



Miami High School Alumni Association, Inc.

Bylaws

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Article 1 – Name

The name of this organization shall be Miami High School Alumni Association, Inc., hereafter referred to as “The Association” or “Association”, a non-for-profit 501(c)(3) Florida Corporation registered with the Secretary of State, Registration #CH51774, Employer Identification Number (Tax ID) 32-0304574.

Article 2 – Purpose

The purpose of The Association shall be to promote the preservation of Miami High School, to organize its alumni into a group to support the school, to offer and award scholarships to deserving seniors, 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 – Membership in The Association shall be open to all alumni of Miami Senior High School, 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 shall include three (3) types:
 - a. One (1) Calendar Year Membership – Term of membership is one year.
 - b. Three (3) Calendar Years Membership – Term of membership is three years.
 - c. Lifetime Membership – Term of membership 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 outstanding contributions to The Association or Miami High School.

SECTION C – Dues Payment, Renewals and Membership Status - The dues payable in connection with the initial granting of membership and dues for membership renewal, shall be determined by the Board of Directors. Honorary members are not required to pay membership dues. Membership dues shall be

due and payable in January of the renewal year, based on the type of membership. Any member shall be in default if payment of the requisite dues is not received for a period of sixty (60) days from the due date, after which they shall be designated as inactive and moved to archived members. All members, including past and current members and their status, shall continue to be recorded in the membership register/rolls (refer also to Article 10, Section B-Records).

SECTION D – Good Standing – Members who are not in good standing and who have not paid the requisite dues shall not serve on the Executive Committee, Board of Directors, committees, or vote.

Article 4 – Executive Committee

SECTION A – Executive Committee – The Executive Committee of The Association shall consist of members in good standing and include a President, a Vice-President, a Secretary, a Treasurer, and one (1) non-elected additional member which shall be the school representative. Except for the school representative, Executive Committee members shall be elected annually by The Association membership.

SECTION B - President - The President shall provide leadership and guidance for the Executive Committee and Board and facilitate communication between the Board and Association members. The President shall preside at all meetings of 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 the President deems appropriate, communicate such matters, suggestions, and recommendations to the Board of Directors and members as, in the President’s opinion, promote the welfare and increase the effectiveness of The Association, and shall perform such other duties as are incidental to the office of the President.

SECTION C – Vice-President – The Vice-President may be designated by the President to perform one or more of the duties of the President and/or assist with some of the duties of other Executive Committee members. 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 business meetings, special meetings and Board meetings and shall distribute minutes prior to meetings, or read minutes at meetings, at 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 and in a manner 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 monies 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 meetings of the Board of Directors, or when called upon by the President. The Treasurer shall maintain all financial Association records, including electronic records, in a location and manner designated by the Board of Directors. All checks shall contain the signature of the President, or other designated Executive Committee member other than the Treasurer, as designated by the President.

SECTION F – School Representative – The School Representative shall be a non-elected Board member of The Alumni Association selected by the school to facilitate communication between The Association, teachers, and staff.

SECTION G – General Powers – The Executive Committee shall administer the business of the Board at intervals between meetings of the Board and meetings with the membership. All proceedings of the Executive Committee shall be reported to the Board at its next meeting and shall be subject to correction or revision by the Board of Directors.

SECTION H – Delegation of Powers – In order to administer the business of The Association more efficiently and/or for any other 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.

SECTION I – Membership – The Executive Committee shall be comprised of the President, the Vice-President, the Treasurer, the Secretary, and one (1) non-elected additional member which shall be the school representative.

SECTION J – Quorum for Executive Committee Meetings – A majority of the members of the Executive Committee shall constitute a quorum. The act of the majority of the Executive Committee members present at a meeting shall be the act of the Executive Committee.

SECTION K – Notice – Meetings of the Executive Committee shall be held at the call of the President or two (2) other Executive Committee members and may be conducted in person, by telephone or virtual meeting.

SECTION L – Vacancies – Any vacancy in the Executive Committee shall be filled by an election held at an Association business meeting, 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 they are elected until their successor is elected. When a vacancy occurs, within not more than fifteen (15) days, a written or electronic notice shall be given to The Association members. The election will be scheduled at an Association business meeting, which will be held not later than fifteen (15) days after the vacancy notification is sent. The notice will include, at a minimum, nominations for the elective office to replace the vacancy, meeting location, and date/time of The Association business meeting where the election will be held. An additional notice, electronic or written, within not more than fifteen days (15) after the election announcing the result of the election, shall be sent to The Association membership.

Article 5 – Board of Directors

SECTION A – General Powers – The business and affairs of The Association shall be managed by its Board of Directors (Board). 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 correction or revision by The Association members (refer also to Article 7).

SECTION B – Delegation of Powers – In order to administer the business of The Association more efficiently and/or for any other 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.

SECTION C – Membership – The Board of Directors shall consist of the four elected Executive Committee members, up to six (6) elected Directors-at-Large and one non-elected school representative.

