

BY-LAWS OF
THE ST. FRANCIS COMMUNITY HIGH SCHOOL
ALUMNI ASSOCIATION

A Kansas Not-for Profit Corporation

ARTICLE 1

Section 1. **NAME.** The name of the corporation shall be the St. Francis Community High School Alumni Association, hereafter referred to as the “Alumni Association.”

ARTICLE 2

Section 1. **PRINCIPAL OFFICE.** The principal office and place of business shall be maintained at 100 South College, in the city of St. Francis, Kansas. The address of the principal office may be changed as determined by the Board of Directors.

ARTICLE 3

Section 1. **PURPOSE.** To assist in the formation and cultivation of feelings of attachment, unity and fellowship among its members and to encourage loyalty to the schools and community of St. Francis, Kansas.

Section 2. To maintain the traditions of the St. Francis community's elementary and secondary schools and to perpetuate St. Francis’ unique history and founding purpose as a site of learning.

Section 3. To promote and support the interests of the elementary and secondary schools of St. Francis, Kansas and to assist in their growth and development, including raising revenues to be used for the general purposes of student welfare, education and capital improvements.

Section 4. The general purposes of the corporation are to operate solely and exclusively as an alumni association, charitable and educational organization. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended; provided, however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of

this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(1) The purpose of this corporation is to engage in activities which are in compliance with those allowable under Internal Revenue Code Section 501(c)(3) of 1954, to be conducted by a not-for-profit and tax exempt corporation, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(2) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

(3) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator or organizer of this corporation, or a substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation, shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(4) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 4

MEMBERSHIP. The members of the "Alumni Association" shall be graduates of the St. Francis Community High School, its predecessor or successor. Special consideration shall be given to students that attended St. Francis, KS, Schools but did not graduate from the St. Francis Community High School. These individuals along with current and former faculty are encouraged to engage in the activities of the "Alumni Association".

ARTICLE 5

BOARD of DIRECTORS.

Section 1. **POWERS.** The management of all of the affairs, property and interests of the corporation shall be vested in the Board of Directors (Board). In addition to the power and authority expressly conferred upon the Board by these by-laws, the Board may exercise all such powers of the corporation and do all such lawful acts as are not, by statute or by the Articles of Incorporation or by these by-laws of the Foundation, prohibited. All directors shall be alumni of St. Francis Community High School.

Section 2. **NUMBER AND QUALIFICATION.** The Board of Directors shall be composed of not less than five (5) nor more than twenty-five (25) Directors. The authorized number may be changed but in no event to a number less than five (5) by an amendment to these By-laws duly adopted by an action of the Board of Directors of the Corporation.

Section 3. **APPOINTMENT AND TERM OF OFFICE.** The appointment of members of the Board of Directors shall be as follows:

Each alumni honor class celebrating an honor class reunion in the current year shall appoint a member to serve as a director by the date of the annual meeting held during the current year's annual reunion. These directors will serve on the board of directors 13 months following their appointment. Honor class distinctions are in multiples of five years.

Example: Prior to the 2014 Alumni Reunion, June 21, 2014, members of classes whose graduating year ended with a 4 and 9 would appoint one member to serve as a director of the association until one month following the June 20, 2015 alumni reunion. Prior to the June 20, 2015 alumni reunion the members of the classes whose graduating year ends with a 0 and 5 would appoint one member to serve as a director of the association until one month following the June 18, 2016 alumni reunion. This would be followed in succession; graduating years ending in 1 and 6, then 2 and 7, 3 and 8 and then recycle back to 4 and 9, etc.

Each Director shall hold office for 13 months or until his successor is appointed or until his death, resignation or removal. Directors may be reappointed to serve more than one term in office.

Section 4. **FIRST DIRECTORS MEETING FOLLOWING a REUNION**
The first regular board meeting will be held within one month of the preceding alumni reunion. A board meeting in this time frame will allow outgoing board members to discuss the successes and failures of the completed reunion with incoming new board members.

- Section 5. **REMOVAL.** Any Director may be removed at any time with or without cause, by a majority vote of the Board. A Director may resign at any time, including at a stated future date, upon written notice to the Board.

