

**CLEVELAND HIGH SCHOOL
ALUMNI ASSOCIATION
BY LAWS**

This document establishes the By Laws of the Cleveland High School Alumni Association, herein after referred to as the Association or the corporation.

PURPOSE: This non-profit corporation is organized and operated under RCW 24.03, the Washington Nonprofit Corporation Act. The exclusive purpose of this Association is to promote and advance the following Mission:

Mission Statement: A non-profit corporation of Washington State and the United States under Internal Revenue Code 501(c)(3), this Association was founded for the exclusive purposes of:

- (1) preserving the Cleveland **High School** Memorial Forest in perpetuity to honor former Cleveland students who gave their lives in service to the United States of America,
- (2) supporting educational studies in forestry, ecology, botany and environmental studies of the forest, and
- (3) supporting and assisting the students and staff of Seattle's Cleveland High School in their educational **and athletic** activities.

Any individual who attended Seattle's Grover Cleveland Junior or Senior High School **is a member** of the Cleveland High School Alumni Association.

NOTE: The Cleveland High School Memorial Forest is commonly located on the SE Issaquah-Fall City Road, near 280th Avenue SE, in King County, Washington.

Notwithstanding any other provision of these Articles of Incorporation, this non-profit 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 by:

- (a) A charitable corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any following United States Internal Revenue Law), or
- (b) A charitable organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions 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 officers except as reimbursement for corporation activities in reasonable amounts as approved by the Board for services rendered. In the event of dissolution or final liquidation of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes in accordance with section 501(c)(3) of the Internal Revenue Code, with preference to an organization associated with Cleveland High School of Seattle, Washington.

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

ARTICLE I - NAME

The Cleveland High School Alumni Association is the name of this corporation.

ARTICLE II - MEMBERSHIP

Section 1 – Any individual who attended Seattle’s Grover Cleveland Junior or Senior High School is a member of the Cleveland High School Alumni Association. Every Association Member is entitled to vote based on requirements set forth by the Board.

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

Section 3 – To protect the privacy of the membership the Board shall not distribute the membership list to other people or organizations. ***Exceptions will be made to share partial membership lists to promote alumni and/or school-related activities such as class reunions.***

ARTICLE III - BOARD OF DIRECTORS

Section 1 – The Board of Directors shall consist of twelve (12) ***or more*** members representing, as an objective, a wide variety of graduation classes. The term of each Board Member shall be two years ***with half of the Board Member terms expiring on even years and the other half expiring on odd years.***

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

Section 3 – Board Members shall serve without compensation. However, the Board may finance legitimate expenses for Board Members ***participating in official (Board approved) activities of the Association,*** including meals and travel expenses.

Section 4 – In the event of resignation from the Board (by written resignation, illness, death, etc.) by any Board Member, ***a new member shall be appointed in accordance with the objectives provided in Article III, Section 1.***

- A. 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 to appoint committee members as deemed necessary for the orderly functioning of the Association.

- A. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an Executive Committee. Said committee shall consist of two (2) or more directors and shall have and exercise such authority as authorized by the Board.
- B. An Executive Committee shall not have the authority to:

1. alter or repeal the By-Laws;
2. elect, appoint or remove any Board Member or any committee member;
3. amend the Articles of Incorporation;
4. adopt a plan for merger or consolidation with another corporation;
5. authorize the voluntary dissolution of the Association;
6. adopt and implement a plan for distribution of the Association's assets; or
7. amend or repeal any resolution passed by the Board of Directors.

Section 6 – **The objective** is to have the Board meet quarterly. The time and place shall be selected by the President of the Board.

Section 7 – The Board shall encourage Association Members to attend Board Meetings.

Section 8 – In the event of urgent business the President of the Board may call a meeting at any reasonable time with a minimum of three-day's notice.

A. A Board Meeting may be conducted by electronic means with little or no notice to discuss and vote on a time-critical issue. A majority of the Board, whether they are involved or not, must approve any issue brought to a vote in this type of meeting. The minutes of a meeting such as this shall be documented just like any other Board Meeting.