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

SECTION E – Quorum for Board Meetings – Three Board members shall constitute a quorum to transact business at meetings of the Board. The act of the majority of those Board members present at a meeting shall be the act of the Board of Directors.

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

SECTION G – Vacancies – Vacancies of Directors-at-Large shall be filled by an election at an Association business meeting. Each person so elected to fill a vacancy shall remain a Director for the balance of the term to which they are elected and until their successor is elected. When a vacancy occurs, within not more than fifteen (15) days, a written or electronic notice shall be given to The Association members. The election will be scheduled at an Association business meeting which will be held not later than fifteen (15) days after the vacancy notification is sent. The notice will include, at a minimum, nominations for the elective office to replace the vacancy, meeting location, and date/time of business meeting where the election will be held. An additional notice, electronic or written, within not more than fifteen (15) days after the election, announcing the result the election, shall be sent The Association membership.

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

SECTION I – Compensation and Reimbursement of Expenses – No Executive Committee member, Director-at-Large, or any 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 reimbursable expense exceeding \$250 shall be approved by the membership.

Article 6 – Committees

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

SECTION B – Quorum for Committees – 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 business meetings, Board meetings, or as otherwise requested by the Board. Committee plans, expenses, and external communications shall be approved by the Board. Standing Committees and their functions may include, but are not limited to, the following at the discretion of the Board of Directors:

1. Membership Committee – The Membership Committee shall devise ways to retain and increase membership.
2. Scholarship Committee – The Scholarship Committee shall administer the scholarship program, as determined the Board, by which deserving seniors may apply and be awarded scholarships. The Committee shall review, score, and rank all scholarship applications which are complete and timely received. Based on its review, the Committee will make recommendations to the Board. The Association shall forward scholarship program checks, on behalf of scholarship recipients, to their educational institution of choice upon receipt of required information, including proof of enrollment, from

scholarship recipients.

3. Finance Committee – The Finance Committee, with the leadership of the Treasurer, shall assist in creating an annual budget. The Committee shall periodically review and make recommendations relating to financial activities of The Association.
4. Nominating Committee – The Nominating Committee shall be responsible for recruiting appropriate and interested candidates for each year’s elections.
5. Fundraising Committee – The Fundraising Committee shall plan and create opportunities to raise funds for The Association.
6. Communications, Public Relations and Social Committee – The Committee shall devise and implement ways and means to: (A) Establish a public relations plan; (B) Establish communication between members and others; and (C) Plan and implement membership activities.

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

Article 7 – Governance and Expenditures

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 membership approval on a case-by case basis at Association business or special business meetings. The Board shall not commit The Association to expenditures beyond one calendar year. The Board shall, at each meeting, provide members with sufficient information to advise them of the status of The Association and its affairs. All records of The Association may

be inspected by any member upon request. The fiscal and administrative year of The Association shall extend from January 1st through December 31st.

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 for the Board shall be held at the November business meeting of The Association. The Nominating Committee shall advise the Board of members interested in running for office. Nominations to fill vacancies shall be presented by the Board to the membership with consent of the member to be nominated. Voting shall be by ballot. Nominations may also be made from the floor, and added to ballot, during the election meeting with the consent of the member to be nominated. Members who run for the Executive Board or Director-at-Large shall be in good standing and shall be present at the business meeting when the election is held. Voting shall be limited to members in good standing and present at the business meeting when the election is held.

Article 9 – Meetings

SECTION A – Association business meetings - The Association shall hold at least six (6) business meetings of The Association members at a time and place designated by the Board. Those members present plus three (3) Board members, shall constitute a quorum. Matters which require a vote shall be determined by those members present at these meetings. A majority vote of the members present shall suffice to pass matters brought to a vote.

SECTION B – Special Association business meetings - Special business meetings may be called by the President, or three (3) Board members, or by five (5) regular members. The request for a meeting must document the purpose of the meeting. Within fifteen (15) days of receiving request from members for special meeting, written or electronic notice of the meeting must be given to The Association members. The quorum for these meetings shall be the same as for Association business meetings. When called by regular members, the Board will ensure that at least three (3) Board members will be in attendance. A majority vote of the members present at these meetings shall suffice to pass matters brought to a vote.

SECTION C – Board Meetings - Meetings of the Board of Directors will be held a minimum of three (3) times per year at such times as the Board of Directors may designate and/or upon the call of the President or by two (2) of the Directors. Notice of Board meetings shall be given by the Secretary to each Director not less than five (5) days before the meeting, unless each Director waives notice thereof before, during or after the meeting. If the Secretary is unavailable, notice may be given by any other Executive Committee member. Three (3) Board members shall constitute a quorum to transact business. A majority vote of the members present at these meetings shall suffice to pass matters brought to a vote. The Board may avail itself of any remote meeting tools; teleconferencing, video conference, etc., as it deems convenient.

