

BY-LAWS
WEATHERLY AREA HIGH SCHOOL
ALUMNI ASSOCIATION

ARTICLE I – NAME OF ORGANIZATION

Weatherly Area High School Alumni Association (WAHSAA) also referred to hereafter as the Association.

ARTICLE II – OBJECT AND AIM OF THE ASSOCIATION

The primary purpose of the Association shall be to carry out activities and perform certain functions which shall benefit the Weatherly Area School District and its students.

ARTICLE III – MEMBERSHIP

SECTION I – *REGULAR* member qualifications:

A - Any individual who attended the Weatherly Area School District at any grade level. Graduation is not a requirement for membership.

SECTION II – *ASSOCIATE* member qualifications:

A – Any individual who supports the mission and purpose of the Association.

SECTION III – BENEFITS

A – A member shall be considered active and subject to the benefits of the Association only if he/she has paid the current year's dues.

B – Each Member in a membership category shall be entitled to one vote.

C – No member shall be entitled to share in the distribution of the Association's assets if the Association is dissolved.

SECTION IV – DUES

The amount of annual dues shall be fixed by the Board of Directors.

Dues, as determined by the Board of Directors, are payable on, or before, January 1st.

Notification of dues shall be made one month prior to the due date. If dues are not paid by June 1st, a late notice shall be mailed by August 1st. If payment is not received by September 1st, membership shall cease. Membership shall be reinstated with payment of those dues for the current year. "Dues year" runs from January 1st to December 31st.

SECTION V – DISPOSITION OF DUES

Annual dues shall be deposited in a *general* fund.

SECTION VI – DISPOSITION OF CONTRIBUTIONS

Contributions shall be deposited in the *general* fund unless otherwise specified by the donor to be deposited in the *scholarship* fund.

ARTICLE IV – DIRECTORS

SECTION I –

There shall be a Board of Directors, consisting of 11 members of the Association. The Board may accept the Senior Class President as an acting member of the Board for the term of one year. If the Senior Class President does not accept the appointment, then it shall default to the Senior Class Vice-President and so forth down the chain of command within the Officers of the Senior Class. The Class Officer shall excuse himself or herself from any vote that involves members of the Senior Class. No more than 2 Associate Members may serve on the Board at any given time. A quorum shall consist of 7 members of the Board. If a quorum is not achieved, a meeting may proceed, however no formal activities or votes may occur until the next meeting with a quorum. The Board shall be empowered to conduct all business and activities of the Association. Each Director has one vote on the Board. All members of the Board shall actively support the mission and purpose of the Association. Directors will also take every opportunity possible to keep the Association's name before the public. Directors will be elected by the members to serve three (3) year terms. The initial election of directors after the adoption of these by-laws will be as follows: a) Three (3) Directors, one (1) year term; b) Three (3) Directors – two (2) year term; c) Four (4) Directors – three (3) year term. Thereafter each Director shall be elected for a term of three (3) years. The terms of Directors shall expire on the 31st day of May each year. If a vacancy should occur of any member of the Board, the Board of Directors, by majority vote shall appoint an individual to fill the vacancy for the remaining term. Appointment of an individual to fill a vacancy on the Board shall require affirmative vote of a majority of the entire Board.

SECTION II –

Directors shall elect the Officers.

SECTION III –

Vacancies on the Board of Directors for unexpired terms may be left unfilled or may be filled by the Board of Directors. The appointed Director will serve any remaining portion of the predecessor's term.

SECTION IV –

The Board shall meet regularly at a time and place designated by the Board. The Board shall meet not less than 4 times a year.

SECTION V –

Special meetings of the Board may be called by the President or by the Recording Secretary on the request of two members of the Board of Directors, stating the business to be transacted.

SECTION VI –

Directors shall receive no compensation, except for specialized services approved by the Board.

SECTION VII –

Resignation of a Director must be submitted in writing to the President.

SECTION VIII –

Any Director absent from 2 consecutive Board meetings without excuse shall be deemed to have vacated his or her position and will be notified in writing that they are no longer a Director.

SECTION IX – METHOD OF ELECTION

A Nominating Committee consisting of 3 considers candidates for the Board of Directors, secures a written resume, including qualifications for the position, and consent to serve if elected. This procedure shall be followed for each position.

SECTION X – ELECTIONS

Elections for the Board of Directors shall be held each year at the annual Memorial Day Dinner. The Nominating Committee shall inform the membership of recommendations along with accepting nominations from the floor. A show of hands vote will be taken.

ARTICLE V – OFFICERS

SECTION I – LIST OF OFFICERS

- President
- Vice-President
- Recording Secretary
- Treasurer
- Membership Secretary
- Corresponding/Publicity Secretary

Officers shall be elected from the serving Board members. Election of officers shall be following the annual meeting. The terms of Officers shall be for a period of two years, or until their successors are elected. Board members may serve more than one office.

