

**By-Laws of the Perry Hall High School Alumni Association, Inc.**

**ARTICLE I**

**Name, Purposes, and Dedication**

**SECTION 1. Name.** The name of this organization shall be the Perry Hall High School Alumni Association, Inc. (hereafter referred to as “the organization”).

**SECTION 2. Purpose.** This organization shall have three main purposes: (1) to bring together alumni of Perry Hall High School, in northeastern Baltimore County, for social functions and charitable activities; (2) to preserve the history of Perry Hall High School; and (3) to work to improve the learning environment and quality of life for students who currently attend Perry Hall High School.

**SECTION 3. Dedication.** This organization is dedicated in honor of James R. Bowerman, longtime principal at Perry Hall High School.

**ARTICLE II**

**Membership**

**SECTION 1. Generally.** Membership in activities and events is open to all individuals. The organization’s policy on non-discrimination shall be consistent with that of the State of Maryland.

**SECTION 2. Voting Rights.** Voting membership in the organization is contingent upon payment of dues. Each member shall be entitled to one vote in all matters voted upon by the members of the organization. Any person may be a member of the organization; however, only members who are current in dues shall be entitled to vote on any issue. During the first two months of the year, members who were current at the end of the previous year will still be allowed to vote, but in the third month thereafter, members who are delinquent with respect to their dues will serve only as non-voting members, with membership ending at the end of the third month.

**SECTION 4. New Members.** New members shall hold non-voting status for 30 days following receipt of their forms and dues. At each general meeting of the organization, the President or President *pro-tempore* shall announce the enrollment of new members and ask for a motion from the floor to accept the updated membership registry.

**ARTICLE III**

**Meetings**

**SECTION 1. General Meetings.** The general meetings of the organization shall be held at a time, day, and place as agreed upon by a majority vote of the Executive Board. The time, day and place of the general meetings of the organization shall be communicated to the general membership by publication in local newspapers, whenever possible, and electronic mail to the extent the organization has electronic mail addresses for members.

**SECTION 2. Changes.** Any change in the general meeting time, day, or place shall be communicated to the general membership by publication in local newspapers, whenever possible, and electronic mail to the extent the organization has electronic mail addresses for members. If a change in location is required, notice will be posted at the location of the regularly scheduled meeting place. To the extent the organization periodically publishes a newsletter, any change in the meeting time, day, or place may be included therein.

**SECTION 3. Special Meetings.** Special meetings of the membership may be called by majority vote of the Executive Board with the general membership being notified by mail, or by electronic mail to the extent the organization has electronic mail addresses for members, no later than 15 calendar days prior to the date of such meeting.

**SECTION 4. Quorum.** A quorum for general meetings shall be 13 members of the organization entitled to vote, three of whom shall be members of the Executive Board.

**SECTION 5. Participation in Meetings; Postponement of Vote.** During the business meetings of the organization, the President or President *pro-tempore* may limit participation to voting members only. On any vote before the organization, the President or President *pro-tempore* has the right to require that membership cards or other suitable identification be presented by those casting ballots. Additionally, the President or President *pro-tempore* has the right to postpone any vote until the next general meeting if he/she determines that the issue merits special attention by the entire membership, not just those assembled for the meeting in which the issue has been raised. Under those circumstances, the details of the postponed vote shall be communicated to the entire membership through a mailing and other means of publication, *e.g.*, electronic mail, publication in local newspapers, and through the organization's newsletter to the extent the organization publishes one. The one exception to this rule shall be the election of the Executive Board.

**SECTION 6. Approval of Proposed Expenditures.** No expenditure of \$100.00 or more shall be considered by the membership at a general meeting unless that expenditure was previously reviewed and approved by a majority vote of the Executive Board.

**SECTION 7. Procedural Rules.** Robert's Rules of Order, Revised, shall govern the conduct of all such meetings, but these by-laws shall always take precedence.

## ARTICLE IV

### The Executive Board and its Election

**SECTION 1. Management.** The management and control of the business of the organization shall be vested in an Executive Board. The Executive Board shall consist of thirteen individuals, of which five shall be Officers and eight shall be at-large directors. The Officers shall be a President, a Vice President, a Secretary, a Treasurer, and a Membership Chair. Each shall be a member in good standing.

**SECTION 2. Expenditures.** The Executive Board shall have the authority to make expenditures for the organization and shall have the power to act for the organization between meetings on any matter requiring attention of the organization, but the Executive Board shall report all acts to the organization at the next regular meeting.

**SECTION 3. Terms.** The term of office for members of the Executive Board shall be two years.

**SECTION 4. Election of Executive Board.** Elections for the first Executive Board shall be called within 30 days of the adoption of these by-laws. For each term of office thereafter, the following process shall be followed:

In August of the second year of the term of office, the President shall appoint a Nominations Committee of up to three members, all of whom have been approved by a majority vote of the Executive Board. The Nominations Committee shall select a slate of five Officers and five at-large members constituting the Executive Board, which shall be submitted to the membership in writing prior to the October general meeting. At the October general meeting, nominations shall be permitted from the floor for any office. Proxies shall not be permitted, and only members present at the October meeting shall be allowed to vote. If the elections are not held at such meeting, such election shall be held as soon thereafter as may be convenient.

