

AA Stagg High School Alumni Association By-Laws

Article I – Title and Address

Section 1.01 The name of the organization shall be the A.A. Stagg High School Alumni Association.

Section 1.02 The Association may do business under other names, provided appropriate “doing business as” (DBA) documentation is filed as may be required by law.

Section 1.03 The principal office of the Association for transaction of all business shall be located in the City of Stockton, California. The Board of Directors has full power and authority to change this location within California. Any such change should be noted in these By-Laws, but shall not be considered an amendment of these By-Laws.

Article II – Purpose and Authority

Section 2.01 The A.A. Stagg High School Alumni Association has three functions: 1.) To connect alumni with each other and with the ongoing mission and activities of Amos Alonzo Stagg High School, Stockton Unified School District, Stockton California; 2.) To foster the positive image of Stagg High School in the community; 3.) To support the mission and activities of Stagg High School by example, leadership, involvement, and resources.

Section 2.02 The Board of the Alumni Association shall take care that activities designated as events of the A.A. Stagg High School Alumni Association occur under the supervision and approval of the Board. This provision in no way precludes efforts by individual class groups or other entities to conduct their own activities not designated as events of the Association itself.

Article III – Incorporation

Section 3.01 The A.A. Stagg High School Alumni Association shall be incorporated under the laws of the state of California as a 501C3 nonprofit corporation and operate by the direction of a Board of Directors elected by the general membership in open meeting.

Records

Section 3.02 The Association shall keep adequate and correct records of its finances and minutes of the proceedings of General Meetings, Meetings of the Board and of Committees of the Board. Such records may be kept in written or electronic form, so long as such records can be converted to written form if required.

Section 3.03 The Association shall also keep a record of the General Membership, including such email, phone and mailing information as members can provide.

Annual Report

Section 3.04 The Association shall notify each member annually of the right to receive a financial report pursuant to Corporations Code Section 8321(a). So long as there are more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, at the request of a member, the board shall promptly send the most recent annual financial report to the requesting member. Such report shall be supplied by email; if a paper copy is required, the requesting party will be charged for all related expenses. The Board shall provide a complete and accurate annual financial report to all attending members at the General Meeting, without charge.

Section 3.05 The annual financial report shall contain in appropriate detail the following: (1) a balance sheet as of the end of the fiscal year, and an income statement for such fiscal year; (2) a statement of the place where the names and addresses of the current membership are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322. The annual financial report shall be accompanied by any report of independent accountants; or, if there is not such a report, the certificate of any authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

Article IV – Membership

Classification

Section 4.01 The Board of Directors of the Association shall designate the classes of membership, and the rights and responsibilities of each. These classes shall be submitted to the General Meeting for approval by majority vote. No change in the classes of membership will take effect until such vote by the general membership approving such change. The Board will set forth the processes by which people join.

Rights of Membership

Section 4.02. Members in good standing, according to provisions established by the Board, shall have the right to attend all meetings of the General Membership; to vote in all actions of the General Membership, including election of the Members of the Board of Directors of the Association; to attend all public events of the Association; and to serve on committees of the General Membership established by the Board of the Association.

Participation of non-alumni

Section 4.03. Members of the Stagg Community who are not alumni of Stagg High School, including staff, administration and parents of current students, are welcome to attend all meetings of the General Membership; to speak on issues at such meetings; to attend all public events of the Association; and to serve on committees of the General Membership established by the Board of the Association, where the Board judges that their participation would contribute to the work of the Association; but they may not vote on actions of the General Membership. However, non-alumni may, at the discretion of the Board, be elected by the membership to serve as members of the Board of the Association. The Board's membership must at all times include a majority of alumni members.

Dues

Section 4.04. Dues for membership, if any, shall be proposed by the Board, and approved by vote of the General Meeting at the Annual Meeting of the General Membership. There shall be no fee for making application for membership in the Association.

Duration of Membership

Section 4.05. The period of regular membership shall be one year, commencing with the beginning of the school year at Stagg High School. Special categories of membership established by the Board of Directors may carry periods of membership which differ from that of regular membership.

Assessments

Section 4.06. Members shall be nonassessable.

Number of Members

Section 4.07. There shall be no limit to the number of members which the Association may admit.

Transferability of Membership

Section 4.08. Neither membership nor any rights in membership may be transferred or assigned for value or otherwise.

Expulsion of Members

Section 4.09. Any member whose actions or speech jeopardizes or discredits the reputation of the Association may be expelled from membership by a vote of seventy-five percent (75%) of the Board of Directors of the Association.

