



Bylaws
of the
Taft High School
Alumni Association

Adopted December 1984
Amended December 16, 1999
Amended September 7, 2006

Article I – Name, Organization and Bylaws

Section 1. Name

The name of this Association (the “Association”) is the Taft High School Alumni Association. The Association was organized in December, 1984.

Section 2. Organization

The Association was organized to provide the means whereby alumni may continue the friendships developed while undergraduates at Taft High School and to provide improvements and services for Taft High School. The Association shall have the power to acquire real and personal property by purchase, gift, grant, devise or bequest and to hold, own, accept and dispose of the same for particular objects of the Association. The Association shall operate exclusively for charitable, educational and goodwill purposes.

Section 3. Bylaws

These Bylaws shall govern the Association and may not be altered, amended or repealed except as set forth in Article XIII below.

Article II – Members

Section 1. Membership

Subject to the provisions of Article II, Sections 3 and 4, any person may become a member of this Association by (a) filing an application for membership with the President of the Association; (b) paying to the Association all dues as required under Article II, Section 3; and (c) complying with all membership requirements as set forth from time to time by the Board of Directors.

Section 2. Dues

Each member shall pay dues to the Association at such times and such amounts as determined by the Board of Directors.

Section 3. Resignation

Any member may resign by filing a written resignation with the President of the Association.

Section 4. Reinstatement

Upon written request signed by a former member and filed with the President of the Association, the Board of Directors may reinstate such member to membership.

Article III – Meetings of Members

Section 1. Special Meetings

Special meetings of the members may be called by the President of the Association, by the Directors of the Association, or by members having one-third of the votes entitled to be cast at such a meeting.

Section 2. Place of Meeting

The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be Taft High School.

Section 3. Notice of Meetings

Written notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five (5) or more than forty (40) days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association, with postage prepaid.

Section 4. Quorum

The members holding six (6) votes which may be cast at any meeting of the Members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may

adjourn the meeting from time to time without further notice, other than announcement at the meeting. At any meeting of the members at which a quorum is present, a vote of the majority of the members at such meeting shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportionate vote is required by law or by these Bylaws.

Article IV – Board of Directors

Section 1. General Powers

The affairs of the Association shall be managed by the Board of Directors

Section 2. Number, Tenure and Qualifications

A. The number of Directors may be increased to not more than fifteen (15) and decreased to no fewer than five (5) from time to time. Each Director shall hold office for a two-year term and until his or her successor is elected and qualified. Directors need not be residents of Illinois. Each Director shall be a member in good standing of the Association.

B. Directors must attend a minimum of one (1) meeting per year, preferably the annual meeting, in order to remain a Director in good standing. If personal circumstances (e.g., family, medical emergencies) prevent a Director from attending at least one meeting per year, the Director must immediately submit to the Secretary a written explanation detailing the reason for the prolonged absence and an approximate date range of the absence.

C. If a Director fails to follow the procedures outlined in Article IV, Section 2, Paragraph B, the Director may be removed by the Board of Directors if it is deemed to be in the best interests of the Association, but the removal shall be without prejudice to the contract rights, if any, of the Director so removed.

Section 3. Vacancies

Any directorship to be filled by reason of a vacancy or an increase in the number of Directors may be filled by election at any regular meeting of the Board of Directors or at a special meeting of the Board of Directors called for that purpose. A Director elected to fill a vacancy shall serve until the next election.

Section 4. Regular Meetings

During each fiscal year of the Association, a minimum of two (2) regular meetings of the Board of Directors will be held. These may include the election of Officers of the Association and the transaction of such other business as may come before the Board. If there is a general meeting of members, the Board meeting shall be held without other notice than by these Bylaws at the same place as the meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 5. Special Meetings

Special meetings of the Board of Directors may be called by the President or by any two (2) Directors. The purpose of each special meeting shall be set forth in the written notice for such meeting. The person or persons authorized to call special meetings of the Board of Directors may fix any special meeting of the Board of Directors called by them.

Section 6. Notice

Meetings of the Board of Directors may be held at any time or place for any purpose without notice when all the Directors are present or shall waive notice of, or consent to, the holding of such meeting. A written notice of each special meeting of the Board of Directors, stating the place, date, hour and purpose of the meeting, shall be delivered personally, sent by U.S. mail, or by electronic mail, to each Director at his or her address as shown by the records of the Association at least five (5) days before the date of such meeting. Any Director may waive notice of any meeting of the Board of Directors, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any Director may participate and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other.

Section 7. Quorum

Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting of the Directors, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum of Directors shall be present. Any meeting of the Directors at which a quorum is present may also be adjourned by a vote of the majority of the Directors present for such time as may be necessary or convenient. At any such adjourned meeting, any business may be transacted which might have been transacted by a quorum of the Directors at the meeting as originally convened.

Section 8. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, or by these Bylaws.

Section 9. Compensation

Directors as such shall not receive any compensation for their services provided, however, that nothing contained in these Bylaws shall be construed to preclude any Director from serving the Association in any other capacity, and receiving compensation therefore.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if the consent in writing, setting forth the action so taken, is confirmed by a majority of the Directors.

Section 11. Affiliations

The Board of Directors shall not solicit within the Association for business ventures, organizational campaigns, or political or religious causes, outside the Association, nor accept on behalf of the Association any contribution, gift, bequest or devise with the express or implied purpose of supporting such causes.

Article V – Honorary and Advisory Directors

Section 1. Designation

The Board of Directors shall have the power to appoint such persons as they shall determine to act as Advisory or Honorary Directors of the Association.

