

Bylaws of the Sayville High School Alumni Association, Inc.

Article I. Name

The name of the organization shall be Sayville High School Alumni Association, Incorporated.

Article II. Objectives

This Association will support the mission and promote the interests of Sayville High School; establish mutually beneficial relations between the School and its alumni; maintain among its former students a spirit of communication, fellowship and service; and enhance financial resources beneficial to the School's improvement and growth.

Article III. Membership

Section 1. Members. Anyone who has attended or is attending Sayville High School, any member of the faculty, coaching staff, administrative staff, or professional staff of Sayville High School, or any person interested in furthering the work and purposes of this Association, shall become a member upon payment of annual dues or a one-time life membership fee.

Section 2. Honorary Members. The Board of Directors may award honorary memberships. Honorary members shall be exempt from dues.

Section 3. Members' Rights and Duties. Members shall elect the directors of the Corporation and vote on matters properly brought before each meeting of the membership.

Section 4. Resignation. Any member of the Corporation may resign by giving written notice to the secretary.

Article IV. Meetings

Section 1. Annual Meeting. The Annual Meeting of the membership shall be held on such date and at such time and place each year as may be determined by the Board of Directors. Written notice stating the place, day, and hour of such meeting shall be given to each member not more than fifty (50) days nor less than seven (7) days before the meeting. Any matter relating to the affairs of the Corporation may be brought up for action at any annual meeting provided that, unless stated in the written notice of a meeting, no matter other than the election of directors may be brought up which requires the vote of the membership pursuant to the Non-Stock Corporation Act of New York.

Section 2. Special Meetings. Special meetings of the membership may be called by the Board of Directors, or upon written petition of one fifth (1/5) of the members of the Association directed to the president, the president shall call a special meeting for the purpose(s) specified in such petition and cause notice thereof to be given. No special meeting shall be called without written notice, and such notice shall state the place, day and hour of the meeting and the general purpose(s) for which it is called, and no other business shall be transacted at the meeting. Such notice shall be given to each member not more than fifty (50) days nor less than seven (7) days before the meeting.

Article V. Officers

Section 1. Number and Title. The officers of the Corporation shall be: a president; one (1) or more vice presidents; a secretary; a treasurer; an immediate past president; and, as needed, assistant secretaries and assistant treasurers.

Section 2. Election, Term of Office, and Vacancies. The officers of the Corporation shall be elected at a meeting of the Board of Directors held within the thirty (30) days immediately prior to the annual meeting of the membership for a term of one (1) year each, and they shall take office immediately following said annual meeting of the membership. A vacancy among the officers shall be filled as provided hereinafter in these bylaws. All officers shall be, and remain during their term, members of the Association as defined in Article III.

Section 3. Duties and Powers. The duties of the officers shall be as follows:

- President. The President shall preside at the meetings of the Association and the Board of Directors, shall be responsible for executing policies determined by the Board of Directors, shall act as spokesperson for the Association, and shall see that orders and resolutions of the Board of Directors are carried into effect. With the

advice of the Board of Directors, the President shall appoint such committees and representatives as may be needed.

- Vice President(s). In the absence of the president, or in the event of that officer's inability or refusal to act, the vice president(s), in order of seniority in that position if there are more than one, shall perform the duties of the president, and when so acting, shall have all of the powers of, and be subject to all the restrictions upon, the president.
- Secretary. The secretary shall keep minutes of the proceedings of the membership and the Board of Directors; give, or cause to be given, all notices in accordance with the provisions of these bylaws or as required by law; and be custodian of the Corporation records and the seal of the Corporation. The secretary shall keep, or cause to be kept, at the registered office or principal place of business of the Corporation a written records of the members of the Corporation and their addresses, and in general shall perform all duties as may be assigned by the president and/or Board of Directors.
- Treasurer. The treasurer shall have custody of the corporate funds and shall keep, or cause to be kept, correct and complete books and records of account, including full and accurate accounts of receipts and disbursements, in books belonging to the Corporation, and in general shall perform all duties as may be assigned by the president and/or Board of Directors.

Article VI. Board of Directors

Section 1. Composition and Duties. The property, affair, and business of the Corporation shall be managed by the Board of Directors. The Board of Directors shall consist of the officers of the Corporation and five (5) members at large; past presidents of the Corporation shall be deemed honorary directors with voice but not vote. The Board of Directors shall exercise all of the powers of the Corporation except such as are by law, or by Certificate of Incorporation, or by the bylaws, conferred upon, or reserved to, the members. The Board of Directors shall, at least thirty (30) days before each Annual Meeting of the membership, set the dues and life membership fees for the following year.

