

BY-LAWS
ROSSVILLE HIGH SCHOOL ALUMNI ASSOCIATION, INC.

ARTICLE I: NAME

The name of this organization shall be the Rossville High School Alumni Association, Inc, hereafter referred to as the Association. The Association shall be a non-profit corporation.

ARTICLE II: PURPOSE

The purpose of the Association is to perpetuate the honor and memory of Rossville High School, to support the educational system of the Rossville area, to maintain the Alumni Hall, to promote fellowship among the alumni and to support any other programs deemed appropriate by a majority of the Executive Board.

ARTICLE III: MEMBERSHIP

(a) Types of Memberships – Active, Associate, Faculty, Honorary and Patron.

(1) Active: An Active member shall be one who graduated from or attended Rossville High School between the years of 1923 and 1989.

(2) Associate: An Associate member shall be one who is the spouse of a member of the Association, unless the spouse is eligible for active membership.

(3) Faculty: A Faculty member shall be one who served on the faculty of Rossville High School during the years of 1923 – 1989, unless the faculty member is eligible for active membership.

(4) Honorary: An Honorary member shall be one who is not eligible for any of the other membership classifications, but has made an outstanding contribution to the advancement of the Rossville High School Alumni Association. No more than two (2) honorary memberships may be conferred in a year. An honorary member shall not be entitled to vote in any association business meeting or election, but may enjoy all other privileges of the Association.

(5) Patron: A Patron member shall be one who is not eligible for any of the other membership classifications, but who supported Rossville High School at some time during its years of existence, and wishes now to support the Association and its purpose.

(b) Nondiscrimination: No applicant for membership of any class shall be denied membership due to race, creed, color, national origin, sex or religious affiliation.

(c) Dues: Annual dues for all classes of membership, except Honorary, shall be fixed by the Executive Board. Dues shall become due and payable on or before January 15 and shall be delinquent if not postmarked by February 15 of each year.

(d) Termination: Membership in the Association is a privilege and not a right. Any member of any class may resign as a member by delivering to the Executive Board a written resignation of membership. The membership of any member of any class may be terminated for non-payment of dues by a majority vote of the entire Executive Board after such dues are ninety (90) days past due. The membership of any member of any class may be terminated by a majority vote of members present at any meeting, for conduct unbecoming to a member or prejudicial to the purpose or repute of the Association. The Executive Board shall give any member notice and an opportunity for hearing prior to terminating the membership of a member for conduct unbecoming to a member or prejudicial to the purpose or repute of the Association.

ARTICLE IV: MEETINGS

(a) Annual Meetings: An annual meeting of the members shall be held on the 4th Saturday of March of each year, or at a time within the three months immediately following the close of any fiscal year if the notice of the meeting designates it as an annual meeting.

(b) Regular Meetings: By resolution the members may establish a date or dates on which regular meetings of the members shall be held between annual meetings.

- (c) Special Meetings:** Special meetings of the members may be called by the President or the Secretary or by the Board. A special meeting of the members may also be called at the request of ten percent (10%) of all the members entitled to vote in an election of officers and board.
- (d) Place of Meetings:** The meetings of members shall be held at such place as designated in the notice of the meeting.
- (e) Notice Requirements:** Written or published notice stating the place, day and hour of the meeting and, the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered or published by or at the direction of the president, secretary, or the person calling the meeting. If notice is in published form, it must be published in the local newspapers servicing the Rossville area. Such notice shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail addressed to the member at his address as it appears on the membership books of the Association, with first class postage thereon prepaid.
- (f) Quorum:** A quorum shall consist of the number of members present at the time of meeting.
- (g) Voting:** Every member of record classified as Active, Associate, Faculty or Patron membership shall be presented at the meeting, to one vote. Honorary members shall not be entitled to vote.
- (h) Action by Consent:** Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the persons entitled to vote thereon.

