

Bylaws of the Fairfield High School Alumni Association Fairfield, Ohio

(Adopted 2008 and Amended 2010 & 2014)

Article I

Name - General Purpose and Powers

Section 1. Name / Location

The name of this Association (the "Association") is the Fairfield High School Alumni Association. The Association is located in Fairfield, Ohio, County of Butler.

Section 2. General Purpose / Mission

The Association is organized to provide:

- a. the means whereby alumni may continue the friendships developed while undergraduates at Fairfield High School (FHS);
- b. scholarships for FHS Seniors; and
- c. improvements and services for the Fairfield school community.

The Association shall operate exclusively for charitable, educational and goodwill purposes.

Section 3. Powers

These Bylaws shall govern the Association and may not be altered, amended or repealed except as set forth in Article X below.

Article II Membership

Section 1. Members

All Fairfield High School graduates may become a member of this Association by

- (a) filing an application for membership with the Association;
- (b) paying to the Association all dues as required.

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. Voting Rights

Each individual member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the Members and to participate in the work done by the committees.

Section 4. Associate memberships are available to those who did not graduate from Fairfield High School; however, voting privileges and election to office status are not permissible.

Article III Meetings of Members

Section 1. Annual Meeting

The Annual Meeting of the membership shall be held in May.

Section 2. Special Meetings

Special meetings of the members may be called by the President of the Association or by a majority of the Directors of the Association.

Section 3. 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 is otherwise called, the place of meeting shall be Fairfield High School.

Section 4. Notice of Meetings

Notice stating the place, date and hour of any meeting of members shall be provided for 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, the purpose for which the meeting is called shall be stated in the notice.

Section 5. Quorum

Five (5) members shall constitute a quorum. If a quorum is not present at any meeting of the members, a majority of the members present may reschedule the meeting without further notice. 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.

Article IV Board of Directors

Section 1. General Powers

The Board of Directors shall govern the affairs of the Association.

Section 2. Number, Tenure, and Qualifications

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

Section 3. Vacancies, Removal & Resignation

Any directorship to be filled by reason of a vacancy, removal, resignation 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.

Section 5. Special Meetings

The President of the Association or any two (2) Directors may call a special meeting. The purpose of each special meeting shall be set forth in the written notice for such meeting.

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. 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

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Compensation

Directors as such shall not receive any compensation for their services provided.

Section 9 Conflict of Interest

The Board of Directors shall not solicit within the Association for business ventures, organizational campaigns, or political or religious causes 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 Officers and Their Duties

Section 1. General

The Officers of the Association shall consist of a President, a Vice-President, a Treasurer, and a Secretary.

Section 2. Election, Tenure and Qualifications

The Board of Directors at the regular annual meeting of the Association shall present

the nominated Officers. Each Officer shall hold office for a term of two (2) years and until his or her successor has been duly elected. Each Officer shall be a member of the Board of Directors of the Association.

Section 3. Removal

The Board of Directors may remove any Officer whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies, Removal & Resignation

The Board of Directors, through a majority vote, may fill a vacancy occurring in any office 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; 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.

The President shall at the March Meeting appoint three (3) persons as an Audit Committee to audit the books and review the records of the Association's assets. The Audit shall include the twelve 12 month period ending April 30 of each year. The report of the Audit Committee shall be submitted at the Annual May meeting.

Section 6. Vice-President

The Vice-President of the Association shall perform all duties of the President in his/her absence, disability or refusal to act; and when so acting shall have all of the powers and be subject to all of the restrictions upon the President. The Vice-President shall perform such duties as may be assigned by the President or by the Board of Directors.

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; and, in general, perform all duties incident to the office of Treasurer and such other duties as 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 keep minutes of all meetings of the Board of Directors and Executive Committee and any special meeting called by the President or membership. The secretary shall keep a record of all proceedings of the Board of Directors in a book to be kept for that purpose; be custodian of the Association records; and perform all duties assigned to them by the President or by the Board of Directors.

Article VI Standing Committees

Section 1. Executive Committee

The Executive Committee shall consist of the Officers of the Association. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Association. The Committee shall report to and advise the Board.

Section 2. Membership Committee

The Membership Committee is responsible for managing the membership database

Section 3. Fund Development Committee

The Fund Development Committee is responsible for fundraising.

Section 4. Scholarship Committee

The Scholarship Committee is responsible for managing the scholarship program.

Section 5. Communications Committee

The Communications Committee is responsible for creating and posting news and information for members and the Fairfield school community.

Section 6. Committee Chair

Committee Chairs are members of the Board of Directors, appointed by the President of the Association. Committee Chairs are responsible for scheduling Committee meetings; setting the Committee Meeting Agenda; participating in the Committee discussion and reporting to the Board the recommendations of the Committee.

Section 7. Committee Members

Committee members must be members of the Association.

Article VII Contracts, Checks, Deposits and Investments, Gifts

Section 1. Contracts

The Board of Directors may authorize any Officer or Officers, 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 of the Association and in such manner shall 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 or by the President.

Section 3. Deposits and Investments

All funds of the Association shall be deposited 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 VIII 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. Any member of the Association may inspect the books and records of the Association for any purpose at a reasonable time.

Article IX Fiscal Year

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

Article X 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, repeal or adopt any bylaws at such meeting.

Article XI 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 Fairfield High School or its students.