

THE YORK HIGH SCHOOL ALUMNI ASSOCIATION, INC.  
501(c) (3) Organization

**By-laws**

ARTICLE I

Name

Section 1. Name. The York High School Alumni Association (hereinafter "Association") was incorporated in the Commonwealth of Virginia in 2005 as the "The York High School Alumni Association, Inc." Upon the adoption of these By-laws, the Association shall hereafter be referred to as: "The York High School Alumni Association, Inc." or the "YHSAA", or the "Association".

Section 2. Location. The mailing address of the Association will be:

York High School Alumni Association, Inc.  
6680 Fields Landing Road  
Hayes, VA 23072

ARTICLE II

Purpose

Section 1. Purpose. The purpose of the Association is to support and promote York High School (hereinafter "YHS") and its Alumni by:

- (A) Fostering and maintaining alumni affiliation with YHS;
- (B) Sponsoring and hosting various fundraising, educational and social programs for YHS and/or its alumni;
- (C) Enhancing the prestige of YHS in the community by publicizing and promoting the work and achievements of its alumni;
- (D) Encouraging financial support for scholarships dedicated to graduating seniors at YHS;

- (E) Maintaining the relationship of alumni with YHS and to each other through written and other communication processes which promotes unity through camaraderie for everyone.

Section 2. Nonprofit Status. The Association is not operated for profit and no profit shall benefit any individual or group of individuals connected with the organization except in consideration for services rendered.

Section 3. Nondiscrimination. The Association shall not discriminate against any member or applicant for membership because of race, color, religion, sex, sexual preference, age, physical or mental disability, or national origin.

Section 4. Dissolution. It is the intent of this Association that it shall have perpetual existence. In the event of dissolution, however, its Board of Directors shall, after making provisions for payment of all liabilities, determine the disbursement of all remaining funds.

## ARTICLE III

### Membership

Section 1. Active Members. Alumni eligible to join the Association shall be former or current student attendees or graduates of York High School.

Section 2. Associate Members. Faculty/Staff/Administration, either current or former and parents of student attendees or graduates of YHS may join the Association.

Section 3. Honorary Alumni Members. Honorary Alumni Association Members are any persons deemed eligible by the Association for rendering distinguished service to YHS. Nomination to Honorary Membership may be made with majority approval of the Board. Honorary Members are not eligible to vote on Association business.

Section 4. Good Standing. All Active Members shall pay such dues and fees in such amounts and at such times as shall be determined from time to time by the Board. Only members who shall have paid the designated dues, fees and/or other obligations shall be deemed members in good standing. The Board may take action against members who are not in good standing including, but not limited to, terminating their memberships.

Section 5. Removal. The rights and privileges of any member of the Association, except Directors and Officers, may be revoked or suspended for cause adversely impacting the Association or the School at any duly noticed Board meeting, after two weeks written notice of intent to take such action, by a majority vote of the Board then in office.

## ARTICLE IV

### Board of Directors

Section 1. Organization and Authority. The Association is directed by an elected, volunteer Board of Directors, which acts on behalf of the Association.

Section 2. Number. The Board of Directors the Association shall consist of at least five (5) and no more than nine (9) persons. All members of the Board must be dues-paying members of the organization.

Section 3. Term and Election. Directors shall be elected at the annual meeting for a term of two (2) years. The terms shall be staggered so that approximately one half expire each year. Directors may be elected for subsequent terms by the Board. New directors shall be elected by the members of the Board of Directors voting in person or by proxy. Vacancies in the Board of Directors may be filled by the remaining members of the Board at any time. Such election shall be for the unexpired term.

## Section 4. Meetings

- (A) Annual General Meeting. An Annual General Meeting of the members of the Association shall be held during the month of January of each year at such date, time and place as the Board shall determine. Public notice of such meeting shall be given at least one month in advance. The purpose of the meeting shall be for the election of Directors to the Board and for voting on any other issues the Board may wish to present to the members. The Order of Business shall be:
- (i) Call to Order
  - (ii) Reading of minutes of previous annual meeting
  - (iii) Financial Report
  - (iv) Annual Report
  - (v) Old Business
  - (vi) New Business
  - (vii) Election of Board of Directors
  - (viii) Election of Officers
  - (ix) Adjournment
- (B) Regular Meetings. Other regular meetings of the Board of Directors shall be held at such time and place as the Board may from time to time determine. Meetings of the Board are open to all members.
- (C) Special Meetings. Special meetings of the Board may be called at any time by the President or at least three (3) Directors. Meetings of the Board are open to all members.
- (D) Action without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- (E) The presiding officer should use Robert's Rules of Order to conduct the meeting.

