

Constitution and By-Laws of the George Washington High School Alumni Association

A Non-Profit Organization

Ratified May 29, 2008

Article I — Name

This organization shall be known as the “George Washington High School Alumni Association,” hereinafter referred to as the “Association.”

Article II — Purposes

The goals and purposes of this Association shall be:

Section 1. To promote and maintain a high standard of excellence in education, for the benefit of the students and the community in which they live, in cooperation with the Principal and staff of George Washington High School,

Section 2. To assist worthy graduates of George Washington High School through various scholarship programs established or administered by the Association.

Section 3. To encourage continuing contact among the Alumni of this High School by assisting in organizing class reunions and by publishing the *AlumniScope* Newsletter.

Section 4. To select worthy individuals for induction into the Hall of Merit of George Washington High School.

Section 5. To develop the financial resources necessary to enable the Association to carry on its programs, by fund-raising campaigns and prudent capital accumulation and investment.

Section 6. To play a constructive role in the larger community within which George Washington High School, its students, teachers, and Alumni are significant participants.

Article III — Membership

Section 1. Nonvoting membership in the Association shall be limited to those persons who are graduates of George Washington High School, and those who have served on the faculty or in the administration of the school.

Section 2. A person who does not meet the above qualifications for membership may be elected an Honorary Member of the Association by the Board of Directors. An Honorary Membership may be granted to any person who has made extraordinary contributions to the Association or to George Washington High School.

Section 3. Graduating Seniors of George Washington High School shall become Life members of the Association upon the payment of \$10.00 prior to the date of their graduation or within twelve months of their graduation. This one-time payment will entitle them to all the rights and privileges of membership and a subscription to the *AlumniScope* newsletter.

Section 4. All others eligible for membership in the Association shall become Life Members upon the payment of fees as established by the Board, which shall entitle them to all the rights and privileges of membership and a subscription to the *AlumniScope*.

Section 5. This schedule of dues was adopted by the Board of Directors and shall continue to be the schedule of dues until amended, repealed, or modified by the Board of Directors.

Section 6. Notwithstanding any other provisions of the Constitution and By-Laws of this Association, the Board of Directors shall have the sole power to set all membership dues, fees, and assessments for the Association by majority rule.

Article IV — Board of Directors

Section 1. A Board of Directors shall be the sole governing body of the Association, and shall possess all the powers, rights, and authority necessary to carry out the purposes and goals of the Association.

Section 2. Board of Directors membership.

2.1. The Board of Directors shall consist of the following voting members:

- a) A sitting board of eighteen Directors.
- b) The Faculty Advisor, who shall be appointed by the Principal of George Washington High School with the advice and consent of the Board of Directors. In selecting a Faculty Advisor, the Principal shall endeavor to nominate a member of the Faculty who is a graduate of George Washington High School.
- c) The incumbent Principal and all former Principals of George Washington High School, who shall be ex-officio members of the Board of Directors.

2.2. The elected Directors shall serve two-year terms, and shall be eligible for re-election. Their terms shall be so ordered that the terms of one-half the number of Directors shall expire each year. This Section shall not be interpreted to affect the terms of any of the incumbent Directors at the time this Section becomes effective.

2.3. The ex-officio members of the Board shall have voting rights, but shall not be counted among the nineteen elected and appointed Directors when establishing a quorum.

Section 3. The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer from among the elected members of the Board. These Officers shall serve terms of one year, and may be re-elected. These Officers, together with the Faculty Advisor, shall be the Officers of both the Board of Directors and Alumni Association.

Section 4. The Faculty Advisor may be removed from the Board only upon his or her personal request, upon transfer to another High School, or upon retirement from active teaching. The Principal may remove the Faculty Advisor only with the advice and consent of three-quarters of the Board of Directors.

Section 5. The Board of Directors shall, upon recommendation by the President, fill any vacancies on the Board or among the elected Officers which may occur between annual elections. A two-thirds vote of the Directors present shall be required to confirm the President's nominee to fill the vacancy.

