board. Those members present plus, at least one board member, shall constitute a quorum. Matters which require a vote shall be determined by those present at these meetings. Unless stated otherwise in these By Laws, a simple majority an affirmative vote of the majority of the members present shall suffice to pass matters brought to a vote at association business meetings.

**SECTION B – Special Association business meetings** - Special business meetings may be called by the President, or three board members, or by five regular members. The

request for a meeting must document the purpose of the meeting. When called by five regular members, the Board must set the logistics for the special meeting within fifteen (15) days of receiving the request from the members. A notice of fifteen (15) days' written or electronic notice must be given to the Association members. The quorum shall be the same as for a regular business meeting. When called by members, the Board will ensure that at least two board members will be in attendance. Matters which require a vote shall be determined by those present at these meetings. Unless stated otherwise in these Bylaws, a simple majority an affirmative vote of the majority of the members present shall suffice to pass matters brought to a vote at special association business meetings.

**SECTION C – Board Meetings** - Meetings of the Board of Directors shall be held a minimum of three times, and at such times thereafter as the Board of Directors may fix, and at other times upon the call of the President or by two (2) of the directors. Notice of such special board meeting shall be given by the Secretary to each director not less than five (5) days before the meeting, unless each director shall waive notice thereof before, at, or after the meeting. If the Secretary is unavailable, notice may be given by another Executive Committee member. A majority of board members shall constitute a quorum. The Board may avail itself of any remote meeting, teleconferencing, etc., tools it deems convenient.

#### **Article 10 – Term of Office and Records**

**SECTION A – Term of Office** The Executive Committee and Directors at Large shall serve for a term of one year, January through December, unless the Executive Committee member or Director at Large is elected or assuming the position for a portion of the year.

**SECTION B – Records** All board members, upon leaving office or retiring from office, shall immediately deliver to the incoming board members, all monies, reports, accounts, record books or other properties belonging to The Association. Following the annual election, the Executive Committee shall work with the new Executive Committee to create a transition plan. The transition of Association materials should begin no later than December 7 following the election, and be complete by January 1.

Membership Register/Rolls must be carefully and accurately maintained. Individual records of membership will not be deleted, but should be set as active, lapsed,

deceased as appropriate to indicate the status of the membership of any individual. Appropriate backups of the Membership Register/Rolls should be maintained.

All records are property of The Association. Records, including the membership register but not limited to, may not be shared outside of The Association or used for advertisement, distribution and/or any other personal use.

**Article 11 – Indemnification** – The Executive Committee and the Director at Large shall be indemnified by The Association against liabilities incurred as a result of, and expenses (including attorney’s costs and fees) reasonably sustained in the defense, compromise, or settlement of, any civil, criminal, or other action suit or proceeding to which he is a party or in which he may be otherwise involved by reason of her or his being or having been an Executive Committee member or a Director at Large of The Association provided that:

1. In the event of final adjudication of such action, suit, or proceeding, such person shall not be adjudged liable for negligence or misconduct in the performance of duty or, if so adjudged, independent counsel shall find, upon submission of the question to it, that such negligence or misconduct did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein provided; or
2. In the event that such action, suit, or proceeding is compromised or settled before final adjudication thereof, independent counsel appointed by The Association shall find that such person did not engage in willful misconduct.

The foregoing rights of indemnification shall, in the case of death of an Executive Committee or a Director at Large, inure to be the benefit of his or her estate and heirs.

## **Article 12 – Parliamentary Authority**

**SECTION A – Bylaws** - The Bylaws of The Association are to be made, altered or rescinded by a two-thirds vote of those members at any business meeting or special business meeting of the association. Changes to the bylaws may only be made when prior notice, written or electronic, of the aforementioned meeting and a description of the motion is distributed to the membership at least 15 days prior to the aforementioned meeting.

The Board may, whenever it deems necessary, appoint a bylaws committee to recommend changes to the bylaws.

Any member may recommend a change to the bylaws by providing a written motion

to the Board. The board must review the request at the next board meeting and respond to such member requests within fifteen (15) days following the next board meeting.

**SECTION B – Robert’s Rules of Order** - All points not specifically covered in these bylaws shall be governed by the rules contained in the most recent edition of Robert's Rules of Order.

**SECTION C – Removal** - Any member or Executive Committee member or Director at Large may only be removed, suspended for a period, or expelled for their position and/or Association membership for cause such as non-compliance of these bylaws or any act or failure to act by the member, Executive Committee member or Director at Large that, in the judgment of the Board of Directors, is harmful to the interests of The Association.

A member, Executive Committee member or Director at Large shall be notified in writing of the information, which may be the basis for the termination of his or her position and/or Association membership or position and shall be given an opportunity to reply in writing or in person, at his or her option, at a meeting of the Board of Directors. The Board of Directors may undertake such investigation in connection with the consideration of action against a member, as it deems necessary or appropriate.

To finalize such action, an affirmative vote of two-thirds of the members present at an Association business meeting or special business meeting, provided the charge and a notice, electronic or written, of at least thirty (30) days prior to the Association business meeting have been given to that member, Executive Committee member or Director at Large, and that the member, Executive Committee member or Director at Large will have an opportunity to present a defense at that Association business meeting.

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