

WEST END HIGH SCHOOL ALUMNI ASSOCIATION

Nashville, Tennessee

BYLAWS

ARTICLE I

Organization

The name of this organization is the West End High School Alumni Association (herein after referred to as the Association.) The Association is located in Nashville-Davidson County, Tennessee, USA.

ARTICLE II

Purposes

1. The Association is a non-profit, 501(c)3 corporation whose primary purpose is to conduct alumni activities typically associated with graduates from an institution of learning. Included is the fostering of mutual support among the Alumni of West End High School and others who wish to associate by communicating and through attendance at various gatherings. In addition, the Association may establish a means of support to members.
2. Other Specific Purposes:
 - a. To continue the preservation of the school physical facility and grounds;
 - b. To foster mutual support and appreciation among the Alumni of West End High School and West End Middle School, Nashville, Tennessee by working with the faculty, students and other interested parties;
3. The Board may act to undertake any other matter they determine to be in the interest of the Association and its members.

ARTICLE III

Membership

All Alumni (graduates and attendees) of West End High School are members of the West End High School Alumni Association. There is no formal application for membership, no dues structure, and voting privileges are extended to all alumni. Any member may request in writing that their personal information may not be shared with others. Non-voting memberships are available to friends of the school. Not having formal membership does not preclude an individual from participating in any or all alumni activities.

ARTICLE IV

Board of Directors

1. The Board of Directors (herein after referred to as the Board) shall consist of seven (7) positions elected by the members of the Association for two- year terms as specified in Article VI. The officers will be selected by the members of the Board from among their midst, for one -year terms, at the first meeting of the Board after the Biennial Meeting (which will take place within thirty (30) days) and again at a subsequent meeting that takes place one year after the Biennial Meeting.
2. There will be four officers: the President, the Vice-President, the Secretary, and the Treasurer.
3. The Board will meet as needed, but no less than four (4) times per year, to handle the business and organizational requirements of the Association
4. The Board, at its discretion, may confer honorary titles to deserving members of the Association.
5. The Board may appoint committees of members as may be necessary to carry out the purposes of the Association.
6. No action may be taken by the Board unless a quorum is present. A quorum consists of four (4) members.

ARTICLE V

Duties of the Officers and Members of the Board

President: The President shall be the principal executive officer of the Association and subject to the control of the Board. He/she shall, in general, supervise the business and affairs of the Association. He/she shall preside over all Regular Meetings, Special Meetings and the Biennial Meetings. The President shall have authority to sign checks in the unavailability of the Treasurer. Any expenditure exceeding One Hundred Dollars (\$100.00) must be authorized by a majority vote of the Board. The President shall have the authority to make decisions necessary to the day-to-day running of the Association, however, all matters of importance and significance will be presented to the Board for discussion and action, as necessary. The President and Treasurer shall be jointly responsible for producing the annual financial report and filing for the Association any required financial documents to government agencies.

Vice President: The Vice President shall coordinate alumni activities and responsibilities with the President. The Vice President shall keep the president informed on a regular basis and report any information critical to the welfare of the Association. The Vice President shall perform such duties as shall be assigned by the President from time to time. The Vice President shall preside in the absence of the President and shall fill out the remainder of the President's term should the President be unable to continue the duties of that position.

Secretary: The Secretary shall have the primary responsibility for the Association's communications. The Secretary shall keep all records, including minutes of all meetings, and records of Association members including such data elements as may be approved by the Board. The Secretary prepares for all meetings and is responsible for the posting of a notice on the web site of all Regular, Special and Biennial Meetings to members. In addition, the Secretary shall see that the agenda for all meetings shall, prior to the meeting, be posted on the web site. A draft copy of the minutes of any meeting will be forwarded by the Secretary to all members of the Board for comments. The final copy of the minutes of any meeting will be approved by a majority vote of the Board at its next meeting and posted soon thereafter to the Association's web site. The Secretary shall perform such other duties as from time to time that may be assigned by the President.

Treasurer: The Treasurer shall keep all funds deposited on behalf of the Association. The Treasurer shall have the responsibility to sign checks, keep receipts and prepare an accounting report for each meeting of the Board other than Special Meetings and be responsible for posting these reports on the Association's web site. The business year shall begin January 1 each year and conclude the following December 31. The Treasurer and President shall jointly produce the Annual Reports to be posted on the web site and any required financial documents to government agencies. The Treasurer shall also be responsible for managing funds raised by the Association in support of the purposes stated in these bylaws. The Treasurer shall perform such duties as from time to time may be assigned by the President. The authority to sign checks is limited to One Hundred Dollars (\$100.00) without Board approval.

ARTICLE VI

Election to the Board of Directors

The election for the Board shall be conducted at the Biennial Meetings and all seven positions will be voted on by the Members of the Association. All candidates must be Association members and be available to actively serve.