Article V — Elections

Section 1. Each year the President of the Association shall appoint, with the approval of the Board, a Nominating Committee, of up to three (3) members of the Board of Directors, and no two members of the Nominating Committee shall be members of the same Graduating Class. Member(s) of the Nominating Committee shall not themselves be candidates for election or re-election.

Section 2. The Nominating Committee shall nominate one candidate for each Office and Directorship scheduled for election at the annual election next following its appointment. The Committee shall present its list of nominees at the last Board of Directors meeting of the school year. At such time, additional nominations may be made by members of the Board or by the general membership of the Association. The election of Officers and Directors shall take place at the same meeting at which the Nominating Committee makes its report.

Section 3. The Officers and Directors elected shall assume the duties of their respective offices upon the adjournment of the last regular meeting of the Board during the Academic Year of the San Francisco Unified School District.

Article VI — Duties of Officers

Section 1. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall appoint all committees, serve as an ex-officio member thereof, and perform all duties of the office, as specified by the Board of Directors.

Section 2. The Vice President shall perform the duties of the President in his or her absence or inability to perform those duties (for reasons of illness or otherwise).

Section 3. The Secretary shall keep an accurate record of all meetings and proceedings of the Board of Directors and of the Association, and shall report the same at each meeting of the Board of Directors.

Section 4. The Treasurer shall receive and disburse all monies, and shall keep an accurate account of all receipts and expenditures pertaining to all funds of the Association. The Treasurer shall be the Custodian of all financial records of the Association, including but not limited to checkbooks, passbooks, and certificates of deposit. The Treasurer shall report on the financial status of the Association at each meeting of the Board of Directors, and at least annually in the *AlumniScope* so that the members of the Association may be informed of its financial condition.

Section 5. The Faculty Advisor shall:

- 5.1. Serve as an ex-officio member of all committees, and shall attend the meetings of the Board of Directors and of the Association as the liaison among the Faculty, Student Body, and the Alumni Association. The Faculty Advisor shall notify the members of the Board of Directors of all meetings of the Board.
- 5.2. Assist the Officers and the Association in an advisory capacity to further the objectives of the Association. The Faculty Advisor shall maintain all membership records of the Association at George Washington High School, receive and conduct correspondence related to the duties of the office, and supervise the preparation of the *AlumniScope*. Each May and June, the Faculty Advisor will assist senior advisors or other school personnel as appropriate in coordinating the annual membership drive among the new graduates of the High School.

Article VII — Meetings

Section 1. The Board of Directors shall meet at least five times a school year, inclusive of the Annual Meeting. Additional meetings may be called at the discretion of the President or by the request of three (3) members of the Board of Directors. Unless otherwise specified by a two-thirds vote of the Board of Directors present, all meetings of the Board shall be open to the nonvoting membership of the Association.

Section 2. The President and Board of Directors shall schedule one Annual Meeting of the Association, to be held some time during the Spring semester, preferably but not necessarily the last meeting of the school year.

Section 3. Unless otherwise provided in this Constitution, *Robert's Rules of Order (revised)* shall be the procedural authority for all decisions and policies adopted by the Board of Directors or by the Association.

Article VIII — Funds of the Alumni Association

Section 1. The Board of Directors shall hold fiduciary responsibility for administering all General and Special Funds of the Association.

Section 2. The Funds of the Association are the following:

- a) General Fund
- b) Permanent Endowment Fund
- c) all other Funds

Section 3. The corpus of the Permanent Endowment Fund and other Endowment Funds shall be inviolable and may never be expended for any purpose. Additional funds from donations, memorial gifts, and bequests may be deposited in the Permanent Endowment Fund at any time. Such additions shall immediately become part of the corpus of the Fund. Only the income earned through prudent investment of the corpus shall be available for use by the Association.

Section 4. The Board of Directors shall have the power to amend this Article by majority vote to establish additional Funds as they may from time to time deem necessary and proper to accomplish the purposes of the Association.

