

**BYLAWS OF**  
**THE A.J. MOORE HIGH SCHOOL ALUMNI ASSOCIATION**

**ARTICLE I**

**Name**

1.01 Name           The name of the Corporation is A.J. Moore High School Alumni Association.

**ARTICLE II**

**Membership**

2.01 All individuals, who attended or graduated from A. J. Moore High School, Waco, Texas, or descendants of such individuals are eligible for membership in the Corporation. Members who have attended reunions within past six years shall have their names entered into a directory for newsletter and other correspondence. These members will be considered active and included in the active population of voting members. Any member may become active by contacting the Association and updating their information for inclusion in the directory.

**ARTICLE III**

3.01 General Powers       The property and affairs of the Corporation shall be managed and controlled by the Board of Directors (the "Board") which includes Officers and Directors.

3.02 Number and Term     The number of Directors shall be twelve (12), including each officer and four additional Directors, such number may be increased or decreased by an amendment of these Bylaws but shall never be less than seven (7). Directors shall serve terms of 3 years each with a maximum of two terms (6 years), or until a successor is appointed, or until his or her earlier resignation, death, or removal. All terms of Directors shall commence at the first meeting of the new year. Terms of non-officer Directors shall be staggered so that one position expires each year.

3.03 Qualifications       All Directors shall be members of the Organization who are also residents of the state of Texas.

3.04 Annual Meeting       The annual meeting of this organization shall be held on the 2<sup>nd</sup> Friday of December (except when such day is a legal holiday. In that event, The Board of Directors shall fix the day, for a time not to exceed two (2) weeks from the date fixed by these By-Laws.

**3.05 Regular Meetings** Regular meetings of the Board of Directors shall be held 6 times each calendar year. At the discretion of the Board Chair, meetings may be held in person or through electronic means. Regular meetings open to the entire membership will take place monthly during the year of scheduled Reunions.

**3.06 Special and Emergency Meetings** (A) The President may call a special or emergency meeting when s/he deems it for the best interest of the organization. Notices of special meeting shall be mailed or emailed to all members at their addresses as they appear in the membership roll book, at least four (4) days before the scheduled date set for such special meeting.

Such notice shall state the reasons that such meeting had been called and the business to be transacted at such meeting and by whom it was called.

Emergency meetings called by the President are those which immediate action and attention is required of the Board and which due to the emergency make it impractical to give notice to the Board or membership.

(B) Special meetings shall also be called by the President at the request of sixty six (66%) percent of the members of the Board of Directors, or seventy five (75%) percent of the members of the organization, but such request must be made in writing at least ten (10) days before the requested schedule date.

(C) Excepting for unanimous consent, special meetings are limited to the business specified in the notice for said meeting.

**3.07 Notices:** Notices of regular meetings of the Board shall be given to each Director at least seven (7) days previously thereto by telephone, by written notice delivered personally or sent by mail, or electronically.

**3.08 Quorum** The presence of not less than one-half (50%) of the Directors shall constitute a quorum and shall be necessary to conduct business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws. The secretary shall cause a notice of such scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before setting forth shall be required at any adjourned and re-scheduled meeting. A majority of the Board of Directors present in person, by conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum for the transaction of business at any meeting of the Board.

**3.09 Proxy Voting** Voting by proxy is not allowed.

### 3.10 Committees

(A) The board may create committees as needed, such as various reunion committees, fundraising, lodging, public relations, data collection, etc. The President appoints all committee chairs. There shall be three standing committees of the Corporation as follows:

(B) Executive Committee: Four officers shall serve as the members of the Executive Committee – President, Executive Vice-President, Recording Secretary, and Treasurer. Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

(C) Finance Committee: The Treasurer or other designated Officer shall be the Chair of the Finance Committee which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans as appropriate, and the annual budget along with Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.

