

DRAFT: SHSAA “Corporation” Bylaws Additions/Revisions

ARTICLE I: Identification and Purpose

Section 1.1. Name. The name of the Corporation is Southport High School Alumni Association, Inc., (hereinafter referred to as the “Corporation”).

Section 1.2. Purpose of the Corporation.

1.2.1. Shall advance the scholastic ideals of Southport High School.

1.2.2. Shall encourage activities which tend to make Southport High School and its graduates more useful members of the community.

1.2.3. Shall perform activities to maintain and enhance Southport High School and community spirit.

1.2.4. Shall assist Southport High School Alumni in activities on behalf of Southport High School.

1.2.5. Shall assist Southport High School faculty and staff in providing scholarship opportunities to students at Southport High School.

1.2.6. Shall operate exclusively as a Not-for-Profit organization under Section 501 (C) (3) of the Internal Revenue Service.

1.2.7. Shall carry out other activities of the corporation consistent with the Not-for-Profit laws of Indiana.

1.2.8. No part of its activities is to consist of carrying on propaganda or otherwise attempting to influence legislation; nor will it participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 1.3. Registered Office and Registered Agent. The post office address of the registered office of the Corporation is Southport High School Alumni Association, Inc., c/o Southport High School, 971 E. Banta Road, Indianapolis, Indiana 46227. The registered agent of the Corporation shall be named by the Board of Directors.

Section 1.4. Fiscal Year. The fiscal year of the Corporation shall begin the first day of January each year and end at the close of the last day of December that year unless the Board agrees to change it.

ARTICLE II: Membership

Section 2.1. Membership Requirements. Individuals who have attended and/or graduated from Southport High School may become a regular member of the Corporation by paying a membership fee as set by the Board of Directors.

Section 2.2. Voting Rights. Each regular member of the Corporation is entitled to one vote at each Corporation meeting.

Section 2.3. Transfer of Membership. Regular membership in the Corporation is not transferable.

Section 2.4. Additional Classes of Membership.

2.4.1 Individuals who are not an alumnus of Southport High School, upon paying for a membership, may be considered as associate members upon such terms and conditions as the Board may determine.

2.4.2. Merchants and/or corporations shall be entitled to a business membership of the Corporation.

Section 2.5. Voting. Only regular members of the Corporation are entitled to vote in the Corporation.

ARTICLE III: Meetings of Members

Section 3.1. Place of Meetings. All meetings of the Corporation shall be held at the Perry Township Education Center or at such other place as may be specified in the respective notices of such meetings.

Section 3.2. Annual Meeting. The Annual Meeting of the regular members for the election of Directors, the election of the Officers of the Corporation, and for the transaction of such other business as may properly come before the meeting shall be held during the month of January each year, or at an alternative time as determined by the Board of Directors with proper notice given. However, failure to give notice of the Annual Meeting shall not affect the validity of the Annual Meeting or of any of the proceedings at such meeting.

Section 3.3. Special Meetings. Special meeting of the members may be called by the President, by the Board of Directors, or by not less than ten (10) percent of all the members of the Association. The Board of Directors shall establish a procedure for calling a special meeting of the membership.

Section 3.4. Notice of Meetings. A notice, stating the place, day and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered via any legally accepted method by the Secretary or by the President or persons calling the meeting to each member at least ten (10) days but no more than sixty (60) days before the date of the meeting.

Section 3.5. Voting at Meetings.

3.5.1. Proxies. A member may not vote by proxy.

3.5.2. Quorum. At any meeting of members, at least ten (10) regular members or five percent (5%) of the membership, whichever is less, shall constitute a quorum.

Section 3.6. Organization. The President, or in his absence the Vice-President, or in the absence of both of them any regular member chosen by the members present, shall call meetings of the members to order and shall act as Chairman of such meetings. The Secretary of the Corporation shall act as Secretary of all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any member to act as Secretary of the meeting.

ARTICLE IV: Board of Directors

Section 4.1. Number and Election. The Board of Directors shall consist of six directors, serving staggered three year terms, and the current officers of the Corporation elected at the Annual Meeting.

4.1.1. In order to create staggered terms for the Board of Directors subsequent to the adoption of these revised bylaws, two directors shall be elected for one (1) year terms; two directors shall be elected for two (2) year terms; and two directors shall be elected for three (3) year terms.

4.1.2. Thereafter, Directors shall be elected to three year terms.

4.1.3. There is no limit to the number of terms served.

4.1.4. Directors shall be elected at each Annual Meeting of the regular members.

4.1.5. In the event of a tie vote of the election of Directors, the President of the Corporation shall have the right to cast an additional vote to break the tie.

Section 4.2. Qualifications. To serve as an officer or Director the individual must be a regular member of the Alumni Association.