SECTION II – DUTIES OF OFFICERS

President: Administers operation of the Association and presides at all meetings. Should have basic knowledge of Parliamentary Law and the Association's By-laws. Appoints as outlined in the By-laws. Is usually ex-officio of all committees, but never of the Nominating Committee. The President organizes, delegates, and supervises.

Vice President: Acts with the same authority as the President in his/her absence.

Recording Secretary: Records actions of the Association through the minutes. Calls roll when necessary. Notifies created committees of appointment and outlines instructions as specified in motion creating committee. Keeps Association's By-laws, roster, and committee list in the minute book. Keeps files for reference. Assists the President to prepare each agenda when necessary. In the event that the President and Vice President

are not at the meeting, the secretary calls the meeting to order and asks for nominations for someone to act as Chairperson Pro-tem.

Treasurer: The Treasurer is custodian of the funds' records unless otherwise provided in the By-laws. Keeps the financial statement up-to-date at all times to make it available upon request. Issues membership cards. Keeps list of all members and works in coordination with the Membership Secretary. Arranges for a yearly examination of all financial records by a qualified third party. The Treasurer must be bonded.

Corresponding/Publicity Secretary: Conducts correspondence as directed. Answers letters promptly. Issues notices. Reads all correspondence for a reporting to the Association. Must be able to type and/or operate a computer. Coordinates with the Membership Secretary and other officers. Announces each meeting by placing notices in the local newspapers as necessary. Publicizes all other Association's events and handles as described above. Writes up a summary of each meeting and all other Association events immediately following each event for publishing in the local newspapers.

Membership Secretary: Has strict control of copy machine, including care and service. Coordinates with all other officers. Should be able to type and/or operate a computer. Sends all new members a note of "WELCOME" signed by the President, a copy of the *By-Laws*, a copy of the *Guidelines and Plan of Operation of the WAHSAA Scholarship Program*, and any other pertinent information immediately upon their joining. Keeps membership address/phone/e-mail address list up-to-date. Keeps membership mailing list up-to-date. Sends the entire membership a NEWSLETTER four times a year; during the months of February, April, July, and November which will include a financial report. Sends letter of "WELCOME" signed by the President to all new graduates in June.

SECTION III – VACANCIES OF OFFICERS

A vacancy in office shall be filled by the President with the approval of the majority of the Board of Directors. In case of a Presidential vacancy, the Vice-President fills in as acting President until the next meeting.

ARTICLE VI – COMMITTEES

SECTION I- Standing Committees of the organization shall be:

- Scholarship
- Finance
- Memorial Day Dinner
- Nominating

SECTION II –

The President shall appoint the Nominating Committee and other short term or special needs committees.

SECTION III-

The President may appoint committee chairpersons or the committee may vote to select its chairperson.

SECTION IV –

All records and materials of the committees are property of the Association and shall be kept in good order by the chairperson. The records and materials will be delivered to the President at the President’s request or at the termination of the committee’s appointment.

SECTION V –

Any member of the Association in good standing shall be eligible to be a member of any committee. The chairperson of each committee shall report on the activities of that committee to the President, as requested, and to regular meetings of the Board.

ARTICLE VII – MEETINGS OF MEMBERS

SECTION I –

The annual meeting of the general membership shall be held in Weatherly, Pennsylvania, at the Memorial Day Dinner or at such time and place as shall be determined by the Board of Directors.

SECTION II –

Special meetings shall be held as deemed necessary by the President and at least 7 members of the Board.

ARTICLE VIII - VOTING

SECTION I –

A motion is carried by a majority of “YES” votes, and defeated by a majority of “NO” votes. For regular business a majority of the Board members present is sufficient to approve a motion presented to the Board. However, in the event of a vote by the Board on merger, consolidation, liquidation, dissolution of the Association an affirmative vote of three-fourths (3/4) members of the Board of Directors is required.

ARTICLE IX – REPORT OF ACTIVITIES AND FINANCES

SECTION I –

A report of activities and finances of the Association shall be mailed to the entire membership along with the NEWSLETTER.

ARTICLE X – PARLIAMENTARY AUTHORITY

SECTION I –

Authority is vested in the By-laws as adopted by the Association.

SECTION II –

If a problem is not covered by the Association’s By-laws, the document titled *BASIC PRINCIPLES OF PARLIAMENTARY LAW AND PROTOCOL* by Marguerite Grumme shall be used.

SECTION III –

ROBERT’S RULES OF ORDER shall be the final authority.

ARTICLE XI – BY-LAWS

SECTION I –

By-laws may be amended by a 2/3 vote of the Board of Directors present at any meeting provided that a quorum is present.

SECTION II -

By-laws shall be amended, if necessary, by a list of sections headed “AS THEY ARE” and “AS THEY WILL BE”. The President shall explain the reason for each proposed change as it is read.

SECTION III –

These amended By-laws shall be effective upon adoption by the general membership.