(D) Scholarship Committee shall have be responsible for oversight of the annual scholarships which may come from one or both of the two scholarship funds – The J. J. Wilson Scholarship Fund or the Waco Foundation Scholarship Fund and shall ensure the timely and fair disposition of scholarship funds. The Committee shall publicize and solicit applications and make decisions based on the applicants' responses. It is also the responsibility of the committee to distribute the scholarship(s) and follow up with recipients to ensure that the scholarship(s) awarded are received.

## ARTICLE IV

### Officers

4.01 Officers The officers of the corporation shall be President, Senior Vice President, Executive Vice President, Recording Secretary, Corresponding Secretary, Financial Secretary, Treasurer, and Parliamentarian.

#### 4.02 Powers and duties of the President

(a) Presides at all meetings of the Board of Directors, except when s/he is the subject of a personnel action by the Board. (b) Responsible to make sure that nonprofit officers are fulfilling their duties (c) Signature authority on all legal documents which may include corporate checks. (d) Strategic Planning: The President may participate in, or lead, short and long term planning for the organization. This includes developing programs to carry out the goals of the organization, and overseeing the implementation of these programs (e) Fundraising: oversees fund raising operations, and is also the organization's chief fundraiser: This involves acting as the primary spokesperson for the organization, recruiting donors, and attending fundraising functions f) Appoints members to standing and temporary committees; (g) Serves as an ex-officio member of all committees of the association; (h) Serves as a voting member in the event of a tie vote by the Board. The President of the nonprofit corporation has overall responsibility for all aspects of the corporation's business

#### 4.03 Powers and duties of the Senior Vice President

(a) Serves as chief deputy to the President in conducting the affairs of the Association; (b) Serves as presiding officer in the absence of the President; (c) Appoints one member to the Finance Committee; (d) serves on the Permanent Committee on Community Relations; (e) serves as a voting member of the Executive Board.

#### 4.04 Powers and duties of the Executive Vice-President

(a) Assumes the role of Senior Vice-President when the Senior Vice President is required to act as President; (b) Serves as President in the absence of the President and the Senior Vice President; (c) Shall be a member of the Finance Committee; (d) Shall be the third signatory on all checking, savings and other financial accounts maintained by the Association; (e) Serves as a voting member of the Executive Committee

#### 4.05 Powers and duties of Recording Secretary

(a) Assure preparation of accurate minutes of business meetings of the Association and the Board of Directors. (b) Store official documents in binders: certificate of incorporation, articles of incorporation, bylaws, and other important documents such as insurance, leases, contracts, etc. (c) In second binder keep: (1) the official listing of the board of directors, their names, addresses, phone numbers and emails, and details regarding each director including their date of election, term reappointments and resignations (2) the minutes of all meetings, categorized according to annual general meetings, Board meetings and committee meetings with copies of reports and additional information that was filed at the meeting. (d) Responsible for sending out meeting notices. (e) Responsible for all resolutions for the Association.

#### 4.06 Powers and duties of Corresponding Secretary

(a) The Corresponding Secretary shall conduct the general correspondence of the Association; keep a list of the general membership, Officers, Board of Directors, Chairmen of Standing Committees and Temporary Committees. (b) In addition, the Corresponding Secretary shall prepare the Alumni newsletter, help advertise events, design flyers, disseminate information and announcements, and promote attendance at events and luncheons by frequently sending out lists of those planning to attend, maintain the Association's social media pages, mail hard copies of the e-Newsletter to members who do not have access to e-mail. Help prepare event programs.

#### 4.07 Power and duties of Financial Secretary

(a) Give a receipt for all monies received for the Alumni Association and remit at once to the Treasurer or deposit immediately in a bank approved by the executive board. Give a copy of the deposit slip to the Treasurer. (b) Keep an accurate record of all receipts and payment authorizations for the Treasurer's financial records. (c) Assist with payment authorizations as approved by the Board or Executive Committee (d) Prepare and present a Financial Secretary's Report at Board, alumni association meetings, and other times when requested by the Association. The report must include an accurate record of all receipts, deposits, and any authorizations for payment. (e) Turn over or report all funds deposited to the Treasurer and include totals in the Annual Financial Report. (f) Perform such other duties as may be delegated to the Financial Secretary by the President or Treasurer.

