

BYLAWS OF THE SCHOLARSHIP COMMITTEE, INC., OF
THE SALEM HIGH SCHOOL ALUMNI ASSOCIATION

Revised: OCTOBER 2018

ARTICLE I - MISSION

This association shall be called the "SALEM HIGH SCHOOL ALUMNI ASSOCIATION OF OHIO (SHSAA)."

The mission of the Salem High School Alumni Association of Ohio shall be to award scholarships to qualified students; to manage assets including memorabilia for future generations; and to honor the organization's past by nurturing friendships and enriching memories.

ARTICLE II - MEMBERSHIP

Regular membership to the association shall be limited to the graduates of the Salem High School in Salem, Ohio, and to its past attendees whose class has graduated ("alumni", "members").

Honorary membership in the association shall include the present and former administrators and superintendents, active and retired teachers of the Salem City School District, members of the board of education who are not association members, persons who have been granted honorary diplomas by the board of education, and such other persons as may be approved by the board. Honorary members shall be entitled to all the privileges and courtesies of the association but shall not vote, serve as trustees, or hold office.

ARTICLE III - MEETINGS OF THE MEMBERS

The annual membership meeting of the association shall be held in conjunction with the scholarship awards banquet or at such other time as may be designated by notice. Such notice designating the date, time, and place of the meeting shall be published in the local newspaper appearing at least five (5) but not more than ten (10) days prior to the meeting. Additional notice may be published at any time by print (e.g., newspaper, newsletter) and/or electronic means (e.g., email, website, social media).

Twenty (20) members of the association, present in person, shall constitute a quorum for a meeting of the members. Unless otherwise defined in these bylaws, a majority of votes cast shall constitute an affirmative vote.

A special meeting of the membership may be called by the board or by a signed petition of at least twenty (20) voting members provided the group meets with the board, if requested by the board, prior to scheduling the special meeting. A notice designating the date, time, reason, and place of the special meeting shall be published in the local newspaper appearing at least five (5) but not more than ten (10) days prior to the meeting. Additional notice may be published at any time by print and/or electronic means. The agenda of the special meeting shall be limited to the published reason.

ARTICLE IV - BOARD OF TRUSTEES

The affairs of the association shall be governed by a board of trustees ("board") composed of association members elected by the regular membership and numbering no more than eighteen (18) and no fewer than twelve (12) members ("trustees").

All trustees shall be elected at the annual membership meeting of the association, at which time their terms will begin. The trustees shall be elected for a term of three years, and no member shall serve more than three consecutive terms. A former trustee who could not be elected as a result of the foregoing limitation shall again become eligible for election after one full year. The board will endeavor to maintain staggered term rotations with a similar number of trustees elected each year.

Trustees shall not be paid for their work as trustees. Trustees shall disclose any interests or conflicts in matters related to the organization and refrain from activities which would be perceived as detrimental to the organization ("Conflict of Interest Policy").

In the event of vacancy of a trustee, the remaining trustees may fill the vacancy with an interim trustee nominated by the nominating committee and approved by the board until the next annual meeting, when upon election, the new trustee shall begin his or her first three-year term. Nothing shall preclude a former trustee from filling the unexpired term in the event of a vacancy.

ARTICLE V - MEETINGS OF THE BOARD OF TRUSTEES

Regular meetings of the board shall be held at least quarterly at such time and place as the president shall direct. The president may call additional meetings as necessary.

A special meeting of the board may be called by the president, executive committee, or by a signed petition of at least four (4) trustees provided the group meets with the executive committee, if requested by the executive committee, prior to the special meeting. A notice of the special meeting shall be provided to all trustees designating the date, time, reason, and place of the meeting and shall be provided at least five (5) but not more than ten (10) days prior to the meeting. The agenda of the special meeting shall be limited to the published reason.

A majority of the trustees, present in person, shall constitute a quorum for a meeting of the board. Unless otherwise defined in these bylaws, a majority of votes cast shall constitute an affirmative vote.

