

**CLEVELAND HIGH SCHOOL ALUMNI ASSOCIATION
BY-LAWS**

PURPOSE: This nonprofit Corporation is organized and operated under RCW 24.03, the Washington Nonprofit Corporation Act, exclusively for the purposes of: (A) preserving the Cleveland Memorial Forest, commonly located on the SE Issaquah-Fall City Road in King County, Washington, as a memorial in perpetuity to those Cleveland students who gave their lives in the service of the United States of America; (B) supporting the educational uses in forestry, ecology, botany, and environmental studies of the forest; and (C) supporting and assisting, by means of contributions of goods and services, the students and staff of Cleveland High School of Seattle, Washington in their educational endeavors. In 1944 the students of Cleveland Junior and Senior High School did contribute the entire purchase price of such forest as a memorial for those fellow students who gave their lives in the service of the United States during World War II.

Notwithstanding any other provision of the Articles of Incorporation or of these Bylaws, this nonprofit Corporation is organized and operated exclusively for charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a charitable organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a charitable organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the income of this nonprofit Corporation shall be distributable to its members, directors, or officer, except that this nonprofit Corporation may pay compensation, in a reasonable amount as approved by the Board, to its members, directors, or officers for prior approved services rendered. In the event of dissolution, final liquidation, or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code, preferably to such an organization associated with Cleveland High School.

The Association shall be non-sectarian and non-partisan.

The Association shall be a Washington nonprofit corporation formed under RCW 24.03 for tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE I - NAME

The Cleveland High School Alumni Association shall be the name of this organization.

ARTICLE II - MEMBERSHIP

Section 1 - Anyone who has attended Cleveland High School is eligible for membership and upon satisfying the requirements set forth by the Board is entitled to vote.

Section 2 - Families of alumni and persons who support the objectives of the Association may become non-voting Honorary Members.

Section 3 - To protect the privacy of the list of memberships, the Board shall not distribute the list to other people or organizations, except that the Board shall share the list of a specific class of Cleveland with the authorized representatives of that class for purposes of class reunions or other such school-related gatherings.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - The Board of Directors shall consist of twelve (12) members representing the greatest variety possible of graduation classes. The first Board shall serve until December 31, 1996. The 1996 election shall elect one-half of the Board for a one year term and one-half for a two year period. Officers of the Association shall become Board Members for a two year term. Thereafter all Board members shall serve for two years.

Section 2 - The Board shall be responsible to direct the Association's policies and operations in all matters relating to its purpose and to keep its members informed.

Section 3 - Board Members shall serve without compensation. However, the Board may approve legitimate expenses for Board Members on official duty (e.g.. lunch, dinner expenses, travel).

Section 4 - In the event of resignation from the Board (by written resignation, illness, death, et al) the Board shall be responsible for making every effort to appoint another member from the same graduation class to serve until the next election. A resignation is in effect when a Board Member has two consecutive unexcused absences from Board meetings.

Section 5 - The Board has the responsibility to establish committees and appoint committee members as deemed necessary for the orderly functioning of the Association. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an executive committee. Such a committee shall consist of two (2)

or more directors and shall have and exercise such authority of the Board of Directors in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the Board of Directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it, him or her by law.

Section 6 - The Board shall meet quarterly at a place and time to be selected by the President of the Board.

Section 7 - Association Members are encouraged to attend Board meetings.

Section 8 - In the event of urgent business the President of the Board may call a meeting at any time with three days' notice.

Section 9 - Members of the Board may participate thru electronic means if unable to be present.

ARTICLE IV - OFFICERS

A President, Vice President, Secretary, and Treasurer shall be elected by the Board of Directors on an annual basis.

ARTICLE V - DUTIES

Section 1 - The President shall preside at Board and Association meetings, and represent the Association at other public and private meetings.

Section 2 - The Vice President shall preside at Board and Association Meetings in the absence of the President.

Section 3 - The Secretary shall be responsible for all official correspondence and communications and maintain such files deemed necessary. The Secretary shall be responsible for the Membership Roster and an accurate and timely mailing list.

Section 4 - The Treasurer shall be responsible for all monies received by the Association and for the recording and reporting of all financial matters in accordance with generally accepted accounting principles and practice. The Treasurer shall be responsible for filing all Federal, State, and Municipal financial and other reports.

Section 5 - The duties of Vice President, Secretary, and Treasurer may be divided between several officers as determined by the Board.

Section 6 - Committees may be appointed for a specific purpose and for a specific period of time. Board Members may serve as Committee Chair with Association members as Committee Members.

ARTICLE VI - MEETINGS

The Board shall be responsible for organizing at least one business meeting of the Association to be held annually. The Board shall be responsible for selecting the site, date, and time of such meeting, preferably Cleveland High School and shall notify all Association Members by mail or any electronic medium.

ARTICLE VII - ELECTIONS

Section 1 - The Board may appoint a Nominating Committee not less than 30 days prior to an Election/Association Meeting. The Nominating Committee may be composed of representatives from as many graduation classes as possible. The Nominating Committee may be responsible to review the positions to be filled and find willing and capable nominees. The slate may then be presented to the Association for election. Nominations from the floor may be accepted as long as representation from a variety of graduation classes exists.

Section 2 - For meetings of the Board, the method of voting will be by ballot, any electronic medium, or show of hands. For meetings of the Association Members, the method of voting will be by ballot or show of hands of those Members in attendance.

ARTICLE VIII - QUORUM

At any regular Association meeting of this corporation no less than twenty five (25) members present shall constitute a quorum. At Board meetings more than half of the existing members must be present to constitute a quorum. In the absence of a quorum, an advisory vote may be registered to be presented at the next Board meeting or to the general Membership at an Association Meeting.

ARTICLE IX - AMENDMENTS

The Board may amend these Bylaws to be ratified at the next general Association meeting.

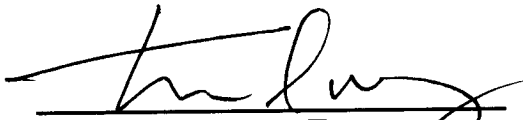
ARTICLE X - MEMBERSHIP DUES

Association Membership shall be solicited for a nominal fee of \$5.00 per year per individual Member to help defray the cost of publishing and delivering the Association newsletter. Payment or nonpayment of such nominal fee does not affect the membership and voting rights of each Association Member. Funds in excess of operating expense shall be used for such purposes as deemed necessary by the Board of Directors and reported to the Association Members at the next Association meeting.

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The foregoing bylaws are the Bylaws of the Cleveland High School Alumni Association as amended and ratified by the Associations' Members at its annual meeting on February 17, 2001 where a quorum was present at such meeting and such amendments received at least a majority of the votes which the members present at such meeting or represented by proxy were entitled to cast.

DATED: February 17, 2001



Terence L. Wong, Treasurer
Cleveland High School Alumni Association