#### 4.08 Power and duties of Treasurer

(a) The Treasurer shall be an executive and voting member of the Board of Directors of the Association and appointed in a manner consistent with the bylaws. He/she is accountable to the Board for the fulfillment of his/her duties and responsibilities (b) The Treasurer, as other Board members, has no authority to direct staff or take independent action on matters outside of the duties outlined unless given such authority by the Board (c) His/her principle duties are to: • Oversee the development of financial policies and their review by the Board • Assist in the preparation of the annual budget and its presentation to the board for review • Ensure that the appropriate monthly or quarterly financial statements are reviewed by the board • Ensure that the board regularly monitors the organization's financial performance and alerts it to any important discrepancies between planned and actual figures • Ensure that the organization maintains the appropriate financial books and records and that these are accurate and up-to-date • Ensure that government tax filings and remittances are submitted on a timely basis • Ensure that all financial obligations and liabilities of the Alumni Association are settled in a timely manner • Serve as a co-signer of checks with at least one other signing officer (d) • Ensure that excess funds and reserves are properly held and invested • Verify that donations are handled appropriately. (e) Serve as member of the Standing Financial Committee

#### 4.09 Powers and duties of Parliamentarian

The primary duty of the Corporation's parliamentarian shall be to advise the presiding officer on questions of parliamentary law and matters of procedure. He/she shall see that all meetings are conducted in accordance with Robert's Rules of Order (Revised); shall appoint Sergeants-at-arms as needed, shall chair the committee on physical security for special events – including biennial reunions, and shall serve as a voting member of the Board of Directors.

### **ARTICLE V**

#### **Finances and Records**

1. 5.01 Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver an instrument in the name of or on behalf of the Corporation such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee, has any power or authority to bind the Corporation by any contractor engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount. No member, officer, or Director of this Corporation shall be personally liable for the debts or obligations of this whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of this Corporation of any nature.

5.02 Checks, Drafts, etc. The Board may authorize officers and employees to sign all checks, drafts, or orders for payment of money or other evidence of indebtedness issued in the name of the Corporation. All checks shall be signed (or countersigned) by Board Officers as designated in the bylaws.

5.03 Deposits All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, savings associations, credit unions, trust companies, or other depositories as the Board may approve.

5.04 Books and Records The corporation shall keep a correct and complete set of books and records of the activities of the Corporation, including minutes book which shall contain a copy of the Corporation's application for tax-exempt status; copies of the organization's IRS information and tax returns; and a copy of the Corporation's Articles of Incorporation, by laws, and amendments. The Corporation shall also keep correct minutes of the proceedings of the Board and committees having any of the authority of the board and shall keep at the registered office a record giving the names and addresses of the directors. Any Director or his/her agent or attorney may inspect all books and records of the Corporation for any proper purpose at any reasonable time. An internal audit and review of records shall take place upon each regime change.

**ARTICLE VI**

**Amendments**

These bylaws may be altered, amended, or repealed by the affirmative vote of at least 20 percent of the membership or 50 members (whichever is greater) at any annual or regular meeting, or at any special meeting, provided that written notice of the proposed addition, amendment or repeal shall have been given to each Director personally or by mail seven (7) working days before the meeting and provided further that there has been one reading of the proposed change at a prior regular or special meeting of the Board of Directors.

\_\_\_\_\_ Date: \_\_\_\_\_  
President

\_\_\_\_\_ Date \_\_\_\_\_  
Vice-President

\_\_\_\_\_ Date \_\_\_\_\_  
Secretary

\_\_\_\_\_ Date \_\_\_\_\_  
Treasurer