

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

ARTICLE I

Name

- 1.01 Name The name of the Association is A.J. Moore High School National 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 Association. Members who have attended reunions within the past six (6) 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

Board of Directors and meetings

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

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 three (3) years each, with a maximum of two (2) 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 following the year after his/her election.

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

3.04 Annual Meeting The annual meeting of this Association shall be held on the 2nd 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 Bylaws.

3.05 Regular Meetings Regular meetings of the Board of Directors shall be held six (6) times each calendar year. At the discretion of the President, 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 The President may call a special or emergency meeting when s/he deems it for the best interest of the Association. Notices of such meetings 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.

(a) Emergency Board of Directors meetings called by the President are those in 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 as required by Article III (3.07).

(b) Special meetings shall also be called by the President at the request of sixty six (66%) percent of the members of the Board, or seventy five (75%) percent of the members of the Association, 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 board member at least seven (7) days previously thereto by telephone, by written notice delivered personally, by mail, or electronically.

3.08 Quorum The presence of not less than a simple majority plus one of the Directors shall constitute a quorum and shall be necessary to conduct business of this Association; but a lesser percentage may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these Bylaws. The Recording 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.

ARTICLE IV

Committees

4.01 The Board may create committees as needed, such as various reunion committees, fundraising, lodging, public relations, data collection, etc. The President shall appoint all committee Chairs. There shall be three (3) standing committees of the Association, as follows:

4.02 Executive Committee: Each officer shall serve as a member of the Executive Committee. 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 in the intervals between meetings of the Board.

4.03 Finance Committee:

(a) The Treasurer or other designated Officer shall be the Chair of the Finance Committee which includes three (3) other Board members.

(b) The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans as appropriate, and, along with Board members, the annual budget.

(c) The Board has final approval of the budget and all expenditures.

(d) Any major change in the budget must be approved by the Board or by the Executive Committee.

4.04 Scholarship Committee:

(a) The Committee shall be responsible for oversight of the annual scholarships which may come from one or both of the two (2) 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.

(b) The Committee shall publicize and solicit applications and make decisions based on the applicants' responses.

(c) The Committee shall be responsible for distributing the scholarship(s) and follow up with recipients to ensure that the scholarship(s) awarded are received.

ARTICLE V

Officers

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

5.02 Duties of the President

- Presides at all meetings of the Executive Committee, except when s/he is the subject of a personnel action by the Executive Board.
- Responsible for assuring officers fulfillment of their duties.
- Signature authority on all legal documents.
- Serves as a signer of financial documents.
- Strategic planning.
- Fundraising.
- Appoints members to standing and temporary committees.
- Serves as an ex-officio member of all committees of the Association.
- Serves as a voting member in the event of a tie vote by the Board.
- Exercises overall responsibility for all aspects of the Association's business.
- Serves as a voting member of the Executive Committee.

5.03 Duties of the Senior Vice President

- Serves as chief deputy to the President in conducting the affairs of the Association.
- Serves as presiding officer in the absence of the President.
- Serves as signer of financial documents.
- Serves on the Permanent Committee on Community Relations.
- Appoints one member to the Finance Committee.
- Performs such other duties as may be designated by the President.
- Serves as a voting member of the Executive Committee.

5.04 Duties of the Executive Vice President

- Assumes the role of Senior Vice President when the Senior Vice President is required to act as President.
- Serves as President in the absence of the President and the Senior Vice President.
- Serves as a member of the Finance Committee.
- Performs such other duties as may be designated by the President.
- Serves as a voting member of the Executive Committee.

5.05 Duties of Recording Secretary

- Assures preparation of accurate minutes of business meetings of the Association and the Board.
- Stores official documents, including Certificate of Incorporation, Articles of Incorporation, Bylaws, and other important documents, such as insurance, leases, contracts, etc.

- Maintains the official listing of the Board, including names, addresses, telephone numbers, electronic communication addresses, and dates of election to the Board, term reappointments and resignations.
- Sends out meeting notices.
- Serves as a member of the Finance Committee
- Coordinates and oversees the preparation of resolutions for the Association
- Maintains Association seal, if any.
- Performs such other duties as may be designated by the President .
- Serves as a voting member of the Executive Committee.

