

Vale High School Alumni Association Bylaws, updated 2016

Article I Organization

The name of the organization shall be VALE HIGH SCHOOL ALUMNI ASSOCIATION

Article II Purposes

- To enhance post high school educational opportunities for those individuals graduating from Vale High School by collecting monies to award as scholarships by the organization;
- To develop fellowship among former students, teachers and friends of Vale High School;
- To promote camaraderie and lasting connections between fellow alumni, teachers and friends of Vale High School;
- To plan and direct member reunion events including participation in the annual fall Homecoming at Vale High School; and
- To help individual Vale High School graduating classes with class reunions including establishing and making available to class representatives a data base of alumni.

Article III Membership

Regular Membership. Membership in this organization shall be open to all who attended Vale High School, for any length of time, and who pay membership dues.

Associate Membership in this organization shall be open to any teacher who taught at Vale High School, and “friends” of Vale High School with the payment of associate membership dues. Associate members cannot hold office and do not hold the right to vote as members but are encouraged to participate otherwise in executive and membership meetings.

Article IV Meetings

1. The **Annual Membership Meeting** of this organization shall be held between May 1 and September 30 of each year.
2. The secretary shall arrange to notify every member in good standing at the preferred contact address indicated in the membership roll of this organization for the time and place of the annual meeting.
3. **Regular Meetings** of this organization shall be held in Vale, Oregon.
4. The members present shall constitute a quorum to conduct the business of this organization.
5. The President shall call **Special Meetings** of this organization when the President deems it to be the best interest of the organization. Notices of such meeting shall be made to all members at their preferred contact address as indicated in the membership roll book at least fourteen (14) days before the scheduled date set for such special meeting. Such notice shall state the reasons that the special meeting has been called, the business to be transacted at the special meeting.
6. At the request of the majority (more than 50%) of the members of the Board of Directors or 15 members of the organization, the President shall cause a special meeting to be called. Such a request must be made in writing at least ten (10) days before the requested scheduled date.
7. No other business but that specified in the notice may be transacted at such a special meeting without the unanimous consent of everyone present at such a meeting.

Article V Voting

1. At all meetings, except for the election of directors, all membership votes shall be oral. For the election of directors, ballots shall be provided to the members present in a discreet manner so that votes shall be confidential.
2. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of directors.
3. When votes are cast by membership ballot, the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of 3 whom shall act as “Inspectors of Election” and who shall, at the conclusion of such balloting, certify the results of the election. The results shall be included in the minute book to the minutes of that meeting.
4. No “Inspector of Election” shall be a candidate for office.

Article VI
Order of Business

1. Call to Order.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournment.

Article VII
Board of Directors

1. A Board of Directors consisting of at least five (5) elected members shall manage the business of this organization.
2. The officers of the organization shall be chosen from the Board of Directors at an organizational meeting to be conducted within 60 days after the election. At this meeting committee chairs shall be named and the time and place of the next meeting shall be set.
3. The directors shall be elected at the annual meeting of this organization and shall serve for a term of 3 years. The board will be staggered.
4. The Board of Directors shall accomplish the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chair after due notice to all the directors of such meeting.
5. Board of Directors meetings may be held in person, by phone or via internet connection.
6. Three members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held prior to the Annual Meeting which may be held on the same date. Further meetings may be held, as determined by the Chair, or as called for by a majority of the Board of Directors.
7. Each director present at the meeting shall have one vote.
8. The Board of Directors may make rules and regulations covering its meetings as it may in its discretion determine necessary.
9. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

10. The Board of Directors shall select from one of the members a Chair, a Vice Chair, a Secretary, and a Treasurer. These Officers shall be elected every year.
11. The Chair of the Board of Directors shall serve as President of the organization
12. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. Counsel may represent a director upon any hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

Article VIII Officers

The officers of the organization shall be as follows

1. President (Chair of the Board of Directors)
 2. Vice Chair
 3. Secretary
 4. Treasurer
1. The President (assumes this position by virtue of being Chair of the Board of Directors) shall:
 - a. Preside at all general membership meetings.
 - b. Present at each annual meeting of the organization an annual report of the work of the organization.
 - c. Appoint all committee chairs, standing or temporary.
 - d. See that all books, reports, and certificates required by law are properly kept or filed.
 - e. Be one of the officers who may sign the checks or drafts of the organization.
 - f. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.
 2. The Vice Chair shall, in the event of the absence or inability of the President to exercise this office, become acting President of the organization with all the rights, privileges and powers as if he/she had been the duly elected president.
 3. The Secretary shall keep the minutes and records of the organization in appropriate books, and shall:
 - a. File any certificate required by any statute, federal or state.
 - b. Give and serve all notices to members of this organization
 - c. Be the official custodial of the records of this organization.