Section 4.3. Duties. The corporate power of this Corporation shall be vested in the Board of Directors, who shall have the management and control of the business of the Corporation.

4.3.1. They shall set the Corporation policy and guide the Corporation.

4.3.2. The Board will assure compliance with the bylaws.

4.3.3. Set guidelines so officers conduct business consistent with tax-exempt status.

4.3.4. Confirm individuals the President recommends to staff the Corporation.

4.3.5. Give final approval of scholarship amounts.

4.3.6. Approve all expenditures over an amount as set by the Board of Directors.

4.3.7. Approve all contracts.

4.3.8. Employ such agents and employees as they deem advisable, and fix or cause to be fixed the rate of compensation of all agents, employees and officers.

4.3.9. Exercise such other rights as set forth in the Indiana Not-for-Profit Corporation Act.

Section 4.4. Meetings of Board of Directors. The Board shall hold the Annual Meeting in January with all members of the Corporation invited.

4.4.1. The Board of Directors shall establish a schedule of at least three (3) additional Board Meetings to be held at times and dates as set forth by the Board.

4.4.2. Special meetings of the Board of Directors may be held upon the request of the President or two or more members of the Board of Directors, at any place within or without the State of Indiana.

4.4.3. Notice of meetings shall be given to each Director by any legally acceptable means at least ten (10) days but no more than sixty (60) days before the date of the meeting.

Section 4.5. Quorum. At any meeting of the Board of Directors, the presence of a majority of the members of the Board of Directors then qualified and acting shall constitute a quorum for the transaction of any business. A member of the Board shall be deemed present and may act on any matter before the Board, by participating in such meeting by any legally acceptable means.

Section 4.6. Action by Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors or by any committee thereof may be taken without a meeting with the consent of all board or committee members.

4.6.1. The action must be evidenced by one or more written consents describing the action referenced in 4.6. signed by each director or member of the committee, and included in the minutes or filed with the corporate records reflecting the action taken.

4.6.2. Action taken in this manner is effective when the last director or member of the committee signs the consent, unless the consent specifies a different effective date.

Section 4.7. Organization. The President, and in his absence, the Vice-President, and in the absence of both of them, any director chosen by the Directors present, shall call meeting of the Board of Directors to order, and shall act as Chairman of such meetings. The Secretary of the corporation shall act as Secretary of the Board of Directors, but in the absence of the Secretary the presiding officer may appoint any Director to act as Secretary of the meeting.

Section 4.8. Compensation of Directors. Directors as such shall not receive any compensation for their services, but by Resolution of the Board, may be reimbursed for expenses incurred on behalf of the corporation.

Section 4.9. Resignation. A director may resign at any time by filing a written resignation with the Secretary.

Section 4.10. Removal. The Board of Directors shall establish rules of conduct for its members. After notice and due process has been afforded the Board Member subject to removal, upon an affirmative vote of two-thirds (2/3) of the members of the Board of Directors at a regular or special meeting of the Board, the Board may expel a Board member for non-compliance with these rules of conduct.

Section 4.11. Vacancies. Vacancies on the Board of Directors shall be filled by the Board of Directors by a majority vote of the remaining Directors. Any Director so appointed shall serve only until the next Annual Meeting of members of the Corporation, at which time a successor shall be elected for the balance of the term as provided in these bylaws.

ARTICLE V: The Officers of the Corporation

Section 5.1. Election of Officers. The President, Vice-President, Secretary, Treasurer and any other officers established by the Board shall be elected at the Annual Meeting and hold their office until the next Annual Meeting or until their successor has been chosen.

Section 5.2. Officers of the Corporation and their Corporate Duties. The officers of the Corporation shall all be regular members of the Corporation and shall consist of President, Vice-President, Secretary, and Treasurer.

5.2.1. Other offices and positions may be established by the Board of Directors as it sees fit.

5.2.2. The duties of the President and Secretary may not be performed by the same person.

Section 5.3. Vacancies. Whenever a vacancy shall occur in any office, the same shall be filled by the Board of Directors; and the officer so elected shall hold office until his successor is chosen and qualified.

Section 5.4. President. The President shall preside at all meeting of the members and the Board of Directors.

5.4.1. The President shall discharge all normal duties which devolve upon a presiding officer, and perform such other duties as the bylaws provide or the Board of Directors may prescribe.

5.4.2. Monitor the Treasurer and insure the filing of IRS Form 990 each year as required by law in order to maintain the Corporation's tax-exempt status as awarded to organizations who receive Not-for-Profit benefits as a 501 (c) (3) Public Charity.

Section 5.5. Vice-President. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as the bylaws may require or the Board of Directors may prescribe.