At the request of the president, vice president, or a committee chair, a vote of the board or a committee may be conducted via mail, email, or through any reasonable means of electronic communication. Such vote shall be recorded by the secretary or committee chair and have the force and effect of a vote taken at a scheduled meeting. The records of such vote shall be ratified at the next board meeting or have no effect.

ARTICLE VI - RESIGNATION, ABSENCE, AND REMOVAL OF A TRUSTEE

A trustee may resign by written notice to the president and acceptance by a majority vote of the board.

A trustee with unexcused absences from two (2) consecutive quarterly meetings of the board shall be notified by the secretary, using return-receipt mail sent to the last known address, that three (3) such unexcused absences shall be grounds for voluntary resignation from the board. An absence is considered unexcused when the president, an officer, or the executive director has not received notification prior to a meeting.

A trustee may be removed by a two-thirds (2/3rds) vote of the trustees in attendance at a special meeting of the board called for that purpose.

ARTICLE VII - OFFICERS AND DUTIES

The officers of the board shall consist of the president, two vice presidents, the secretary, the treasurer, and, if elected, the president-elect.

All officers shall be trustees nominated by the nominating committee and approved by the board. Officers shall be elected each year at the annual membership meeting for a term of one year which shall commence on the first day of July.

The president shall preside over all meetings of the board and all meetings of the association members. In the event of the president's absence, disability, or resignation, the presidential duties and powers shall pass in succession to the president-elect, the first vice president, and the second vice president.

The president-elect shall perform all such duties as may be designated by the president or the board. Nothing shall require a president-elect to be elected each year. Nothing shall preclude the president-elect from holding an additional office.

The first vice president shall be chairman of the scholarship committee and is responsible for oversight of the scholarship activities of the association.

The second vice president shall be chairman of the alumni relations committee and is responsible for oversight of the alumni relations activities of the association.

The secretary shall attend all meetings of the association members, the board, and the executive committee and shall preserve in the books of the association true minutes of the proceedings of these meetings. The secretary shall perform all such duties as may be designated by the president.

The treasurer shall oversee all receipts, expenditures, and financial accounts of the organization. Financial accounts shall be opened or closed only by approval of the board. Checks and electronic transfer of funds over \$250 not previously authorized by the board shall require approval of two (2) trustees authorized by the board to have signature authority. Such authorization shall be reviewed annually.

An officer may resign by written notice to the president and acceptance by a majority vote of the board.

An officer may be removed by a two-thirds (2/3rds) vote of the trustees in attendance at a special meeting of the board called for that purpose.

In the event of vacancy of an officer, the remaining trustees may fill the vacancy with an interim officer nominated by the nominating committee and approved by the board until the next annual meeting.

ARTICLE VIII – EXECUTIVE DIRECTOR

The board may appoint an executive director, who shall be the chief operating officer of the corporation, be subject to the control of the board, and have overall responsibility for the routine management of the affairs of the corporation. The executive director shall report to the board and work closely with the officers.

Duties of the executive director shall include coordinating the activities of the standing committees, overseeing the operations of the association office, being head of staff, supervising the administrative functions of the corporation, representing the corporation in the community, and performing such other duties as may be assigned by the president or the board.

The board may approve compensation and benefits for the executive director. The executive director may not be elected to serve on the board and serves at the pleasure of the board.

ARTICLE IX - COMMITTEES

There shall be six (6) standing committees of the board: executive, alumni relations, finance, nominating, scholarship, and facilities, whose chairs shall be trustees. To accomplish the mission of the association, the board may create additional committees whose chairs shall be appointed by the president.

Every trustee shall serve on a standing committee and there shall be a minimum of three (3) trustees on each committee. Additional non-trustee committee members, proposed by the executive committee and approved by the board, may be appointed to committees excluding the executive, scholarship, and nominating committees. These additional committee members shall be voting members of the committee.

Committee meetings shall be held on call of the president or the committee chair and report to the board. Minutes shall be maintained for all committee meetings. A majority of committee members, present in person, shall constitute a quorum for a meeting of the committee. A majority votes cast shall constitute an affirmative vote of the committee.