Article V –Meetings of the General Membership

Regular Meetings

Section 5.01. The General Membership of the Association shall meet at least once a year for the purpose of transacting such business as may properly come before the meeting. This will include the election of Directors according to terms fixed in these By-Laws. The meeting shall be held at a date, time and place to be determined by the Board of Directors. Said time and place shall be reasonable and accessible to the membership.

Special Meetings

Section 5.02. Special meetings of the General Membership may be called by the Board of Directors or the President of the Association, and shall be held at a date, time and place set by the Board of Directors. When five percent (5%) of qualified members present a request for a special meeting within a 30 day period, the Board or the President must call such a meeting.

Notice of Meeting

Section 5.03. Meetings of the General Membership shall be publicized at least 30 days prior to the event. The Board may call meetings of the general membership at its discretion, or poll the membership by electronic or other means when advisable to sustain the openness of the organization. Every reasonable effort shall be made by the Board to publicize general meetings so that the broadest community of alumni may participate. Notice of Meetings of the General Membership shall be posted on the website, and sent by email to those members who have supplied a valid email address. The secretary shall record in the minutes the means by which notice was given to the membership for each General meeting, including the date of notification.”

Section 5.04. No meeting of the General Membership may be recessed for longer than forty-five (45) days. If a meeting is recessed to another time or place, notice of the recessed meeting shall be given to each regular member of record

Notice of Meeting

Section 5.05. Notice of Meeting shall state the place, date and time of the meeting and its general purpose. Notice for any meeting at which Directors are to be elected shall include this fact, and invite nomination at the meeting of any members in good standing.

Conduct of Meeting--Rules

Section 5.06. The President of the Board, or in his/her absence, a Director selected by the Board shall preside at the meeting. The Secretary of the Association, or in his/her absence, any person selected by the presiding officer, shall act as Secretary of the meeting.

Section 5.07. Meetings of the Board of Directors and of the general membership shall be conducted according to Robert’s Rules of Order. The Board may amend or set aside such formal rules as it deems unnecessary to the conduct of the Association’s business, by general agreement.

Quorum for Meetings of General Membership

Section 5.08. The Quorum for a meeting of the General Membership shall be determined by the presence of a majority of the members of the Board of Directors, plus those general members in attendance at the time that the meeting is convened by the President or other presiding officer of the Board. If the departure of attendees at the meeting at any time drops below fifty-one percent of those present at the beginning of the meeting, or a majority of the Board is no longer in attendance, a quorum shall no longer exist for the conduct of the business of the General meeting.

Section 5.09. In the absence of a quorum, any meeting of the General Membership may be adjourned by the vote of a majority of those present; but no other business may be transacted.

Voting by Proxy

Section 5.09. General Members, and members of the Board of Directors, shall not be permitted to vote or act by proxy in business conducted at meetings of the General Membership.

Article VI – The Board of Directors

Composition and Qualification

Section 6.01. The Board of Directors for the A.A. Stagg High School Alumni Association shall be the governing body of the Association. The Board is to be composed of not fewer than nine members. The Board may, by a two-thirds vote, enlarge its membership as needed to discharge its duties, subject to subsequent approval by majority vote of the membership at the next Annual Meeting.

Section 6.02. The Directors of the Association shall be members in good standing of the Association.

Nomination of Candidates for the Board of Directors

Section 6.03. Nomination and Election of Board members shall take place at the annual meeting of the general membership. The Board may present a slate of nominees at the annual meeting of the general membership, and nominations may also be made from the floor. Board nominations should reflect the breadth of the Association's membership. Any person qualified to be a Director may be nominated by any process authorized by the Board or any other method authorized by law. Nominations require the consent of the nominee. Nominations shall be accepted as part of the agenda of the Annual Meeting of the General Membership at which the Directors are elected.

Vacancies on the Board

Section 6.04. Vacancies which occur between elections may be filled by the Board. Board members named by the Board shall complete the term of the elected member, but shall be confirmed or replaced by vote of the general membership at the next annual meeting. In the event that the General Membership fails to elect the full Board of nine members, the Board is authorized to fill the vacancies, subject to approval by vote of the General Membership at the next meeting of the General Membership.

Section 6.05. The Board may declare vacant the office of a Director in any of the following cases:

- (1.) The Director has failed to attend meetings of the Board, and has not given good reason for absence.
- (2.) The Director has engaged in behavior detrimental to the mission or public perception of the Association, so that his/her continued involvement in the governance of the Association could bring harm or disrepute to the Association.
- (3.) The Director's involvement on the Board of the Association has tended to seriously disrupt the good order of the Board's deliberations or its activities.

Section 6.06. Any Director may resign effective with delivery of written notification to an officer of the Board. If the resignation is to take place at a specified later date, a successor may be named to take office on that date.