5.06 Duties of Corresponding Secretary

- Responsible for correspondence of the Association.
- Maintains a list of the general membership, including officers, Board members, chairpersons of standing and temporary committees.
- Oversees the preparation of the Alumni newsletter and assists with advertising events, flyer designs, dissemination of information and announcements.
- Promotes attendance at events and luncheons by sending out lists of expected attendees.
- Mails hard copies of the newsletter to members, as necessary.
- Oversees maintenance of the Association's social media pages.
- Assists with the preparation of event programs.
- Performs such other duties as may be designated by the President.
- Serves as a voting member of the Executive Committee.

5.07 Duties of Financial Secretary

- Gives receipts for all monies received for the Alumni Association and remits it to the Treasurer or deposits into a bank account approved by the Executive Committee.
- Gives copies of deposit slips to the Treasurer.
- Maintains accurate records of all receipts and payment authorizations for the Treasurer's financial records.
- Prepares and presents Financial Secretary's report at Board and Alumni Association meetings, and when requested by the Association.
- Serves as a member of the Finance Committee
- Performs such other duties as may be designated by the President and/or the treasurer.
- Serves as a voting member of the Executive Committee.

5.08 Duties of Treasurer

- Oversees the development of financial policies and their review by the Board.
- Assists in the preparation of the annual budget and presentation to the Board for review.
- Assures monthly and quarterly statements are reviewed by the Board.
- Maintains appropriate, current and accurate financial records of the Association.
- Assures government tax filings and remittances are submitted in a timely manner.
- Assures financial obligations and liabilities of the Alumni Association are settled in a timely manner.
- Serves as signer of financial documents.
- Assures excess funds are properly held and invested.
- Performs such other duties as may be designated by the President.
- Serves as a voting member of the Executive Committee.

5.09 Duties of Parliamentarian

- Assures meetings are conducted in accordance with Robert's Rules of Order (revised).
- Advises the presiding officers on questions of physical security for special events, including biennial reunions.
- Performs such other duties as may be designated by the President .
- Serves as a voting member of the Executive Committee.

ARTICLE VI

Finances and Records

6.01 Contracts The Board 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 Association, such authority may be general or confined to a specific instance; and, unless so authorized by the Board, no officer, agent, or employee, has any authority to bind the Association by any purpose or to any amount.

6.02 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 Association. Financial documents shall be signed by Board Officers as designated in the Bylaws. All checks will require the signatures of two (2) Board Officers as designated in the Bylaws.

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

6.04 Books and Records The Association shall keep correct and complete books and records of the activities of the Association, including: minutes books, a copy of the Association's application for tax-exempt status; copies of the Association's IRS information and tax returns; and a copy of the Association's Articles of Incorporation, Bylaws, and amendments. The Association shall also keep correct and complete books of financial records, accounts, names and addresses of Board members, and minutes of proceedings of the Board and committees, having authority of the Board. Board members may inspect all books and records of the Association at any reasonable time. Such records shall be made available to the public in accordance with the State of Texas laws governing non-profit organizations.

6.05 Fiscal Year The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board, showing income, expenditures, and pending income.

ARTICLE VII

Board Member Resignation, Termination, or Removal

7.01 Resignation A Board member may resign at any time by giving written notice to the Association. Such resignation shall take effect on the date of that notice by the President of the Board, or later specified in the notice. The acceptance of the resignation shall not be necessary to make it **effective**.

7.02 Termination A Board member may be terminated/removed either with or without cause by an affirmative Majority vote of the Board at any regular or special meeting of the Board.

7.03 Termination Procedure

(a) Notice The Board shall give the affected member at least thirty (30) days prior notice of the proposed termination and the reason(s) for such. Notice shall be given by any method reasonably calculated, including electronic mailer or text message. Notice by USPS shall be sent by 1st class or Registered mail and placed/documentated in organizational records.

(b) Hearing The affected member may be given the opportunity to be heard either orally or in writing at least five (5) days before the effective date proposed termination. The hearing shall be held by the Board to determine whether the termination should occur. Any hearing may be conducted telephonically. The decision of the Board shall be final.

Amendments

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board 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 Board member personally or by mail ten (10) 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.

Secretary

Date: _____