Section 9 – **At the discretion of Board Members present, absent Board Members may participate in regular Board meetings through electronic means.**

ARTICLE IV - OFFICERS

The Board of Directors shall elect a President, Vice President, **Secretaries**, ~~and~~ Treasurer **and Assistant Treasurer** on an annual basis.

ARTICLE V - DUTIES

Section 1 – It is the responsibility of the President to represent the Association at public and private meetings. The President shall preside at Board and Association Meetings.

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

Section 3 – The **Secretarial responsibilities shall be shared between two positions as follows:**

A. Recording Secretary: This person shall be responsible for recording the minutes of meeting minutes of the Association. He/she shall also be responsible for all official correspondence and communications of the Association and the maintenance of said files with the exception of those falling under the responsibility of the Treasurer. It is the responsibility of each Board Member to make certain that the

Recording Secretary receive copies of correspondence that they generate.

- B. Membership/Coordinator Secretary: This person shall be responsible for the maintaining a Membership Roster (a data base with contact information) and providing timely mailing lists. At his/her discretion portions of the Membership Roster can be shared with class representatives that are organizing reunions and other social events.***

Section 4 – The Treasurer shall be responsible for all monies received by the Association and for recording and reporting of all financial matters in accordance with generally accepted accounting principles and practices. The Treasurer shall be responsible for all banking and investment accounts of the Association and for filing all Federal, State and Municipal financial reports. ***The Treasurer shall provide information as needed for the yearly audits.***

- A. The Assistant Treasurer shall support the Treasurer as necessary in performing the financial matters of the Association.***

Section 5 – Secondary duties of the Association may be divided between all of the Board Members as determined by the Board.

Section 6 – Committees may be appointed by the Board for specific purposes. The status of each Committee shall be subject to modification or dissolution as determined by the Board at any time. ***Board Members or Association Members may serve as the Committee Chairperson.***

Section 7 – An audit of the Association’s financial activities and records shall be conducted at least once every calendar year. Audits shall be conducted by either method A or B below. The procedure described in subparagraph B using a CPA shall be applied at least once every four (4) years.

- A. An audit conducted by three members of the board other than the treasurer.***
- B. An audit conducted by a certified public accountant (CPA) who is not related or associated with any board member.***

ARTICLE VI - MEETINGS

Annual Meeting: The Board shall be responsible for having at least one business meeting of the Association every year. The Board shall be responsible for selecting the date, time and site of said meeting, with a preference for it to be held at Cleveland High School. US mail or electronic means will be used to notify Association Members ***using the Membership Roster described in Article V, Section 3B.***

ARTICLE VII - ELECTIONS

Section 1 – It is recommended that the Board appoint a Nominating Committee not less than 30 days prior to an Election/Association Meeting. The Nominating Committee should be responsible for finding willing and capable nominees. The slate of nominees shall be presented to the Association Members for election at the Annual Meeting. Nominations from the floor shall also be accepted.

Section 2 – The method of voting at Board Meetings shall be by ballot, a show of hands, and/or electronic medium. For meetings of the Association Members, the method of voting shall be by ballot or a show of hands of those Members in attendance.

ARTICLE VIII - QUORUM

At any regular Association Meeting no less than twenty five (25) members present shall constitute a quorum. At Board meetings more than half of the existing Board Members must be present to constitute a quorum, **and a count will be taken**. In the absence of a quorum, an advisory vote may be registered for presentation at the next Board Meeting, or to the general Membership at an Association Meeting.

ARTICLE IX - AMENDMENTS

The Board may amend these By Laws but they shall be presented at the next Association Meeting for ratification.

ARTICLE X - MEMBERSHIP DUES

The membership dues for this Association **will be voluntary**. However, Association **Members should be encouraged** to contribute, as a minimum, a nominal amount to cover reasonable operating expenses for items such as newsletters or other communication medium.

* * * * *

The forgoing By Laws are for the Cleveland High School Alumni Association, as modified by the Board of Directors, and ratified by the Association Members at the Annual Meeting on the date of 14 January 2012 where a quorum was present and recorded.

Dated: **18 September 2018**

John R Barton

John R Barton '54, Vice President
Cleveland High School Alumni Association