Nomination and election of the Board of Directors

Term of Office

Section 6.07. Each Director shall hold office for a term of three years from the date of such Director's election by the General Membership, continuing until the Director's successor is elected and installed. Election of Directors shall be arranged so that one-third shall be elected each year. Vacancies which occur at the time of the Annual Meeting will be filled in such a way that the elected Director completes the vacant term of service.

Election

Section 6.08. A majority vote of the General Members (including members of the Board) present at any meeting when the election of Directors is part of the business of the meeting is necessary for the election of Directors.

Voting

Section 6.09. Voting for Board members may be conducted by secret (written) ballot, a general vote, or acclamation, at the discretion of the President or other officer presiding; but if the selected method is objected to, then the election shall be conducted by secret (written) ballot.

Compensation

Section 6.10. The Directors shall serve without compensation.

Organization of the Board

Section 6.11. The Board shall select from its membership, at its first meeting following the general meeting, a President, Vice President, Secretary and Treasurer, and such other committee or project heads as may be suitable to its tasks. These named officers may meet as an executive committee of the Board, to deliberate in order to advise and direct the Board. The

executive committee shall have no power to act on behalf of or in place of the entire Board.

Meetings and Deliberations of the Board

Section 6.12. Meetings of the Board shall occur at least quarterly.

Quorum for Board Meetings

Section 6.13. The presence of five members of the Board shall be deemed a quorum for the conduct of Association business. Board members not physically present may participate by electronic means, and may be counted as part of the quorum.

Action without meeting

Section 6.14. Deliberations and decisions may be carried out by the Board without a meeting, so long as approval of proposed action is supported by a quorum (5 members) in written or email form. The President shall initiate any vote which is to be taken, and shall certify in writing or email form that a quorum has approved the action. Such actions shall have the same force and effect as decisions reached by the Board in regular meeting

Notification for Board Meetings

Section 6.15. No meeting of the Board shall be held without notification of all Board members. However, Board meetings need not be publicly advertised.

Attendance of Non Board Members at Board Meetings

Section 6.16. Individuals who are not on the Board may, at the discretion of the Board, be permitted to attend Board meetings. Non Board members may be permitted to address issues before the Board, but will not have a vote in any deliberations.

Article VII – Officers of the Association

President

Article 7.01. The President will direct the Board and general membership in the conduct of the Association's business, and is responsible for enforcing the By-Laws in pursuit of the Mission of the Association. The duties of the President include calling and conducting meetings; circulating the agenda ahead of any meeting; maintaining good order in all meetings; ensuring the fiduciary responsibilities of the Association; monitoring and assisting the work of individuals and committees engaged in the business of the Association; and upholding the trust of the alumni community which it has placed in its Board of Directors.

Vice-President

Article 7.03. The Vice-President will assist the president in the operations, policies and programs of the Association. The Vice-President will also preside at Board meetings and meetings of the General Membership in the absence of the president.

Secretary

Article 7.04. The Secretary's duties include recording and preserving accurate minutes of the Association's proceedings, and such communication tasks as may be required by the Board.

Treasurer

Article 7.05. The Treasurer will supervise the association's financial affairs, in accordance with the guidelines in these By-Laws, in consultation with the Board and in response to its direction. The Treasurer shall

- write checks to cover financial obligations, and make other disbursements of funds in accordance with the policies and instructions of the Board of Directors.
- reconcile Association accounts with monthly bank statements.
- submit regular financial reports to the Board.
- manage the financial resources of the Association as directed by the board.
- take an active role in the deliberations of such financial committees as the Board may create and prepare such budget documents as may be required.
- preserve the financial records of the Association.

Article VIII—Financial Responsibilities of the Board

Records of the Association

Section 8.01. The financial records of the A.A. Stagg High School Alumni Association shall be open and available to the membership of the Association.

Fiduciary responsibility of the Board

Section 8.02. The Board of Directors shall develop appropriate policies to assure the responsible administration of the financial affairs of the Association; give oversight to financial procedures; obtain and make available regular reports; and assure reliable accounting of the assets of the Association.

Bank Accounts

Section 8.03. The assets of the Association will be placed in savings, checking or other accounts of a Federally insured bank, savings and loan or credit union. The identity of the institution holding the Association's assets shall be information available to the membership. Assets of the Association may also be held in an acknowledged Paypal account, and in illiquid tangible items such as sportswear which is available for sale to the membership, or material to the goals and mission of the Association.

Disbursements

Section 8.04. Association disbursements shall be either directly ordered by the Board or in compliance with its standing policies. The Association's bank accounts will require two authorized signatures on each check or withdrawal form. In addition to the Treasurer and President, the Board may designate other members of the Association as authorized signatories.

Tax filings and public reports

Section 8.05. The Board will be responsible for all required tax filings and such public reports as may be required to demonstrate its prudent management of the Association's assets and discharge of its financial obligations.