Section 2. Term

Advisory Directors and Honorary Directors shall serve for such term as the Board of Directors shall determine.

Section 3. Duties and Rights

The Board of Directors and the Officers of the Association may consult with and seek the advice of Advisory Directors and Honorary Directors with respect to any of the affairs of the Association. The Advisory Directors and Honorary Directors shall not have the right to vote on any matter.

Section 4. Meetings

The Board of Directors may invite any Advisory Director or Honorary Director to attend any meeting of the Board of Directors.

Article VI – Officers

Section 1. General

The Officers of the Association shall consist of a President, a Vice-President, a Treasurer, a Secretary and such other Officers (including additional Vice-Presidents) as may be elected in accordance with this Article. Any two (2) offices may be held by the same person, except the offices of President and Secretary. These specifically must be held by two (2) separate people.

Section 2. Election and Tenure

The Officers shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is

convenient for the Directors. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of two (2) years and until his or her successor has been duly elected and qualified. Each Officer shall be a member of the Board of Directors of the Association.

Section 3. Removal

Any Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies

A vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President

The President shall be the chief executive officer of the Association and shall, subject to the Board of Directors, in general, supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board of Directors. The President shall have power to sign and execute, with the Secretary or any other proper Officer of the Association authorized by the Board of Directors, any contracts, agreements or other documents, instruments or obligations which the Board of Directors has authorized to be executed; keep a register of the Association members and their post office addresses; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President(s)

Vice-President(s) of the Association shall, in the absence, disability or refusal to act of the President, perform the duties of the President, and when so acting shall have all of the powers and be subject to all of the restrictions upon the President. The Vice-President(s) shall perform such duties as may from time to time be assigned to them by the President or by the Board of Directors. In the event more than one vice presidential position is created by the Association, the order of succession for the Vice-President(s) shall be determined by the Executive Committee of the Association.

Section 7. Treasurer

The Treasurer, subject to the supervision and direction of the Board of Directors, shall have custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such depositories as may be designated by the Board of Directors; be the custodian of the corporate records; and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. Whenever required by the Board of Directors, the Treasurer shall render a statement of his or her cash accounts and, at all reasonable times, exhibit his or her books and accounts to any of the Directors.

Section 8. Secretary

The Secretary shall act as the clerk of all meetings of the Board of Directors and members; keep minutes of such meetings in one or more minute books provided for that purpose; give or cause to be given notice of all meetings of the members and of the Board of Directors; perform or cause to be performed such other duties as may be prescribed by the President or the Board of Directors; and in general, perform or cause to be performed all duties incident to the office of Secretary.

Article VII – Committees

Section 1. Committees of Directors

The Board of Directors by resolution adopted by a majority of the Directors in office shall elect an Executive Committee which shall consist of three or more Officers of the Association. The Executive Committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association provided, however, that no such committee shall have the authority of the Board of Directors to: (a) amend, alter or repeal the Bylaws; (b) elect, appoint or remove any member of any such committee or Director or Officer of the Association; (c) amend the Articles of Incorporation; (d) adopt a plan or merger or consolidation with another corporation; (e) authorize the sale, lease, exchange or mortgage of all or substantially all of the property and

assets of the Association; (f) authorize the voluntary dissolution of the Association or revoke proceedings therefore; (g) adopt a plan for the distribution of assets of the Association; or (h) amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The election of any such committee and the delegation thereto of any authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him or her by law.

Section 2. Nominating Committee

The Executive Committee shall designate and appoint a Nominating Committee which shall consist of three or more Directors (other than the President). The Nominating Committee shall present to meetings of the members nominees for directorships to be filled at such meetings and present to meetings of the Board of Directors nominees for directorships and offices of the Association to be filled at such meetings.

Section 3. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, or by a committee appointed pursuant to Article VII, Section 1. (Suggested committees include committees for programming, membership and resource development.) Except as otherwise provided in such resolution, members of a committee designated pursuant to this Section shall be appointed by the President of the Association or the presiding Officer as the President's surrogate in consultation with the Board of Directors. Any such member may be removed by the President whenever in his or her judgment the best interests of the Association shall be serviced by such removal.

Section 4. Terms of Office

Each member of a committee shall continue as such for a term of two years and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairman

One member of each committee shall be appointed chairman by the President of the Association (or the presiding officer as the President's surrogate) in consultation with the Board of Directors.

Section 6. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum

Unless otherwise provided in the resolution designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article VIII – Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Article IX – Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at a designated location a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his or her agent or attorney, for any purpose at a reasonable time.

Article X – Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

Article XI – Waiver of Notice

Whenever any notice is required to be given under the provision of any applicable laws or by the Bylaws of the Association, a waiver thereof in writing signed by the party or parties entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII – Parliamentary Authority

Except as otherwise set forth herein, all meetings of the members, Board of Directors, Executive Committee and any other committee of the Association shall be conducted under the appropriate rules of procedure as provided for in the most recent revised edition of Robert’s Rules of Order.

Article XIII – Amendments to Bylaws

These Bylaws may be altered, amended or repealed, and any bylaws may be adopted by a vote of two-thirds of the Directors present at any regular or special meeting of the Board of Directors at which a quorum is present, 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 XIV – Dissolution

The Board of Directors may dissolve the Association by resolution adopted by at least 75 percent of the 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; and upon such dissolution, none of the assets of the Association shall be distributed to any member, Director or Officer of the Association. Upon such dissolution, the assets of the Association shall be distributed by the Board of Directors to be used for the benefit of Taft High School and its students.