**SECTION 5. Regular Meetings.** Regular meetings of the Executive Board, or any committee thereof, may be held without the special giving of notice thereof at such time and at such place as, from time to time, shall be determined by the Executive Board, or committee thereof, as the case may be.

**SECTION 6. Special Meetings.** Special meetings of the Executive Board may be called at any time by the President or any 3 members of the Executive Board. Notice of any such meeting shall be given to each member of the Executive Board at least twenty-four hours in advance by electronic mail or personal notice, including by telephone.

**SECTION 7. Quorum.** A quorum for the transaction of business at every meeting of the Executive Board shall consist of a majority of the members of the Executive Board.

## ARTICLE V

### Responsibilities of Members of the Executive Board

**SECTION 1. Officers.** The officers of the organization shall consist of a President, Vice President, Secretary, Treasurer and Membership Chairperson. The office of Secretary and Treasurer may be held by the same individual.

**SECTION 2. President.** The President is responsible for calling and conducting all meetings; signing and executing all documents authorized by the general membership; and appointing committees, with the approval by a majority vote of the Executive Board.

The President shall sign all checks with the Treasurer for such monies as may be appropriated and any other paper that may require his or her signature to authenticate it. The President may call special meetings when requested by the Executive Board and perform other such duties as may pertain to the office. The President shall not be entitled to vote except in the election of members of the Executive Board and other balloting, or when the members are equally divided on other questions, when he/she shall give the deciding vote, except cases of appeal from his or her decision.

**SECTION 3. Vice President.** The Vice President is responsible for assuming the duties of the President in his or her absence, and performing other responsibilities as assigned by the President. The Vice President shall act as President *pro-tempore* in the absence of the President. In the event of a vacancy in the office of President, the Vice President shall assume the duties of President until the next general meeting, at which time a new election will be held.

**SECTION 4. Secretary.** The Secretary is responsible for recording minutes of all meetings; reporting these minutes and any other newsworthy items to the general membership; and performing other responsibilities as assigned by the President. The Secretary shall act as President *pro-tempore* in the absence of both the President and Vice President. In the event of a vacancy in the office of President and Vice President, the Secretary shall assume the duties of President until the next general meeting, at which time a new election will be held.

**SECTION 5. Treasurer.** The Treasurer shall be responsible for the safekeeping of the organization's money and for maintaining adequate financial records. The Treasurer shall deposit all monies received with a reliable banking company in the name of the organization. Money shall be paid out by numbered checks signed by the Treasurer and the President. The Vice President shall be authorized to sign checks in the absence of either the President or Treasurer. The Treasurer's books shall be audited annually by a committee of three members that shall render findings and recommendations by the October general meeting. The Treasurer shall act as President *pro-tempore* in the absence of the President, Vice President, and Secretary. In the event of a vacancy in the office of President, Vice President, and Secretary, the Treasurer shall assume the duties of President until the next general meeting, at which time a new election will be held.

**SECTION 6. Membership Chairperson.** The Membership Chairperson is responsible for maintaining membership records; sending out renewal applications; and performing other responsibilities as assigned by the President.

## **ARTICLE VI**

### **Committees**

The President may appoint standing or special committees to execute operations of the organization. Their chairs shall be appointed by the President with the approval by a majority vote of the Executive Board. The committee chairs shall select the committee members, and the President shall be an ex-officio member of all committees except the Nominations Committee. Any committee requiring funds must submit a budget to the Executive Board for approval. Reports may be presented to the membership at general meetings of the organization.

## **ARTICLE VII**

### **Amendments to the By-Laws**

These by-laws may be passed upon and amended at any regular meeting of the organization or through mail by a two-thirds vote of members voting, , providing that the entire text of the proposed amendment is furnished to the members by mail, or electronic mail to the extent the organization has electronic mail addresses for members, no less than 15 days before the final vote is tallied.

## **ARTICLE VIII**

### **Removal and Vacancies**

**SECTION 1. Removal.** Any Officer or member of the Executive Board failing to attend any combination of six general or Executive Board meetings without valid cause shall be removed from office.

**SECTION 2. Vacancies.** The President shall have the authority to make interim appointments to any vacant office, subject to approval by majority vote of the Executive Board.

## **ARTICLE X**

### **Discipline**

A member may be automatically expelled from membership for non-payment of dues. For any violation of the By-laws or conduct improper or prejudicial to the welfare of the organization, any member may be expelled from membership or removed from the organization by a two-thirds majority vote at any meeting duly called for that purpose.

## **ARTICLE XI**

### **Fiscal Matters**

**SECTION 1. Fiscal Year.** The fiscal year of the organization shall end on the 31<sup>st</sup> day of December for each year unless otherwise determined by the Executive Board.

**SECTION 2. Dues.** The annual dues of the organization shall be determined by the Executive Board.