The fiscal year

Section 8.06. The fiscal year for the AA Stagg High School Alumni Association shall run from July 1 of the year through June 30 of the following year.

The budget

Section 8.07. The Board shall have the discretion to determine the requirements for an annual budget for the Association.

Section 8.08. Fundraising activities of various kinds may be planned and carried out under the direction of the Board. All monies received from fundraising activities shall be administered and disbursed at the direction of the Board of Directors.

Section 8.09: In the event that the A.A. Stagg Alumni Association is dissolved, all assets of the Association shall be distributed in a manner consistent with the goals of the Association, to the benefit of the students and institution of Amos Alonzo Stagg High School, Stockton California. The Board shall have discretion as to how the assets are distributed. If the Board is no longer functional, the Treasurer shall transfer all assets to the Stagg High School Athletic Boosters, Inc. If the Board no longer exists, and the Boosters are no longer in existence, the Treasurer shall have authority to distribute the Alumni Association's funds to other funds serving Stagg students, or the Principal's fund.

Article IX – Committees

Section 9.01. The Board may create such standing and ad hoc committees as shall be necessary and proper to carry out its duties and activities. Membership of such committees may be drawn from the community of Stagg High School alumni, staff and friends. The chair of such committees shall generally be a member of the Board, but need not be. Committees dealing with the finances of the committee shall include the Treasurer of the Board.

Article X – Ethical standards

Section 10.01. the Directors of the Alumni Association are to adhere to the following standards in conduct and decision-making. Directors must commit to observing the highest standards, avoiding the appearance as much as the substance of inappropriate behavior.

Accountability

Section 10.02. Directors are to faithfully uphold all provisions of the Association's By-Laws, and exercise reasonable care, good faith and due diligence in all Association matters.

Section 10.03. Directors are to fully disclose, at the earliest opportunity, information which might impact the Board's decision-making.

Section 10.04. Directors are to sustain the highest level of prudent fiscal management, which is a matter of accountability to Association members. And to meet all fiduciary responsibilities to government and funding agencies.

Professional conduct

Section 10.05. Directors are to preserve at all times a professional level of courtesy, respect and responsible behavior in all matters pertaining to the Board, the Membership, the institution of Stagg High School and the integrity of the Association. sustain at all times the highest level of behavior of the Board and Membership in all public events, and in all publicity and public contact on behalf of the Association.

Section 10.06. Directors are to carry out all duties and responsibilities of the Board for the good of the Association and the benefit of its members, without consideration of personal advantage, and without benefit to other organizations.

Section 10.07. Directors are to make themselves familiar with the finances and operations of the Association, and participate fully in its governance. Directors must act in good faith and due diligence in their conduct of the activities of the Association.

Section 10.08. Directors are to make a commitment to the stated non-profit goals of the Association, as set forth in the By-Laws, and to carry out their duties with care to advance those goals.

Equal opportunity:

Section 10.09. Directors are to preserve the right of all members to appropriate and effective service without prejudice as to gender, sexual orientation, ethnicity, race, religion, age, political affiliation or disability. This is to be done in accordance with all applicable legal standards and the stated purposes of the Association.

Conflict of interest:

Section 10.10. Directors are to act at all times for the benefit of the organization, without regard for personal benefit or the interests of other individuals or organizations. Directors may not use their positions to obtain financial or other benefit for themselves or others to the detriment of the Association or its members.

Section 10.11. No director or member shall engage in any action involving the Association which confers secret profits or gain to any director, member or associate.

Section 10.12. Any director aware of actions or relations which constitute conflict of interest has an obligation to disclose them fully and completely.

Section 10.13. Directors are to fully disclose, at the earliest opportunity, any situation likely to have the appearance or substance of conflict of interest.

Article XI – Amendment of By-Laws

Section 10.01. The Board of Directors may formulate proposed amendments or revisions to these By-Laws. When approved by a 2/3 vote of the Board of Directors, amendments shall become effective in the interim. Full ratification of amendments shall be accomplished by a 2/3 vote of the next annual meeting of the General Membership.

CERTIFICATION BY SECRETARY:

The foregoing By-Laws were adopted by the Board of the A.A. Stagg High School Alumni Association at a regular meeting held on August 14, 2014, by a vote of nine to zero. They will be considered for adoption by the membership at its annual meeting on November 8, 2014.

I, **Stewart O. Jacoby**, Secretary of A. A. Stagg High School Alumni Association, do hereby certify that the foregoing is a complete copy of the current Bylaws as of the date indicated below, and were adopted by the organization at a valid meeting of members held on November 8, 2014.

(Secretary)

Date Signed: November 14, 2015.