

## Bylaws of

### Towers High Alumni Association

#### ARTICLE I. NAME AND PURPOSE

**Section 1. Name.** The name of the organization shall be the Towers High School Alumni Association., hereinafter referred to as the “Association.”

**Section 2. Purpose.** The Association, organized under Not-for-Profit Corporation Law of the Internal Revenue Code Section 501(c)(3) of the United States (“NPCL”), shall have for its purposes: (revisit for verbiage)

- (a) to maintain the relationship of alumni to Towers High School (the “School”) and to each other through written and other communications, social, academic, and other types of events
- (b) to render aid and cooperation to the school to facilitate academic and extracurricular programs and other student activities
- (c) to award scholarships and other grants to students at the school, and
- (d) to raise funds, by dues, contributions, events and otherwise, to support those activities which, result in the furtherance of items (a) through (c) above.

#### **Section 3. General.**

- (a) The Association’s principal office shall be at the School, presently located at 3919 Brookcrest Circle, Decatur, GA 30032. A separate mailing address may be designated, as needed.
- (b) The Association shall have as its fiscal year the period from Jan 1 to December 31 of each calendar year.

- (c) All moneys of the Association shall be deposited at or invested with financial institutions accredited by and located in the United States and in accordance with the NPCL.
- (d) The officers shall electronically of the Association correct records of the activities and transactions of the Association which shall contain these Bylaws plus all minutes of meetings of the Board of Directors (“Board”) and its committees, as well as all other records of the Association.

## ARTICLE II. MEMBERSHIP

**Section 1. Classes of Membership.** There shall be the following classes of membership in the Association:

- (a) Basic Members. There shall be a class of members consisting of all former students at the School and who are not Alumni Members. Basic Members may serve on committees.
- (b) Alumni Members. There shall be one class of voting membership consisting of individuals who attended the School and who pay dues. Alumni Members shall be eligible to vote in elections of the Association, serve on the Board, serve on committees of the Board, and hold office in the Association.
- (c) Associate Members. Associate membership shall be conferred upon all persons whose admission will contribute to the Association’s ability to conduct its charitable purposes and who pay dues. Associate Members may include parents of current or former students and current or former administrators, teachers, or donors to the School. Associate Members shall have no right to vote, to hold office in, or to serve on the Board of the Association. Associate Members may serve on committees (but may not chair a committee) except as provided for in these Bylaws.
- (d) Honorary Members. There shall be an honorary membership class consisting of persons, selected by the Board from time to time at a regularly scheduled meeting, who have made significant contributions to the School or the Association but did not

attend the School. Honorary Members shall have no right to vote, to hold office in, or to serve on the Board of the Association and shall not have to pay dues. Honorary Members may serve on committees (but may not chair a committee) and serve as Trustees, except as provided for in these Bylaws.

**Section 2. Dues.** The dues schedule shall be determined, from time to time, by the Board.

### ARTICLE III. GENERAL MEETING

**Section 1. Annual General Meeting.** An Annual General Meeting of the Members of the Association shall be held during the first half of each calendar year at such date, time and place as the Board shall determine. Due written notice of such meeting shall be given. The purpose of the meeting shall be for the election of Directors to the Board and for voting on any other issues the Board may wish to present to the Members. Only Alumni Members shall be entitled to cast votes. When a quorum is present at an Annual General Meeting, the election of Directors to the Board shall be determined by a plurality of the votes cast by the Alumni Members, whereby each Alumni Member may vote for up to as many candidates equal to the number of Board seats up for election.

**Section 2. Quorum.** There shall be required a minimum of either fifteen (15) Alumni Members or five (5) percent of the total voting membership, whichever is less, present in person or by proxy, to constitute a quorum at an Annual General Meeting.

**Section 3. Rules of Order.** The presiding officer may, at his or her discretion, use *Robert's Rules of Order* to conduct the meeting.

### ARTICLE IV. DIRECTORS

**Section 1. General.** The Association shall be governed by a Board consisting of up to ten Alumni Members. The Board shall be responsible for the management, oversight,

and active conduct of the affairs of the Association. The Board shall meet after due notice not less than once every three (3) months. More than one third of the members of the Board then in office shall constitute a quorum. The presiding officer may, at his or her discretion, use *Robert's Rules of Order* to conduct the meeting.

