

**BYLAWS OF
THE ORANGE ALUMNI ASSOCIATION**

ARTICLE I: NAME

The name of the Association shall be the Orange Alumni Association.

ARTICLE II: ARTICLES OF ORGANIZATION

The Association exists as an unincorporated association of its members.

ARTICLE III: OBJECTIVES

Section 1. The objectives of the Association are to benefit the Orange Schools, its students and graduates in the following ways:

- A. To promote their good name, image, and well being.
- B. To further the educational processes and services.
- C. To develop a spirit of cooperation.

Section 2. The objectives of this Association are promoted through an educational, social, and service-oriented program directed toward the Orange Schools, its students and graduates; are developed through the institution of projects and programs and are governed and qualified by the basic policies set forth in Article IV.

ARTICLE IV: BASIC POLICIES

The following are basic policies of the Association:

- A. The Association shall be noncommercial, nonsectarian, nonpolitical and nonprofit.
- B. The name of the Association or names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Association.
- C. The Association shall cooperate with and assist organizations or graduates of Orange High School which may be planning reunions or other functions to which all the members of a particular graduating class are invited.
- D. The Association shall cooperate with the Orange Schools to support the improvement of education in ways that will not interfere with the administration of the school and shall not seek to control their policies.

- E. The Association will provide, as funds permit, a scholarship benefit for Current year graduates of Orange High School, Pepper Pike, OH. The Association will be responsible for appointing a selection committee that will determine the award winners, setting the eligibility requirements and developing and making available the application form.
- F. The Association will provide for and organize all awards and activities for the Alumni Hall of Fame, Staff Hall of Fame and Athletic Hall of Fame. The Association will be responsible for appointing a selection committee that will determine the award winners, setting the eligibility requirements and developing and making available the application form.
- G. The Association will endeavor to investigate ways that it can serve its members within the guidelines set forth in Article III.
- H. No part of Association funds shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

ARTICLE V: MEMBERSHIP AND DUES

Section 1.

Any individual who has graduated from Orange High School, or having attended Orange High School, his or her class having so graduated, may become a member of this Association. Additionally, eligibility for membership may include past or present school staff members, or honorary members that are so designated by the Executive Board.

Section 2.

The Association shall have a continuous enrollment period for membership. Eligible individuals may join at any time by meeting the qualifications and requirements set forth in this article.

Section 3.

The privilege of holding office, serving on committees, introducing motions, debating and voting, shall be limited to members of the Association whose dues are paid up to date.

Section 4.

Membership in the Association shall be on an individual basis. Membership may be obtained on an annual or lifetime basis at a rate to be determined by the Executive Board.

ARTICLE VI: OFFICERS AND THEIR ELECTION

Section 1.

- A. The officers of this Association shall be: president, vice president, recording secretary, corresponding secretary and treasurer.
- B. The officers shall be elected annually at the Association's annual meeting normally held in October or November, preceding the fiscal year in which the elected officers shall serve. The officers will be elected from the list of those nominated, as set forth. The nominee for each office receiving the plurality of the votes of those members present and voting at said annual meeting shall be deemed elected to the office.
- C. Officers shall assume their official duties on January 1 of the next fiscal year following their election and shall serve for a term of one year and/or until their successors are elected. The last Executive Board meeting each year shall be a joint meeting of the newly elected officers and the retiring board at which time each retiring board member shall turn over all pertinent information to the new board member.

Section 2.

- A. There shall be a nominating committee consisting of not less than three (3) members, chosen by the president by August 31.
- B. The nominating committee shall select one nominee for each office to be filled.
- C. Following the report of the nominating committee, nominations shall be called from the floor. Only the members who have previously consented to serve in an office if elected shall be placed in nomination from the floor.
- D. The nominees for president shall have served at least one term on the Executive Board with the exception of the first president of the Association.

Section 3.

A vacancy in any elective position shall be filled for the unexpired term by a member elected by a majority vote of the remaining members of the Executive Board. Notice of the election shall be given at least four (4) days prior to the meeting. In case of a vacancy in the office of president, the office will be automatically filled by the vice president.

ARTICLE VII: DUTIES OF OFFICERS

The president shall preside at all meetings of the Association and of the Executive Board, shall perform such other duties as may be prescribed in these bylaws or assigned to him/her by the Association or by the Executive Board, and shall coordinate the work of the officers and committees in order that the objectives may be promoted. The president shall appoint all committee chairpersons prior to the annual meeting preceding the fiscal year in which these committee chairpersons will serve.