The executive committee shall be chaired by the president and shall consist of the incumbent officers and the immediate past president, if trustee. The executive committee shall manage the affairs of the association, subject to these bylaws, and shall have the power and authority to do

all acts and perform all functions of the board in the intervals between regular and special meetings of the board with the exception of borrowing or disbursing funds not previously authorized by the board. The executive committee shall be the personnel committee whose functions shall include drafting and revising the executive director, office coordinator, personnel, and volunteer policies for board approval; reviewing job descriptions; establishing a salary structure; and annually reviewing the job performance, salary, and benefits of the executive director and staff members, as well as contracts with consultants.

The scholarship committee shall be chaired by the first vice president and shall follow the written policies in the selection of scholarship recipients. Scholarships awarded shall be subject to such terms, conditions, and restrictions as the board may adopt ("Scholarship Policies").

The alumni relations committee shall be chaired by the second vice president and shall be responsible for the selection of the Honored Alumnus Award, organizing the annual membership meeting, friendraising, fundraising, website, social media, and membership communications including the association newsletter.

The finance committee shall be chaired by the treasurer and shall oversee the association's financial assets following criteria established by the board ("Finance Policies") and with approval of the board. An annual budget shall be prepared for approval by the board. The income and growth of the association may be used for scholarships for qualified students, operating expenses, capital improvements, equipment, facilities, investment advisory fees, and any other consulting fees in such amounts as may be determined to be necessary or reasonable by the finance committee and with approval of the board. A report on the financial condition of the association shall be made at the quarterly meetings of the board and at the annual membership meeting.

The nominating committee shall be chaired by the president and shall be comprised of one (1) designee appointed by the chairs of the standing committees. The nominating committee shall receive and make nominations for trustees and officers of the board.

The facilities committee shall be chaired by a trustee appointed by the president. The facilities committee shall provide oversight and advise the board on issues of the maintenance, safety, and security of the office building, archived records, memorabilia, and other properties and equipment of the association. The chair shall communicate with the executive director, if appointed, or the office coordinator on matters of the facility on a regular basis.

ARTICLE X – CORPORATION

Founded in 1882 and incorporated in 1947, the association operates in the state of Ohio under the corporation, "The Scholarship Committee, Inc. of the Salem High School Alumni Association." The corporation is organized as a nonprofit corporation under the Ohio nonprofit corporation code and as a tax-exempt organization under Section 501(c)(3) of the internal revenue code.

The fiscal year of the corporation shall be the calendar year.

The principal office of the corporation shall be located in Salem, Ohio, at the address designated in the most recent financial 990. The corporation shall maintain at its principal office a copy of its corporate records.

ARTICLE XI - DISSOLUTION

In the event of the dissolution and liquidation of the corporation, to the extent allowed or permitted under applicable laws, the corporation shall first satisfy all outstanding debts and liabilities. The remaining property and assets of the corporation shall be, as determined by the board, distributed to or sold and proceeds of such sales distributed to any organization(s), foundation(s), and/or fund(s) for educational or other purposes permitted and exempted by Section 501(c)(3) of the Internal Revenue Service code. The board shall make every effort to distribute funds in a manner which respects the mission of the association.

The registered office of the corporation shall be maintained in the state of Ohio, as required by law, but may not be identical to the principal office. The corporation shall maintain a registered agent whose office is identical to the registered office. The corporation may change its registered office or registered agent in the manner required by law.

ARTICLE XII - AMENDMENTS

These bylaws may be amended at any meeting of the members of the association by a two-thirds (2/3rds) vote of the members present in person. Notice designating the date, time, and place of the meeting shall be published in the local newspaper at least five (5) but not more than ten (10) days prior to the meeting. Content of the proposed changes shall be available at the association office and via electronic means. Additional notice may be published at any time by print and/or electronic means.

These bylaws shall be reviewed annually by the board.

Non-substantive errors in spelling, grammar, punctuation, or numbering may be corrected without amendment, subject to approval of the board.

ARTICLE XIII – INTERPRETATION

Paragraph headings and capitalizations contained are for convenience only.

Unless otherwise provided for in these bylaws, proceedings of the association shall be governed by the current *Robert's Rules of Order*.

BYLAWS ADOPTED by the association on May 20, 2017.