Article 10 – Term of Office, Transition to New Board, Resignation and Records

SECTION A – Term of Office - The Executive Committee and Directors-at-Large shall serve for a term of one year, January 1st through December 31st, unless the Executive Committee member or Director-at-Large was elected to assume a vacant position for a portion of that year.

SECTION B – Transition to New Board - Following the annual election in November, and in order to ensure a smooth and effective transition of the administration of the Association, the Executive Committee shall work with the new Executive Committee to create a transition plan. The transition of The Association materials shall begin no later than December 7th following the election and be completed no later than December 31st. All Board members, before leaving office but not later than December 31st, shall deliver to the incoming Board members, all monies, member register/rolls, reports, accounts, record books, passwords, posters, PO box keys and/or all other properties and materials belonging to The Association and/or used to conduct the business of The Association.

Section C - Resignation or Termination of Board Members - All Board members, upon leaving office or retiring from office due to resignation or termination, shall immediately deliver to Board members, all monies, member register/rolls, reports, accounts, record books, passwords, posters, PO box and/or all other properties and materials belonging to The Association and/or used to conduct the business of The Association.

Section D - Membership Register/Rolls - Membership Register/Rolls shall be carefully and accurately maintained. Individual records of membership shall not be deleted, but shall indicate members as active, lapsed, or deceased (archived members) as appropriate to indicate the status of membership of all individuals. Appropriate backups of the Membership Register/Rolls shall be maintained.

Section E - Records - All records are property of The Association. Records, including but not limited to the membership Register/Rolls, shall be used exclusively to conduct the business of The Association and shall not be shared outside of The Association or used for advertisement, distribution and/or any other personal or business use.

Article 11 – Indemnification – The Executive Committee and the Directors-at Large shall be indemnified by The Association against liabilities and expenses (including attorney’s costs and fees) reasonably incurred in the defense, compromise, or settlement of any civil, criminal, or other action suit or proceeding to which they are a party by reason of 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. If 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.
3. The foregoing rights of indemnification shall, in the case of death of an Executive Committee member or a Director-at-Large, inure to be the benefit of his or her estate and heirs.

Article 12 – Parliamentary Authority/Bylaws

SECTION A – Bylaws - The Bylaws of The Association are to be made, amended, or rescinded by a two-thirds vote of those members present at a business meeting

or special business meeting of The Association. Changes to the Bylaws may only be made when prior notice and the proposed amended bylaws, written or electronic, are published to the membership at least fifteen (15) days prior to the meeting. The notice to the membership shall indicate location, time, and date of the meeting scheduled for approval of proposed amended bylaws.

SECTION B - Bylaws Committee - The Board may, whenever it deems necessary, appoint a Bylaws committee to recommend changes to the bylaws.

SECTION C - Member Recommendations - Any member may recommend a change to the Bylaws by providing a written request for amendment to the Board. The Board must review the request at its next Board meeting and respond to such member request within not more than fifteen (15) days following the Board meeting.

SECTION D - Administrative Guidelines - In addition to the Bylaws, administrative guidelines and other administrative documentation and correspondence have been issued and published by previous administrations which can provide guidance to incoming administrations.

SECTION E - Robert's Rules of Order - All issues 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 F - Uncontrollable Events and Emergency Bylaws - Uncontrollable Events may include pandemic, natural disasters, war, civil unrest, etc. When Uncontrollable Events occur which make it impossible and/or unlawful to comply with portions of the Bylaws, such as in-person meetings, the Board may, by a 2/3rd majority vote of the Board at a business meeting held in person, virtual meeting, or by phone, approve temporary emergency Bylaws for a limited period (herein Emergency Bylaws). For all Emergency Bylaws approved by the Board, the Board shall indicate; (a) the reason why Emergency Bylaws are required and those Bylaws which are impacted; (b) the estimated period of time in which the Emergency Bylaws will be in place and; (c) the minutes of the meeting approving the Emergency Bylaws, all of which shall be published to The Association members, electronically or in writing, within not more than five (5) days after approval of Emergency Bylaws by the Board. Emergency Bylaws shall immediately terminate once it is no longer impossible and/or illegal to comply with applicable portions of the Bylaws, Termination of Emergency Bylaws shall

be published, electronically or in writing, to The Association members by the Board within not more than five (5) days of termination.

SECTION G – Termination or Suspension - Any member, Executive Committee member or Director-at-Large may only be terminated or suspended for a period of time from their position and/or Association membership for cause, such as non-compliance with 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 by the Board of the information which may be the basis for the termination or suspension of their position and/or The Association membership 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 consideration of termination or suspension against a member, as it deems necessary or appropriate.

To finalize termination or suspension action as indicated above, an affirmative vote of two-thirds of the members present at a business meeting or special meeting of The Association, shall be required. A notice, electronic or written, shall be provided to the member stating the reason(s) for termination or suspension a minimum of thirty (30) days prior to The Association business or special meeting. The member, Executive Committee member or Director at-Large, shall be given an opportunity to present a defense at the Association business or special meeting in which the termination or suspension is addressed.

END