**Section 2. Term of Office.** Commencing with the election of Directors at the Annual General Meeting, the successor of each Director whose term expires at such meeting shall be elected for a term expiring at the Annual General Meeting. The results of the election shall be announced at the Annual General Meeting. The term of office shall begin at the next meeting of the Board following the Annual General Meeting. If there is a vacancy in the position of Director, the President may nominate a qualified Alumni Member of the Association as a Director who shall take office upon confirmation by a majority vote of the Board for a term to extend until the next Annual General Meeting.

**Section 3. Nominating and Election Procedures.**

(a) The Board shall, annually, prepare a slate of qualified candidates for Director and solicit proxies for the slate by electronic ballot prior to the Annual General Meeting.

(b) Notwithstanding the foregoing, candidates for Director may also be nominated by Alumni Members present at the Annual General Meeting. Candidates nominated must be:

1. Alumni Members at the time of nomination and for at least one year immediately prior thereto.
2. Eligible to serve as Director in accordance with these Bylaws; and
3. A person of good moral character and is able (or have no deficiency that would prevent the candidate) to serve a fiduciary to a not-for-profit corporation that serves an educational institution.

Upon verification by the Membership Committee that such candidate complies with the provisions of this Section, any candidates so nominated shall be a candidate for Director.

**Section 4. Action Without a Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

**Section 5. Participation by Telecommunications Equipment.** Any one or more members of the Board or any committee thereof may, where practical, participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 6. Removal.** Any Director of the Association may be removed or suspended for cause adversely impacting the Association or the School after a motion made and carried by a simple majority vote at a duly noticed Board meeting, followed by two weeks written notice of intent to take such action, and a vote carried at a subsequent Board meeting by a two-thirds majority of the Board then in office.

## **ARTICLE V. OFFICERS**

### **Section 1. General.**

- (a) The officers of the Association shall be President, Vice President, Recording Secretary, Treasurer, and Marketing & Communications Officer.
- (b) All officers must be members of the Board in good standing.

**Section 2. Duties of Officers.** The duties of the officers shall be those usual incidents to their respective offices.

(a) **President.** The President shall preside at all meetings of the Board and the Annual General Meeting. The President shall, with the advice of the Board, appoint committee chairs, and hire, if advisable, an Executive Director. The President shall provide general direction for the affairs of the Association.

(b) **Vice Presidents.** The Vice President shall function as an assistant to the President and shall perform executive duties in the absence of the President, including presiding at meetings of the Board and the Annual General Meeting. They shall be assigned specific duties by the President.

(c) **Recording Secretary.** The Recording Secretary shall serve as Corporate Secretary of the Association and be responsible for the keeping of accurate and complete records of the Association, including the proceedings of the Board and the Annual General Meeting.

(d) **Treasurer.** The Treasurer shall be responsible for the financial operations of the Association including the custody of all moneys of the Association, choosing accounting services, and establishing adequate procedures and controls. The Treasurer shall be responsible for generating the budget, monitoring variances in the budget, keeping an accurate record of receipts and expenditures and issuing regular financial reports to the Board. The Treasurer shall make the financial records available for an annual audit of the Association Basic Members. There shall be a class of members consisting of all former students at the School and who are not Alumni Members. Basic Members may serve on committees.

(e) **Marketing & Communications Officer.** The Marketing & Communications Officer shall be responsible for the public face of the Association, to include the maintenance of all social media platforms, the Association's website, and any other public relations venues that may arise.

**Section 3. Term of Office.** Officers shall be elected by the Board at its first meeting immediately after the Annual General Meeting. Candidates for officer positions must be members of the Board in good standing. All officers will take office immediately upon election and serve for a term of two years, plus a 2-month transition period.

**Section 4. Removal.** Any officer of the Association may be removed or suspended for any cause adversely impacting the Association or the School. A motion shall be made and carried by a simple majority vote at a duly noticed Board meeting, and a vote carried at a subsequent Board meeting by a two-thirds majority of the Board then in office. “Duly noticed” shall be defined as two weeks written notice from the Board of intent to take such action.

### **Section 5. Vacancies**

(a) If the Office of the President becomes vacant because of retirement, resignation, removal, death, or any other reason, the Office shall be succeeded for the unexpired portion of the term by the Vice President, then Recording Secretary, and then Treasurer.

(b) In the event of a vacancy in any office other than the President, a successor to fill the unexpired portion of the term shall be elected by the Board.

## **ARTICLE VI. STANDING COMMITTEES**

### **Section 1. Executive Committee**

(a) The Executive Committee shall consist of the officers of the Association. The committee shall be chaired by the President. The committee shall have all the authority of the Board, except as prohibited by law, to conduct the affairs of the Association between regular meetings of the Board in situations where an assembly of a quorum of the Board would be impractical or impossible. The President shall lead this committee.