Section 5. Notice. Public notice of the time and place of all meetings of the Board shall be provided at least fifteen (15) days in advance of the meeting.

Section 6. Quorum. A majority of the Board in good standing shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, the board may discuss but not decide business matters.

Section 7. Executive Committee. An Executive Committee of the Board shall meet from time to time to act with the full authority of the Board. The Executive Committee shall consist of the Officers of the Board. See Robert's Rules of Order for conducting business in Executive Session.

Section 8. Attendance/Good Standing. A Director must attend a minimum of two-thirds all regular Board meetings. The Board may take appropriate action against any Director who fails to attend the minimum number of meetings.

Section 9. Robert's Rules of Order. The Board should use as a guide Robert's Rules of Order.

## ARTICLE V

### Officers/Executive Committee

Section 1. Officers generally. The Officers of the corporation shall include a President, immediate past-President, the Vice President, a Secretary, and a Treasurer. In addition to the powers and duties set forth in these by-laws and in Robert's Rules of Order, each Officer shall have such powers and duties as the Board may further determine. The Officers shall comprise the Executive Committee.

Section 2. President. The President shall control and manage the property, business and affairs of the corporation, subject to the policies and directions of the Board. The president shall chair meetings of the Board and the Executive Committee and shall be an ex-officio member of all committees. The President should be a Board member for at least one year before assuming this position.

Section 3. Vice President. The Vice President shall assist the president in managing the affairs of the corporation, subject to the policies and directions of the Board. The Vice President will chair the Executive Committee and Board meetings in the absence of the President. The Vice President shall perform other such duties as determined by the President.

Section 4. Secretary. The Secretary shall keep the minutes of all meetings of the Board and shall have charge and custody of the records of the Board and the corporation.

Section 5. Treasurer. The Treasurer shall have charge and custody of all funds of the corporation, shall maintain an accurate accounting system, and shall present written financial reports to the Board in such manner as the Board may from time to time determine. There shall be an internal audit completed annually and an external audit at the conclusion of the Treasurer's term(s) of service.

Section 6. Executive Committee. The Executive Committee shall conduct its own meetings from time to time, as it deems necessary, in addition to regular Board meetings. See Robert's Rules of Order for conducting business in Executive Session. At a minimum, the Executive Committee shall meet once per year to discuss the focus and direction of the Association.

Section 7. At-Large Members. All Board members that are not officers will be At-Large members and shall assume responsibilities as delegated by the President. At-Large members shall each have one vote on the Board of Directors.

Section 8. Vacancies. In the event that any Office becomes vacant as a result of resignation, removal, death, or any other reason, the Board shall elect a successor to fill the unexpired portion of the term.

Section 9. Removal. Any Director of the Association may be removed or suspended for cause adversely impacting the Association after a motion made and carried by a simple majority vote at a duly noticed Board meeting, followed by two weeks written notice of intent to take such action, and a vote carried at a subsequent Board meeting by a two-thirds majority of the Board then in office.

## ARTICLE VI

### Voting

Section 1. When a quorum is present, decisions by and of the Board regarding routine shall take effect upon an affirmative vote of at least two-thirds (2/3) of the Directors present. If a quorum is not present, any decisions resulting from an affirmative vote shall be null and void.

Section 2. If a matter is not routine but instead is of extraordinary importance to the future well-being of the Association, decisions of the Board shall take effect upon an affirmative vote of at least three-fourths (3/4) of the entire Board. Amendment of the By-laws is an extraordinary measure.

Section 3. Directors and Officers shall be elected upon at least an affirmative two-thirds (2/3) vote of a quorum of the Board.

Section 4. For any action that requires at least an affirmative three fourths (3/4) vote of the Board, a quorum of the Board must be present at that meeting and the issue(s) to be decided must be openly discussed prior to the vote. Board members who cannot be physically present at the meeting may vote, in advance, by proxy. The Executive Committee shall be responsible for implementing the procedures for voting by proxy.

Section 5. If there is a dispute regarding whether a matter is routine or extraordinary, an affirmative vote of at least two-thirds (2/3) of a quorum of the Directors present at the meeting shall determine whether or not the matter is routine.

## ARTICLE VII

### Committees

Section 1. There shall be a Nominating Committee, Membership Committee, Homecoming Committee, Fundraising Committee, and Scholarship Committee. The Board may establish any other Committees that it deems necessary.