Section 2. Election and Term of Office. The members at large of the Board of Directors shall be elected at the Annual Meeting of the membership of the Corporation for a term of three (3) years each. The term office of one third (1/3) of the members at large shall expire at each Annual Meeting of the membership. All directors shall hold office until their successors are duly elected. Directors shall serve no more than two (2) consecutive three (3) year terms; this provision, however, shall not preclude a retired director from immediately continuous service as an officer, or from additional service as a director in the fulfillment of an unexpired term, or from election as a director a minimum of one year after the conclusion of any second consecutive three year term. All directors shall be, and remain during their term, members of the Association as defined in Article II.

Section 3. Vacancies. Vacancies in the Board of Directors may be filled until the next Annual Meeting of the membership by vote of the remaining directors.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at the call of the president, or at such times and places and the Board of Directors shall, by resolution, appoint. No notice need be given of regular meetings of the Board of Directors held at the time and on the date as the Board of Directors may have appointed.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the president, and shall be called by the president upon the written request of one third (1/3) of the directors stating the purpose of such meeting. Reasonable notice of each such meeting shall be given to each director by mail, telephone or personally.

Section 6. Waiver of Notice. No notice of a directors' meeting need be given to any director who attends such meeting in person or who waives such notice in writing executed and filed with the secretary of the Corporation either before or after such a meeting.

Section 7. Quorum and Voting. Eight (8) directors shall constitute a quorum, and the act of a majority of the directors present at any meeting shall be the act of the whole Board of Directors unless otherwise required by these bylaws, the Non-Stock Corporation Act of New York, or the Certificate of Incorporation, provided that a majority of the directors present at any meeting, if less than a quorum, may adjourn the same from time to time without notice until a quorum shall be present.

Section 8. Compensation. Directors shall not receive any compensation for their services in such capacity, but may be reimbursed by the Corporation for their reasonable expenses and disbursements on behalf of the Corporation.

Section 9. Indemnification. The Corporation shall indemnify and save harmless each officer, director, or employee of the Corporation and their heirs, executors, or administrators against, and make reimbursement to them, for all reasonable cost, loss, expense, and/or liability incurred by any of them in connection with the defense or reasonable settlement in any action,

suit, or proceeding in which they are made party by reason of their being, or having been, an officer, director, or employee of the Corporation, except in such instances where the Board of Directors shall find that (1) such officer, director, or employee acted in bad faith or was guilty of willful misconduct in the performance of duties on behalf of the Corporation; of (2) such indemnification and reimbursement would be contrary to public policy or the laws of the State of New York.

Section 10. Absences and Removals. Any director who misses two consecutive regularly-scheduled meetings without an excused absence will be contacted by the President for discussion regarding continued service on the Board. The President, in consultation with the Executive Committee and the Director of Alumni Relations, may request the director's resignation for continued absences.

Article VII. Committees

Section 1. Appointment and Duties. Committees shall be appointed by the president unless hereinafter provided in these bylaws. Committees shall perform such functions as directed by the bylaws, president and/or Board of Directors, except that no committee shall perform any act reserved in these bylaws or the laws of the State of New York to the directors or the members of the Association.

Section 2. Standing Committees. Standing committees shall include the: Community Relations; Development; Investment; Membership; Nominating; Program; and Scholarship Committees.

a. The **nominating committee** shall be appointed by the Board of Directors within ninety (90) days following the annual meeting of the Association. The committee shall consist of five members, including the immediate past president, who shall serve as chairperson, and the next most immediate past president. If any past president is unable to serve, that position shall be filled by the next most immediate past president in terms of seniority. The remaining three (3) members shall be officers or directors of the Association, none of whom shall serve for more than three (3) years each.

The nominating committee shall present, at a meeting of the Board of Directors held within thirty (30) days immediately prior to the annual meeting of the membership nominations for the officers designated in Article V, Section 1. The nominating committee shall present, at the annual meeting of the Association, nominations for members at large of the Board of Directors designated in Article VI, Section 2.