(b) Actions of the committee shall require a majority plus one vote. The committee shall report to the Board on any actions taken at the next scheduled Board meeting.

(c) The committee shall be responsible for periodically reviewing the Association's governance, including these Bylaws, to ensure that they reflect current law and best practices.

**Section 2. Activities.** The Activities Committee is responsible for organizing and supporting alumni reunions and other fundraising events. A form of contract shall be created by the committee and approved by the Board, as needed. The committee is also responsible for organizing other events that connect the School, the alumni, and the students.

**Section 3. Communications.** The Communications Committee shall be responsible for regular Association communications including, but not limited to, the publication of the Association newsletter, presence in social media and maintenance of the Association website. The Marketing and Communications Officer shall lead this committee.

**Section 4. Finance.**

- (a) The Finance Committee shall be responsible for investment strategy and reviewing financial performance. The Treasurer shall lead this committee. A Trustee shall be a member of this committee, as available.
- (b) The committee shall be responsible for the Association's auditing functions, including, but not limited to, reviewing financial reports. Besides the Treasurer, the committee shall be composed solely of Board members who are not officers of the Association. A Trustee shall be a member of this committee, as available.
- (c) The committee shall review all requests for Association funds from the School, student groups, departments, teams, and other groups associated with the School. The committee shall have the power to approve or disapprove requests that are at or beneath the dollar limit \$100 that shall be set by the Board from time to time. The committee shall recommend to the Board approval or disapproval of requests that are above the dollar limit \$100.
- (d) The committee, working with the Treasurer, shall ensure that all monies designated for specific purposes, either by the donor or by the Board, are set aside and made available for said purposes, less an amount up to ten percent (10%).



(“Administrative Fee”), which shall be retained by the Association for costs and expenses associated with the purposes (e.g., flyers for the Alumni Scholarship, etc.). In addition, for cash flow purposes, at the end of each fiscal year of the Association, the Association may retain an amount up to ten percent (10%) of the previous fiscal year’s operating budget.

**Section 5. Scholarship.** The committee shall, from time to time, establish procedures for applying for and criteria for granting scholarships, grants, and other financial assistance or awards. The committee shall review all individual student applications for assistance and determine, in its judgment, which applicants are entitled to assistance and the amount of such assistance.

**Section 6. Membership.** The Membership Committee shall maintain accurate records pertaining to the Members of the Association including, but not limited to, dues payments and current contact information. The committee shall be responsible for the safeguarding of such information in accordance with applicable laws and Association policies. In addition, the committee shall be responsible for recruiting new Alumni Members and for passing upon or recommending for membership those candidates who meet the qualifications. The committee shall annually review such qualifications and the dues schedule.

**Section 7. Special.** The Board may, from time to time, create such special committees as may be deemed desirable. The members of any such committee shall be appointed by the President with the advice of the Board. Special committees shall have only such powers as are specifically delegated to them by the Board, and as are permitted by law. Special committees shall serve at the pleasure of the Board.

## **ARTICLE VII. INDEMNIFICATION**

**Section 1. Indemnification.** The Association shall, to the fullest extent permitted by law, indemnify and hold harmless and defend any person who is made, or threatened to be made, a party to any action or proceeding by reason of or related to the fact that he, his testator or intestate is or was a Director, Officer, volunteer, committee member

or agent of the Association, against any judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, in connection with the performance of an act authorized by the Association and performed in good faith.

#### ARTICLE VIII. CHAPTERS

**Section 1. Affiliated Chapters.** The Board may, from time to time authorize, charter, license, and dissolve chapters of the Association throughout the United States and other countries.

#### ARTICLE IX. AMENDMENTS

**Section 1. Amendments to the Bylaws.** These Bylaws may be amended by a motion made and carried by a simple majority vote at a duly noticed Board meeting, followed by two weeks written notice of intent to take such action, and a vote carried at a subsequent Board meeting by a two-thirds majority of the Board then in office, or by a simple majority vote of the entire voting classes of membership of the Association, by way of a referendum.

#### ARTICLE X. DISSOLUTION OF THE ASSOCIATION

**Section 1. Dissolution of Association.** In the event of the dissolution or liquidation of the Association, the Board shall donate any assets then owned by the Association to the School or an organization which supports the School, and which satisfies Section 501(c)(3) of the Internal Revenue Code, and as further required by the NPCL.

#### ARTICLE XI. EFFECTIVE DATE

These Bylaws shall be effective on **September 30, 2022.**