ARTICLE XII – CONFLICT OF INTEREST

SECTION I –

Any Director, principal officer, or member of a committee with governing board delegated powers should adhere to the IRS Conflict of Interest policy as outlined in Appendix A attached.

SECTION II –

Internal records of the Association, such as minutes of Board and committee meetings, e-mails, and correspondence, are not public documents and shall not be released to the general public or members who are not Directors unless permission is granted by the President. Exempted from this requirement are documents older than 10 years which might, for example, be archived in a public institution.

ARTICLE XIII – DISSOLUTION OF THE ASSOCIATION

Section I

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 Tax Code), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

SECTION II

It is the opinion of the Association membership that the assets, funds, and operation of the Scholarship Fund SHALL NOT be turned over to any local, state or federal government; nor any bank or financial institution, or any other organization which charges fees for handling such an operation.

In the unlikely event that the Weatherly Area High School Alumni Association would ever be dissolved, a copy of the *GUIDELINES AND PLAN OF OPERATION OF THE WAHSAA SCHOLARSHIP PROGRAM* would be provided to the Weatherly Area School District, (WASD) along with cash, bank and checking accounts, other assets, and all other documents relating to past and current operations of the program.

During the dissolution process, the then current WAHSAA Scholarship Program Committee will make the following recommendations to the Board of Directors of the Weatherly Area School District.

- 1) Following the WAHSAA *Guidelines*, a seven member District Scholarship Program Committee made up of five high school teachers, the high school guidance counselor, and the high school principal shall be formed.
- 2) This committee should be called the WEATHERLY AREA HIGH SCHOOL SCHOLARSHIP PROGRAM COMMITTEE, and shall carry out all the obligations and procedures expressed in the *GUIDELINES AND PLAN OF OPERATION* document. The use of this document has been proven successful in the past, and it is the desire of the Association that the new committee carry out the operations and schedules as indicated in the *GUIDELINES*.
- 3) All assets of the Weatherly Area High School Alumni Association shall be transferred to the Weatherly Area School District which shall establish a separate fund with those monetary assets and captioned THE WEATHERLY AREA HIGH SCHOOL SCHOLARSHIP FUND. The money in this fund, and any income generated by this fund, shall be used ONLY for the purpose described in this SECTION II of ARTICLE XIII (DISSOLUTION OF THE ORGANIZATION) of the WAHSAA BY-LAWS, and NOT for any other district purposes.
- 4) The name --- Weatherly Area High School Alumni Association, or WAHSAA would have to be eliminated from all (legal) documents and changed to "WEATHERLY AREA HIGH SCHOOL SCHOLARSHIP FUND".
- 5) The new Scholarship Program Committee members should be selected from the Weatherly Area High School faculty by the Superintendent of Schools in coordination with the Senior High School Principal. The committee should be composed of competent, conscientious teachers who are truly interested in serving on such a committee. If necessary, the appointment of the committee should be ratified by the Weatherly Area School District Board of Directors, and all state laws and Board policies of all school district funds concerning audits, reports, and completion and retention of records should be adhered to.
- 6) All committee members should continue to serve until expressing a desire to resign. If a member retires or terminates his employment with the District, a new

qualified member would be appointed to serve by the agreement of the superintendent and the high school principal.

7) One member would have to be in charge to act as committee chairperson. This person could be determined through mutual agreement of all committee members at their first meeting.

8) It should be the goal of the new Scholarship Program Committee to continuously and actively pursue, through fund raisers and other activities, the policy of increasing the principle of the scholarship investments so that larger and/or a greater number of scholarship grants can increasingly be made over the years.

9) ONLY THE INCOME produced by the investments shall be dispersed for the scholarship grants.

10) It is the desire of the WAHSAA that the Board of Directors of the Weatherly Area School District would adopt and ratify the GUIDELINES AND PLAN OF OPERATION FOR THE WAHSAA SCHOLARSHIP PROGRAM, and accept the assets and implement the operation of the program.

SECTION III

In the event that the Weatherly Area School District would refuse to accept handling and operation of the WAHSAA Scholarship Fund and other WAHSAA assets according to the requests of the alumni association, it would be the obligation and duty of the association to find another local organization which has tax exempt status and whose membership would agree to handle the fund according to the directions and suggestions requested by the Association as described above in SECTION II.

SECTION IV

In the unlikely event that the Weatherly Area School District would cease to exist, merge with another school district, or be absorbed by another school district, all legal means should be used to have the DISTRICT SCHOLARSHIP PROGRAM continue, by law, as described above in SECTION II. However, the operation of the program shall be handled ONLY by teachers and administrators who are employed and working in the Weatherly Schools' buildings, and the student recipients of the scholarship shall be limited to ONLY those students who are attending the schools located in the Community of Weatherly, or who live within the former boundaries of the Weatherly Area School District.

Appendix A
Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Weatherly Area High School Alumni Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or

arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

d. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.]

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.