The nominating committee shall present when requested, and /or as appropriate, nominations for such vacancies which may occur, or for such recognitions and awards as may be solicited of the Association.

b. The **scholarship committee** shall consist of the president, vice president, treasurer, secretary, the immediate past president, chairperson of the alumni schools committee, and three directors elected by the Board of Directors from its members. Membership on the scholarship committee shall run concurrently with a members service as an officer or director. Members of the scholarship committee shall have only one vote thereon regardless of the number of positions they simultaneously hold.

The scholarship committee shall serve as a conduit through which donors may contribute directly to current financial aid to students, to the permanent endowment fund, or to other programs which may be authorized by the Board of Directors.

Meetings of the scholarship committee shall be held at the written or oral call of the president or treasurer, notice of at least ten (10) days having been given. Five members shall constitute a quorum. A report of each meeting of the committee shall be made at the next meeting of the Board of Directors. The scholarship committee shall recommend to the school, which shall retain the right of final decision, students to receive financial aid, and the amount thereof. Recommendations shall be based on a student's ability, character, and sense of moral, civic, and social responsibility.

Awards shall be given to students attending Sayville High School.

Section 3. Special Committees. Special committees shall be appointed by the president to perform such functions as appropriate and necessary. The appointment of a special committee shall cease with the end of the term of the president making the appointment.

Article VIII. Financial

Section 1. Tax Exempt Status. The Association shall operate in such a manner as to qualify for tax deductions normally granted to charitable and educational organizations for sales, income, and other taxes. Publication of such tax-advantaged status, under current law, as it applies to Association operations, including, but not limited to solicitations, activities, and fund-raising events, shall be made as deemed appropriate by the Board of Directors.

Section 2. Income. Income received by the Association may include, but is not limited to, annual dues, life membership fees, designated and undesignated contributions, event income in excess of expense, and designated and undesignated bequests.

a. Dues. Annual membership dues shall be set by the Board of Directors in accordance with Article V, Section 1. The board may set various levels of dues based upon criteria of its own choosing.

b. Life Membership Fees. Life membership fees shall be set by the Board of Directors in accordance with Article V, Section 1. The board may set various levels of dues based upon criteria of its own choosing.

c. Contributions. The Association may solicit, in conjunction with requests for dues, or at other times, contributions for a specific purpose or for the general support of the Association. Contributions made for a specific purpose shall be so recorded and reported, and used for the purposes described within the solicitation.

d. Event Income. Unless previously designated for a specific purpose by the board of directors, income in excess of expense derived from the operation of the events shall become part of the general funds of the Association.

e. Bequests. The Association may solicit, in conjunction with requests for dues, or at other times, bequests for a specific purpose or for the general support of the Association. Bequests and income therefrom not specifically designated for any purpose shall become a part of the permanent endowment fund as either a named scholarship or as part of the general endowment fund, unless an alternative use shall be approved by a 2/3 vote of the board of directors. Bequests made for a specific purpose shall be so recorded and reported, and used for the purposes designated by the donor so far as is possible unless doing so would violate public policy, regulations of the school, or the laws of the State of New York.

Section 3. Investments. The property, assets, and funds of the Association may be invested in support of the purposes of the Association in such financial instruments, real estate, or personal property as may be approved by the Board of Directors.

Section 4. Endowment. The Association shall maintain a permanent endowment fund, with principal use of the income generated therefrom to be the financial support, while at Sayville High School, of those students recommended by the scholarship committee pursuant to Article VII, Section 2, subsection b.

Article IX. Amendment, Restrictions, and Repeal

Section 1. Amendments. These bylaws may be amended, repealed, or added to, and new bylaws not inconsistent with the purposes described in the Certificate of Incorporation or law may be adopted at any annual or special meeting of the members by the affirmative vote, in person or by proxy as herein provided, of a majority of the members entitled to vote, except as provided in Section 2 of this article. Any notice of a meeting of the members at which bylaws are to be amended, repealed, or added to, or new bylaws are to be adopted, shall include notice of such proposed action.

Section 2. Restrictions to Amendment. These bylaws shall not be altered or amended in such manner as to permit any member, officer, or employee of the Corporation to receive profit from the operations of this Corporation, except for reasonable compensation for services actually rendered to the Corporation in effecting one or more of its purposes, or to receive any part of the property or assets of the Corporation upon its dissolution or termination, or to permit any substantial part of the activities of the Corporation to consist of attempting to influence legislation, or of engaging in any political campaign for or against a candidate for public office.

Section 3. Repeal. Adoption of these bylaws on _____, 2013 simultaneously repeals all previously adopted bylaws.