Article IX — Title to Assets

Section 1. The Alumni Association shall hold title to all of its assets with the power to acquire, sell, and convey property and to invest and reinvest its funds.

Section 2. The Board of Directors is hereby designated to exercise the powers specified in Section 1 of this Article on behalf of the Association.

Section 3. The Board of Directors shall have discretionary power to transfer such authority to a non-profit, charitable Foundation created under the laws of the State of California and the regulations of the Internal Revenue Code, as amended, but such action must be approved by a three-quarters vote of the membership of the Board, including ex-officio members.

Section 4. Title to securities of every kind and nature, including but not limited to stocks, bonds, debentures and notes, belonging to the Alumni Association, the General Fund, the Permanent Endowment Fund, or any other entities or funds of the Alumni Association or under control of the Alumni Association, may be held in the name of a nominee or in the name of a custodian nominee designated as the depository for such securities.

Article X — Investment of Funds

Section 1. When investing the funds of the Association, the Board of Directors or its designated Agents must exercise the judgment and care which persons of prudence, discretion, and intelligence exercise in the management of their own affairs.

Section 2. Investment Principles

- 2.1. Capital Appreciation and Income (consistent with)
- 2.2. Preservation of Principal
- 2.3. Accomplished through a Diversified Portfolio

Section 3. The Alumni Association may invest its funds in the following types of instruments:

- a) Cash and/or bank accounts.
- b) Obligations of the United States or those for the payment of which the faith of the United States is pledged.
- c) High-quality corporate bonds rated A+ or better by Standard and Poor's.
- d) Money Market Funds
- e) Preferred stocks
- f) Common stocks
- g) Shares of investment trusts and mutual funds

Article XI — Hall of Merit

Section 1. The Board of Directors of this Association shall be responsible for administering the selection procedures for the Hall of Merit.

Section 2. Members of the Hall of Merit shall be chosen in accordance with the following process and qualifications:

- 2.1. Any member of the Association or of the Faculty and Administration of George Washington High School may nominate candidates for induction into the Hall of Merit.
- 2.2. Candidates for the Hall of Merit must be graduates of George Washington High School, and must have graduated at least fifteen years prior to their nomination.
- 2.3. Candidates must be persons of such exemplary character and achievement as to be considered worthy of emulation by undergraduates.
- 2.4. Each candidate for induction into the Hall of Merit must satisfy at least *two* of the following criteria:
 - a) The candidate must be worthy person known and recognized for his or her achievements by the public at large.
 - b) The candidate's achievements in the arts and sciences or industry, or position in public life and service, are such that they merit recognition in and of themselves.
 - c) The candidate's accomplishments have been recognized and endorsed by his or her peers in the field of endeavor.

Section 3. Members of the Hall of Merit shall be elected by the Board of Directors following due consideration of their qualifications and a two-thirds vote of the members of the Board present.

Section 4. The Board of Directors shall consider no more than two candidates for the Hall of Merit annually, but if no nominations are made or no candidates are deemed to be qualified in any given year, the Board of Directors shall have the discretion not to make inductions into the Hall of Merit for that year.

Article XII — Amendments

Section 1. The Board of Directors shall have the power to amend this Constitution and By-Laws at any time in accordance with the procedures established by this Article.

Section 2. Amendments may be proposed at any meeting of the Board of Directors, provided that they be presented in writing and signed by two (2) members of the Board.

Section 3. Proposed amendments shall be held over until the next succeeding meeting of the Board of Directors, except that at least seven (7) days must elapse between the proposal of the amendment and the time when it is to be voted upon. Copies of all proposed amendments shall be included with the notifications of meetings mailed to the members of the Board.

Section 4. A two-thirds vote of the nineteen elected and appointed members of the Board of Directors shall be necessary to approve proposed amendments. Amendments shall take effect immediately upon passage.

Article XIII — Effective Clause

Upon the approval of this Constitution and By-Laws by the Board of Directors of this Association, all previous Constitutions and By-Laws of the Association shall thereafter be null and void.