ARTICLE V: OFFICERS AND BOARD

- (a)** The elected officers of the association shall be a President, Vice President, Secretary, Treasurer, with Board Members consisting of the Immediate Past President and the Chair(s) of each standing committee, including the Parliamentarian and Historian, with efforts to identify Board Members consisting of one (1) Board Member from each decade (1923-1989), provided one member from each decade is available and willing to serve. If a member from a decade is not available or willing to serve, then a second member from another decade may serve. Any elected officer must be an active member as described in Article III (1).
- (b)** The President shall appoint a Parliamentarian and a Historian.
- (c)** The President, Vice President, Secretary, Treasurer and Immediate Past President shall constitute the Executive Board whose duties are to maintain the operation of the Association between the times of meetings of the membership of the Association.
- (d)** The term of office for the officers and board shall be two (2) years or until their successors are elected. They shall not serve more than two (2) consecutive terms in the same office.
- (e)** The Executive Board shall have the responsibility of filling any vacancy affecting the Executive Board.
- (f)** Any officer or board member may be removed by the vote of a majority of the members of the Association. Any such removal shall be without prejudice to the contract rights, of any, of the person so removed. Election or appointment of an officer or board member shall not of itself create contract rights.
- (g)** The Executive Board shall hold an annual meeting each year, within thirty (30) days after the annual membership meeting. By resolution the Executive Board may establish a date or dates on which regular meetings of the Executive Board or any committee shall be held between annual meetings. Special meetings may be called at any time by the president, secretary, or any two (2) board members.
- (h)** Meetings of the Executive Board shall be held at such place as is designated in the notice of the meeting.
- (i)** Notice of annual and other regular meetings and of any special meeting, setting forth the place and the day and the hour of the meeting, shall be given to each Executive Board member, by any usual means of communication, not less than three (3) days before the meeting. Neither

the business to be transacted at nor the purpose of any regular or special meeting need by specified in the notice or any waiver of notice.

(j) Six (6) members of the Executive Board present shall constitute a quorum at all meetings of the Executive Board.

(k) An Executive Board member who is present at a meeting of the Board shall be presumed to have concurred in any action taken at the meeting, unless his dissent to such action shall be entered in the minutes of the meeting.

(l) The Executive Board may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action taken, signed by all of the Executive Board members.

ARTICLE VI: COMMITTEES

There shall be the following Standing and Special Committees:

(a) Standing Committees:

1. Membership
2. Nominating
3. Major Alumni Activities

(b) Audit Committee

(c) Special Committees – May be appointed by the President, subject to approval by the Executive Board.

ARTICLE VII: DUTIES OF OFFICERS, EXECUTIVE BOARD AND COMMITTEES

(a) President: The President shall preside at all meetings of the Association and/or those of the Executive Board. The President shall be an ex-officio member of all committees, except the nominating committee.

(b) Vice President: The Vice President shall assist the President and shall assume the duties of the President in his/her absence.

(c) Secretary: The Secretary shall keep the minutes of all action taken by the Association and shall distribute, or have distributed, copies of the minutes of all meetings.

(d) Treasurer: The Treasurer shall be responsible for all sums of money, all funds of any kind which may be received by the Treasurer for, and shall disburse funds to such person or persons as may be authorized to demand and receive same. He or she shall be responsible for collecting all membership dues of the Association. The Treasurer shall give a report of the financial affairs of the Association at each annual business meeting or membership and Executive Board. All disbursements from the funds of the Association will require the signature of the Treasurer and one other officer of the Association.

(e) Parliamentarian: Duties of the Parliamentarian shall be those outlined for the parliamentarian in Robert's Rules of Order, revised.

(f) Historian: The Historian shall compile and maintain written and pictorial records of the history of the Association.

(g) Nominating Committee: The Executive Board shall elect five (5) members who charge shall be to have responsibility for soliciting, screening, and presenting a nominee for each office to be filled. The Nominating Committee shall make its report at the annual business meeting of the Association. Nominations from the floor may be made at the meeting. Nominees for office shall be placed on the official ballot only after first signified their understanding of the responsibilities of the office and having affirmed their willingness to serve.

(h) Membership Committee: The Membership Committee shall be responsible for the recruitment of members of the Association.

(i) Major Alumni Activities Committee: The Major Alumni Activities Committee shall plan and execute the major activities of the Association. These shall include, but not be limited to, reunions, fundraising, contributions and other activities dedicated to the honor of the Association.

(j) Audit Committee: The Audit Committee shall consist of three (3) members appointed by the President, with the approval of the Executive Board, who duty shall be to audit the Treasurer's account at the close of each fiscal year and to report their findings at the annual membership meeting.

ARTICLE VIII: FISCAL YEAR

The fiscal year for the Association shall be from January 1 through December 31.

ARTICLE IX: INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

Any officer or board member or his executor or administrator, shall be entitled to indemnification if and to the extent determined in accordance with §14-2-156 (d), Official Code of Georgia.

ARTICLE X: PROCEDURE

Robert's Rules of Order, revised, shall govern all meetings of the Association, Executive Board and Committees.

ARTICLE XI: CONFLICT OF INTEREST

(a) Duty to Disclose: In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest:

(1) An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest.

(2) The chairman of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under the circumstances that would not give rise to conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Polity:

(1) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member or the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XII: AMENDMENT

These by-laws may be amended by a majority vote of the members present at any meeting of the Association, provided written notice of the proposed change or changes have been sent to the members at least ten (10) days prior to the meeting date.

These By-Laws were duly adopted by the Board of Directors of Rossville High School Alumni Association, Inc. July 11, 2009.

President