Section 2. The vice president shall act as an aide to the president and shall perform the duties of the president in absence or inability of that officer to serve.

Section 3. The recording secretary shall record the minutes of all meetings of the Association and of the Executive Board and shall perform such other duties as may be delegated to him or her by the president.

Section 4. The corresponding secretary shall conduct and keep a record of all correspondence of the Association and shall inform all members of meetings and other Association functions.

Section 5. The treasurer shall periodically review and summarize the recorded receipts and expenditures of the Association and prepare financial statements for presentation at every Association meeting and at other times when requested by the Executive Board. In addition the treasurer shall prepare a complete annual report at the close of the fiscal year and a budget for the coming year to be presented at the January Executive Board meeting. The treasurer shall also perform such other duties as the Executive Board may request.

Section 6. All officers and committee chairpersons shall:

- A. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.
- B. Be subject to recall by a majority vote of the Executive Board if these duties are not performed.
- C. Deliver to their successors all official material within the ten (10) days following the meeting at which the successors assume their office (or: at the close of the fiscal year).
- D. Be removed from their positions if absent for three (3) consecutive regular or board meetings unless there is justifiable cause for such absence.

ARTICLE VIII: EXECUTIVE BOARD

Section 1.

The Executive Board shall consist of the officers of the Association, the chairperson of each of the permanent committees and the past presidents of the Association. The members of the Executive Board shall serve until their successors are elected and/or appointed and assume office.

Section 2. The duties of the Executive Board shall be:

- A. To transact necessary business in the intervals between Association meetings and such other business as may be referred to it by the Association.
- B. To present a report at the regular meetings of the Association.
- C. To fill vacancies in elective positions.
- D. To appoint individuals to handle the ongoing and recurring work of the Alumni Office, including the receipt and deposit of dues and other monies collected by the Association, the issuance of checks in payment of expenses incurred by the Association and authorized by the Executive Board, and keep a complete and accurate record of these transactions for approval by the Executive Board.
- E. To appoint an audit committee consisting of one to three members no later than the annual meeting to audit the financial records of the Association for the current year. The audit committee shall present its report as soon as possible after the close of the fiscal year end.

ARTICLE IX: MEETINGS

- A. The time and frequency of regular meetings of this Association shall be decided by the Executive Board. A minimum of one General Membership meeting will be held each year to coincide with the Annual Meeting.
- B. A minimum of four (4) Executive Board meetings will be held each year. The time and frequency the Executive Board meetings shall be decided by the Executive Board at its first meeting of the fiscal year.
- C. Attendance by five (5) Executive Board members, three of whom must be elected officers, constitutes a quorum for Executive Board meetings.
- D. Special meetings of the Association or the Executive Board may be called by the president.
- E. Notice of all regular meetings of the Association shall be given to the membership at least two weeks before each meeting.

ARTICLE X: COMMITTEES

Section 1.

There shall be eight (8) permanent committees: alumni day, athletic, auditing, newsletter, mailing, membership, memorabilia, and ways and means. The chairperson of each of the permanent committees shall be appointed by the president.

Section 2.

Special committees may be created and members appointed by the Executive Board.

Section 3.

The president shall be an ex-officio member of all committees except the nominating committee.

Section 4.

If between Executive Board meetings, a committee chairperson considers Executive Board actions to be necessary for his or her committee's needs or purpose, the committee chairperson should consult with the president to discuss the calling of a special meeting of the Executive Board.

ARTICLE XI: FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and end on the following December 31.

ARTICLE XII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are applicable.

ARTICLE XIII: AMENDMENTS

Section 1.

These bylaws may be amended at any regular meeting of the Association by a two thirds (2/3) vote of the members present and voting provided that notice of the proposed amendment shall have been given at the previous meeting.

Section 2.

These bylaws shall be reviewed for possible revision every three (3) years by the Executive Board.

Section 3.

A committee may be appointed by the president to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a meeting of the Association, or by a two-thirds (2/3) vote of the Executive Board. The requirements for adoption of a revised set of by laws are the same as in the case of amendment.

ARTICLE XIV: PUBLICATION

Section 1.

The Association shall publish a newsletter. The frequency of publication of the newsletter shall be determined by the Executive Board.

Section 2.

The newsletter shall be sent out to all dues paying members of the Association, or as directed by a majority of the Executive Board.

Section 3.

Separate flyers dealing with Association activities may be sent to members.

ARTICLE XV: DISSOLUTION

Upon dissolution of this Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the Federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county **in** which the principal office of the Association is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Staci Vincent, President Date

Robert Bensen, Vice President, Date