#### Section 2. Committee Definitions

- (A) Nominating Committee. The Nominating Committee shall consist of a minimum of two (2) Directors. It shall be responsible for nominating Officers and Directors. At least thirty (30) days prior to the Annual Meeting, the Nominating Committee shall submit the names of potential candidates to the Board for its consideration. Potential candidates may also be nominated for consideration by members attending the Annual Meeting.
- (B) Membership Committee. This Committee shall be responsible for increasing the Association's Membership and related items.
- (C) Homecoming Committee. This Committee shall be responsible for planning the Association's Homecoming event.
- (D) Fundraising Committee. This Committee shall be responsible for the planning of events that will raise money for The YHS Golden Jubilee Scholarship Fund (YHSGJ-SF).
- (E) Scholarship Committee. This Committee shall be responsible for organizing the process of selecting a qualified graduating senior(s) to receive The YHS Golden Jubilee Scholarship(s) and the YHS Alumni Association Scholarship(s).



Section 3. The President shall, with the advice of the Board, appoint committee chairs and committee members. Every Director shall serve on a minimum of one (1) committee. Every Committee shall have a minimum of two (2) members. In addition, every Committee shall have a Chairperson (or two (2) Co-Chairs). The President shall have the authority to remove committee chairs and members.

Section 4. Committees should hold meetings from time-to-time as determined by the Committee Chairperson (or Co-Chairs). At each Board meeting, each Committee shall present a Committee Report, which shall provide an overview of the Committee's work and progress since the last meeting. It would be beneficial to have this report presented to the secretary in writing.

Section 5. Committees can take no action on their own without the express authority of the Board. At no time can a committee commit the Board to any action or responsibility. The function of a committee is to advise the Board. The Board will then decide what action is appropriate.

## ARTICLE VIII

### Scholarship Obligations

Section 1. On January 1, 2005, and thereafter, the York High School Jubilee Scholarship Fund shall be administered by the York High School Alumni Association, Inc.

Section 2. The Association and its Directors shall have no obligation to applicants to award or to the recipients to continue receiving any scholarship(s) offered by the Association or its York High School Golden Jubilee Scholarship Fund.

Section 3. The Board may grant or deny the selection of a recipient(s) for the York High School Golden Jubilee Scholarship(s), or the York High School Alumni Scholarship(s) and no liability on the Board shall be imposed thereby.

## ARTICLE IX

### Amendment of By-laws

#### Section 1. Amendments.

- (A) Proposed by a Board member. These By-laws may be amended by a motion made and carried by at least a three-fourths majority vote at a duly noticed Board meeting, followed by four weeks public notice of intent to take such action, and a vote carried at a subsequent Board meeting by at least a three-fourths majority of the Board then in office; or by a simple majority vote of the entire voting classes of membership of the Association, by way of a referendum, present at the Annual meeting.
  
- (B) Proposed by any Association member. Amendments may be proposed by any Association member and must be presented in writing to the President. The text of the proposed amendment(s) shall be reviewed by the Board of Directors and if necessary, a legal consultation sought. The Board will then follow the procedure outlined in Section (A) above.

Section 2. Review. These By-laws will be reviewed by a committee selected by the Board of Directors every two years.

## ARTICLE X

### Indemnification

Section 1. Any person involved in any actual or threatened action, suit or proceeding, civil or criminal, because he, his testator or intestate is or was a director, officer or employee of the corporation shall be indemnified by the corporation against the expenses, including but not limited to attorney's fees, judgments, fines and amounts paid by him in connection with such action, suit or proceeding, or in connection with any appeal therein, if

- (A) there is a final judgment in the action that there was no negligence or misconduct on his part or
- (B) the corporation receives a written opinion of independent legal counsel that
  - (i) the conduct of the person was in good faith for a purpose which he reasonably believed to be in the best interests of the corporation, and, in any criminal action, that the person had no reasonable cause to believe that his conduct was unlawful, and
  - (ii) indemnification hereunder may be legally and validly made. The termination of an action by judgment, settlement (with or without court approval), or conviction upon a plea of guilty or of nolo contendere or its equivalent shall not be deemed a determination that a person did not meet the standards of conduct stated in clause (b)(i) of this Article.

Independent legal counsel shall be other than the corporation's regular legal counsel, and shall be designated by a majority of the directors of the corporation who are not involved in the action, suit or proceeding. The fees and expenses of independent legal counsel shall be paid by the corporation.

Expenses incurred by a person in connection with any action, suit or proceeding may be advanced by the corporation before final disposition thereof if such person agrees in writing to repay amounts so advanced if it is determined that he is not entitled to indemnification by the corporation.

The rights of indemnification contained in this Article shall be in addition to any rights to which a person may otherwise be entitled by contract or by law.

## ARTICLE XI

### Effective Date

These By-laws shall go into effect and will be the official governing document for the Association effective January 4, 2005.

Adopted by the Board of Directors on January 4, 2005.

Revised: Nov. 14, 2006