Section 5.6. Secretary. The Secretary, or an individual appointed by the Secretary, shall have custody and care of the corporate seal, records, minutes and books of the corporation, and keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and all standing committees established as prescribed in the bylaws.

5.6.1. When required, the secretary shall attend to the giving and serving of all notices of the Corporation.

5.6.2. Shall file and take charge of all papers and documents belonging to the Corporation.

5.6.3. Keep the Corporation's 1023 application and the three most recent Form 990's available for public inspection at all times.

5.6.4. Notify the IRS should the Corporation change its name or request an updated determination letter listing the new name.

5.6.5. Provide donors written acknowledgement of their gift and its amount as prescribed by IRS regulations.

5.6.6. Shall perform such other duties as the bylaws may require or the Board of Directors may prescribe.

5.6.7. Should the Secretary appoint an individual as provided above to perform these duties, the Secretary retains the responsibility for execution of all the duties herein prescribed.

Section 5.7. Treasurer. The Treasurer, or an individual appointed by the Treasurer, shall keep, or cause to be kept, correct and complete records of account, showing accurately at all times the financial condition of the Corporation.

5.7.1. Must file the IRS Form 990 each year as required by law in order to maintain the Corporation's tax-exempt status as awarded to organizations who receive Not-for-Profit benefits as a 501 (c) (3) Public Charity.

5.7.2. Shall keep books, records, and all required State forms detailing all financial activities.

5.7.3. Shall be responsible for of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation.

5.7.4. Shall expeditiously deposit all funds of the Corporation coming into his hands in some reliable bank or other depository designated by the Board of Directors and shall keep such bank account in the name of the Corporation.

5.7.5. Shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation.

5.7.6. Shall perform such other duties as the bylaws may require or the Board of Directors may prescribe.

5.7.7. May be required to furnish bond in such amount as may be determined by the Board of Directors.

5.7.8. Should the Treasurer appoint an individual as provided above to perform these duties, the Treasurer retains the responsibility for execution of all the duties herein prescribed.

Section 5.8. Delegation of Authority. In the case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any Director, for the time being, provided a majority of the entire Board of Directors concurs.

Section 5.9. Execution of Documents. Unless otherwise provided by resolution of the Board of Directors, all contracts and other instruments in writing and legal documents shall be signed by the President or Vice-President, together with the Secretary.

ARTICLE VI: Corporate Books

Section 6.1. Place of Keeping, in General. Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation of the Corporation or by these bylaws, the books and records of

the Corporation may be kept at such place or places within the State of Indiana, as the Board of Directors may from time to time by resolution determine.

Section 6.2. Membership Register. The membership register shall be maintained by the Secretary of the Corporation and shall be kept at the principal office of the Corporation in the State of Indiana or at such other place or places within the State of Indiana as the Board of Directors may from time to time, by resolution determine.

ARTICLE VII: Committees

Section 7.1. The Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

7.1.1. The Executive Committee shall have the power to act for the Corporation between the Board of Directors' meetings on all matters except those specifically reserved to the Board of Directors by these By-Laws.

7.1.2. Minutes of the Executive Committee meetings shall be made available to the Board of Directors in writing prior to the next Board meeting.

7.1.3. The President may appoint such other committees as may be desired or required from time to time to facilitate the business of the Corporation. The term of such committees shall cease on the date of the Annual Meeting.

7.1.4. The President shall be a member ex-officio with a vote on all committees.

ARTICLE VIII: Electronic Means

Section 8.1. Electronic Means. The Board of Directors, Executive Committee and the Corporation itself may utilize any and all electronic means to carry out the purposes of this Corporation, unless expressly prohibited by Not-for-Profit Corporate Law.

ARTICLE IX: Parliamentary Authority

Section 9.1. Parliamentary Authority. The most current edition of "Roberts' Rules of Order" shall be the Parliamentary Authority in all matters or procedures not specifically covered by these By-Laws and to the extent not inconsistent with applicable statutory authority, including but not limited to the Indiana Not for Profit Corporation Law.

ARTICLE X: Amendments

Section 10.1. Amendments. The power to make, alter, amend or repeal the bylaws is vested in the membership of the Corporation.

10.1.1. The bylaws may be amended at any Annual or Special Meeting for that purpose by a two-thirds (2/3) vote of those members present.

10.1.2. Notice of proposed changes must be given by any legally acceptable means at least thirty (30) days in advance of the meeting.

ARTICLE XI: Indemnification

Section 1.1. The Corporation shall indemnify each member of its Board of Directors and each of its Officers as established in these bylaws and each member or alternate of a committee and each person serving at the request of the Corporation as a Director, Officer or member, of another corporation partnership, joint venture, trust, employee benefit plan, or other enterprise for the defense of civil or criminal actions or proceedings that are a result of the member's efforts on behalf of the Corporation.