- Section 6. **VACANCIES.** Except as otherwise stated in these bylaws, any vacancy occurring among the appointed directors of the Board may be filled by majority vote of the directors then in office. A director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

- Section 7. **COMPENSATION.** All Board members shall serve without compensation.

- Section 8. **INDEMNIFICATION.** The Board of Directors may authorize the expenditure of foundation funds to pay expenses incurred by, or to satisfy a judgment or find rendered or levied against, a present or former director, officer or employee of the foundation in any action brought by a third party against such person, whether or not the association is joined as a party defendant to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer or employee, or by the association or both; provided, that the board of directors determines in good faith that such director, officer or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interests of the association or its members. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or amounts paid and expenses incurred in settling any such action or threatened action. Expenses include attorney fees, expert witness fees, and any and all other sums necessarily expended in connection with the actions referred to above. The provision of this section shall apply to the estate, executor, administrator, heirs, legatees or devisee of a director, officer, or employee, and the term “person” where used in the foregoing section shall include the estate, executor, administrator, heirs, legatees, or devisee of such person.

**ARTICLE 6
OFFICERS**

- Section 1. **ELECTED OFFICERS.** The Board of Directors shall elect from the board a President, President-Elect, Secretary, Corresponding Secretary and Treasurer. They shall be elected for a term of one year, except for the President-Elect which shall be a two year term. The President will only be elected from the board in the initial election, as the President-Elect will assume the office of President in future years. The election of officers shall be held at the first regular meeting following the annual meeting held at each alumni reunion. Elected officers shall hold their offices until their successors are chosen and qualified unless terminated by resignation in writing, duly filed with the

Secretary; provided, however, that any officer of the corporation may be removed at any time with or without cause, by a vote of the majority of the Board of Directors at any annual, regular, or specially scheduled meeting of the Board of Directors. Upon such removal of any such officer, the Board of Directors may elect a successor possessing the requisite qualifications to fill the office of the person so removed for the unexpired term of said office. All officers must be directors of the alumni association.

- Section 2. **PRESIDENT.** Subject to the control of the Board of Directors, the President shall have general supervision of the affairs of the association. The President shall preside at all meetings of the Board of Directors, shall sign or counter-sign all contracts and other instruments of the corporation as authorized by the Board, shall make reports to the Board of Directors and perform all such other duties as are consistent with his or her office, or as are properly required of him or her by the Board of Directors. The President shall serve as an ex-officio member of all committees.
- Section 3. **PRESIDENT-ELECT.** In the absence of the President, the President-Elect shall perform the duties of the President. The President-Elect shall have such other powers and duties as may be assigned by the Board of Directors. Since the President-Elect serves a two year term, in the second year of the two year term the President-Elect will assume the office of President.
- Section 4. **SECRETARY.** The Secretary shall act as secretary of all the meetings of the Board of Directors, and shall be responsible for the minutes of all such meetings. The Secretary shall have charge and custody of the minute book of the corporation and of all records and proceedings of all meetings of the directors, as well as, all other corporate records customarily kept by the Secretary of a corporation. The Secretary shall attend to the giving and serving of all notices required by the association. The Secretary shall perform such additional duties as shall be assigned by the Board of Directors. During the absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem who shall exercise all of the functions of the Secretary.
- Section 5. **CORRESPONDING SECRETARY.** The Corresponding Secretary will maintain an address record of the of all the members of the alumni association. This record will include members mailing addresses and any other contact information the members choose to share with the association to maintain contact. A current digital database of the association member's contact information will be maintained at the office of the Clerk of the USD 297 School District. Each alumni class shall appoint a member to provide the **CORRESPONDING SECRETARY** at least annually prior to the annual reunion with current mailing addresses and any other contact information alumni members wish to share with the association.
- Section 6. **TREASURER.** The Treasurer shall receive and keep the funds of the association and pay out the same only by the direction of the Board of Directors. The Treasurer shall deposit all monies, checks, and other credits to

the account of the association in such bank or banks or other depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers for payments made to the association and all vouchers and checks made by the association, jointly with such other officers as may be designated by the Board of Directors. All checks will require the signature of at least two officers to be valid. The Treasurer shall render to the Board of Directors an account and statement of all transactions at each regular board and annual meeting of the association and at such other times as said Board might from time to time determine. He/she shall enter regularly in the books of the association to be provided for the purpose a full and accurate account of all monies received and paid out on account of the association. He/she shall at all reasonable times exhibit his/her books and accounts to any Director of the association, and shall in general perform the entire duties incident to the Office of Treasurer, subject to the control of the Board of Directors.