- The election for positions on the Board of Directors will be administered by the Nominating Committee members who are not running for election to the Board. Their activities shall include:
 - Approximately two months before the Biennial Meeting, a message shall be sent to all members of the Association notifying them of the meeting and requesting candidates for the Board.
 - Included in that message will be an e-mail address and a mailing address for potential candidates to respond with a statement of their candidacy and their pertinent personal information. All candidates must be Association members who are eligible to vote and be available to serve.
 - Approximately one month before the Biennial Meeting another message will be sent to all members of the Association. Included will be the pertinent personal information of the candidates for the Board, a form that the members may fill out and return to the Nominating Committee as a proxy, and instructions outlining the procedure to be followed for the voting. The form will have at least as many candidates as there are Board positions open, plus a place for Association members to write in candidates not identified on the form.
 - At the Biennial Meeting all ballots and proxies received at or before that meeting will be turned in to the members of the Nominating Committee, who will count the votes and announce the results as soon as possible.
- Voting shall be by either paper or electronic ballot as determined by the Board.
- Members of the Association shall be entitled to cast one vote for each of the available positions and may not cast any more than one vote for any one candidate.

ARTICLE VII

Removal and Replacement

A member of the Board of Directors may be removed for repeated lack of attendance and/or failure to perform duties as outlined in these Bylaws.

Three Board members shall present the question of removal to the Board at the next Regular or Special Meeting and removal shall occur upon the affirmative vote of four (4) Board members.

In the event of a removal or resignation of a Board member, necessitating a replacement, such a vacancy may be filled for the unexpired term of the position by the vote of the majority of the remaining members of the Board.

ARTICLE VIII

Meetings

Board of Directors Meetings

The meetings of the Board shall consist of meetings held as specified in Article IV or called by the President and special meetings called by the President or three Board members because of the need for immediate action on a specific announced agenda which is time sensitive. A quorum of four (4) members is required for all meetings.

All meetings of the board shall be open to all Association members who may offer comments regarding issues under discussion and offer items for the agenda. The Board may adjourn a meeting and reconvene in executive session to discuss personal matters, litigation in which the Association is involved or may become involved, and matters of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session. No action may be taken in Executive Session; all votes must be recorded in Open Session.

Biennial Meeting

The Biennial meeting shall be held every other year concurrent with the All Class Reunion (Homecoming), if possible, and shall be announced by the Board to all members.

At all meetings of the Association and/or the Board, Roberts Rules of Order (latest edition) shall govern when not in conflict with these Bylaws or the Articles of Incorporation.

ARTICLE IX

Compensation and Prohibited Activity

Compensation: No member of the Association shall be compensated for their service, except that the Board may engage an Association member to provide professional services, limited to legal, website or accounting services. No member of the Board shall be compensated for their service.

Prohibited Activity: The Association shall not participate in political campaigns and its members shall not participate in political campaigns except as private individuals. The Association shall not engage in lobbying not related to the purpose established in these Bylaws.

ARTICLE X

Amendments to the Bylaws

The Bylaws or any part thereof may be amended or repealed by a majority vote of the members present at the Biennial meeting; except no amendment may be contrary to the general mission of maintaining a not for profit corporation supporting West End School. Amendments proposed by the Board shall be transmitted to the members in the package which contains the information concerning the election of Board members (as outlined in Article VI,) at approximately one month prior to the Biennial Meeting. Proposed amendments may also be presented by members from the floor at the Biennial meeting.

Members of the Association shall have the right to protest an action approved by the Board, by petition, signed by at least thirty-five (35) members, and present the petition to the Board at the next meeting. If the issue is not resolved a referendum shall be held within 30 days after the meeting at which the petition was received. The ballot shall state the action and request a yes or no vote, with a majority of votes received in response, from Association members, determining if the action shall remain in force.

ARTICLE XI

Web Site

A web site and Facebook page is established in the name of the Association. The sites are owned by, and their operating procedures controlled by the Board. Notice of meetings, financial reports, minutes of meetings, and other business conducted by the Board on behalf of the Association, and other information of interest to the members, shall be posted on the web site and Facebook page.

ARTICLE XII

Communications from the Board to Association Members

The primary means of written communications from the Association to its members will be via e-mail. If a member requests that he/she receive their communications via a paper copy sent through the U.S. Post Office mail, they may do so. In that event, the Board may impose a nominal bi-annual charge to cover the costs of materials, printing, and mailing such communications.

ARTICLE XIII

Dissolution

To effect dissolution of this Association, these By-Laws must be rescinded by a two-thirds (2/3) vote of the responding members after thirty (30) day notice has been sent to the membership list. The property and assets of the Association are irrevocably dedicated to supporting the purposes set out in these bylaws and no part of net income or assets shall inure to the benefit of any members or any private person.

Upon dissolution of this organization, any remaining assets after all expenses are paid or provision has been made to assure payment of all debts and liabilities, shall be distributed to a local non-profit organization.

The execution date of these By-Laws is February 28, 2017, the date of the close of the referendum by the alumni and the date of the Board approval of the vote in the referendum.

Board of Directors

_____ President

_____ Vice President

_____ Secretary

_____ Treasurer

_____ Member At Large

_____ Member At Large

_____ Member At Large