- d. Be one of the officers who may be required to sign the checks and drafts of the organization.
 - e. Present to the membership at any meetings any communication addressed to the Secretary of the organization.
 - f. Submit to the Board of Directors any communications, which shall be addressed to the Secretary of the organization.
 - g. Attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
4. The Treasurer shall have the care and custody of all monies belonging to the organization, and :
- a. Shall cause to be deposited in a regular business bank or trust company all monies (a sum not exceeding \$1,000,000) except that the Board of Directors may direct such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.
 - b. Must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
 - c. Shall strictly account for all receipts and disperse funds only by check after receipt of a billing or invoice.
 - d. Shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
 - e. Shall exercise all duties incident to the office of Treasurer.
5. Compensation: No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

Article IX Committees

The Board of Directors shall appoint all committees of this organization and their term of office shall be for a period of one year or as noted below. Any committee member may be reappointed, subject to the member's concurrence. The four standing committee chairs are members of the Board of Directors.

The standing committees shall be:

1. Reunions. This committee shall stage the annual all class reunion.
2. Nominations. This committee shall recruit volunteer members to serve on the Board of Directors and staff the various committee vacancies.
3. Publicity and Data Base. This committee shall be responsible for publishing a Newsletter periodically, maintaining a data base of alumni names that will be available for distributing the information of interest to the members, and making the data base information available for individual class reunions.
4. Scholarship. This committee shall administer the Vale Alumni Scholarship Fund to deserving graduates.
 - a. The committee shall consist of 3 members.
 - b. The committee shall meet at least twice per year, once in July and once in the winter.
 - c. The Committee Treasurer will receive and acknowledge donations, invest the funds at the direction of the committee, disburse scholarships, and pay any other bills.
 - d. Scholarship funds may be invested in conservative private investments, and the scholarship committee will have final say on the investment of such funds.
 - e. The Committee Treasurer will prepare a financial statement for each Committee meeting. This statement shall be a complete accounting of monies received, and earnings on investments and disbursements.
 - f. Any graduating senior from Vale High School is eligible to receive scholarship funds for any accredited two or four year college or university, or accredited trade school.
 - g. Selection criteria to receive funds shall include but not be limited to: GPA, community and school support, and integrity.
 - h. The Scholarship Committee will determine the number of scholarships and its monetary value. However, the Committee is required to disburse, at a minimum, interest gained from the fund from the previous year.
 - i. The Scholarship Committee may solicit donations to the scholarship fund, and may use up to 5% of annual donations for mailing and other marketing purposes.
 - j. No High School Staff are allowed on the Scholarship Committee because of pre-conceived ideas about applicants.

Article X Amendments

These Bylaws may be altered, amended or repealed, and any bylaws may be adopted by a vote of 3 of 5 Directors present at any regular or special meeting of the Board of Directors, provided that at least ten (10) days' written notice shall have been given to each Director of an intention to alter, amend or repeal or adopt any bylaws at such meeting.

Article XI
Dissolution Clause

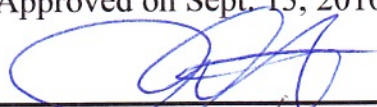
In the event that the Vale High School Alumni Association is dissolved as an organization, the following contingencies shall be enacted:

1. Assets of the association shall be directed to the Oregon Community Foundation for use as a Scholarship Fund to graduates of Vale High School.
2. The Board of Directors may dissolve the Association by a unanimous resolution, adopted by 5 of 5 Directors in office after at least thirty (30) days written notice of any Director's intention to introduce such a resolution. Such dissolution shall in no way personally benefit any member, Director or Officer of the Association.

Conflict of Interest Policy Approved 8-21-2013

We, the Directors of the Vale High School Alumni Association, resolve that no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The Directors who knows of a possible conflict are expected to make inquiry if such conflict appears to exist, and the board member has not made it known.

Approved on Sept. 13, 2016 in Vale, Oregon:



James Hutchens, President and Chair



Cynthia Christy, Secretary