Section 7. ABSENCES. In case any officer of the corporation or any person herein authorized to act in his or her place, is absent or unable to act, the Board of Directors may delegate the powers or duties of such officer to any other officer, director, or other person it may select.

ARTICLE 7
MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the Alumni Association shall be held without notice unless otherwise specified pursuant to these By-laws, at St. Francis Community High School on the third Saturday in June each year for the purpose of ratifying successors to the Board of Directors and for the transaction of such other business as may come before the meeting. The new officers shall begin their functions with the first regular meeting following the annual meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of the Alumni Association in any year on the day herein provided therefore, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election held or business transacted at such meeting shall be as valid and effectual as if it had been held or transacted at the annual meeting on the date provided herein.

Section 2. REGULAR MEETINGS. Regular meetings of the Board of Directors of the Corporation shall be held at such time and place as the Board of Directors may designate, or in the absence of a designation by the Board of Directors, as the President shall designate.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the President, or in his or her absence by the President-Elect, to be held at the principal office of the corporation, or at any such other place or places, within or outside the State of Kansas, as the Directors may from time to time designate.

- Section 4. **NOTICE OF MEETINGS.** Notice of all meetings or special meetings of the Board of Directors unless waived, shall be given not less than three days before such meeting.
- Section 5. **QUORUM.** A majority of the Directors in office shall constitute a quorum for the transaction of business. Each act of decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of decision of the Board of Directors, unless the law, the Articles of Incorporation or these Bylaws require a greater portion.
- Section 6. **ORDER OF BUSINESS.** The order of business of each meeting shall, as far as practicable be 1) roll call, 2) consideration of minutes of previous meeting and approval, 3) approval of the agenda, 4) reports of officers and committees, 5) completion of unfinished business, 6) new business, 7) adjournment.

ARTICLE 8 FISCAL INSTRUMENTS

- Section 1. **EXECUTION OF INSTRUMENTS.** Except as provided in these By-laws or as otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authorization may be general or confined to a specific incident. Except as so authorized, or in these By-laws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the association by a contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.
- Section 2. **BANK ACCOUNTS.** The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the association to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these By-laws, as the Board may deem expedient.
- Section 3. **CHECKS AND DRAFTS.** All checks, drafts, or other orders for payment of money, notes of acceptance or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents of the association, and in such manner, as may be determined from time to time by resolution of the Board of Directors. Endorsements for deposit to the credit of the association in any of its duly authorized depositories may be made without counter-signature, by the President, President-Elect, Treasurer, officer, or agent of the association to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the association.

Section 4. LOAN. No loan shall be contracted in behalf of the association and no evidences of indebtedness shall be issued in its name unless authorized by or under authority of a resolution of the Board of Directors.

Section 6. FISCAL YEAR. The fiscal year of the Alumni Association shall begin on the first day of July of each year and run through the last day of June for the following year or on such other dates as may be fixed from time to time by the Board of Directors.

ARTICLE 11
AMENDMENTS

Section 1. AMENDMENTS. The power and authority to amend, alter, or repeal these By-laws shall be vested in the Board of Directors. The By-laws may be amended, altered or repealed at any regular or special meeting; provided, however, that two-thirds of all directors must vote in favor of the amendment, alteration or repeal, and that written notice of any such amendment, alteration or repeal of the Bylaws shall be given to each director at least ten days prior to such meeting.

_____	_____	_____	_____
President	Date	Secretary	Date
_____	_____	_____	_____
Board Member	Date	Board Member	Date
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Board Member	Date	Board Member	Date
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Board Member	Date	Board Member	Date