



CHESTER HIGH SCHOOL/GREEN MOUNTAIN UNION HIGH SCHOOL
ALUMNI ASSOCIATION

CONSTITUTION AND BY LAWS

ADOPTED ON JUNE 10TH, 2006

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Article I: Name and Location

Section 1: This Association shall be incorporated as a "corporation not for profit" and shall be officially known as The Chester High School / Green Mountain Union High School Alumni Association, Incorporated, hereafter referred to as the Association.

Section 2: Offices of the Association shall be located within the town of Chester at a place to be determined by the executive officers of the Association. This location shall be published in the local newspaper.

Article II: Mission and Purposes

Section 1: The Association shall advance, support, and promote the interests of alumni of Chester High School and Green Mountain Union High School, hereafter referred to as the High School, and Association members.

Section 2: The objectives of the Association shall be:

- a) To foster community support for the Association.
- b) To maintain communication between the school and its Alumni.
- c) To unite Alumni and members of the Association in all activities of the Association.
- d) To maintain a sense of history of school activities in Chester.
- e) To provide a scholarship to assist graduates of the High School with future education and learning.

Article III: Membership

A requirement for all classes of membership is paying appropriate dues as established by the Board of Directors and ratified by a majority at the Annual Business Meeting of the Association, which are in accordance with these bylaws.

Section 1: Regular

All graduates of the High School, who have paid the appropriate dues and who agree to abide by these bylaws shall be regular voting members. Regular voting members shall be eligible to hold elective office. New graduates shall be exempt from paying dues for one fiscal year following graduation from the High School.

Section 2: Associate

All individuals who have attended the High School for a period of at least three (3) years but did not graduate from the High School, who complete an Associate Membership application, submit the appropriate dues payment, and agree to abide by these bylaws shall be Associate members. Associate voting members shall not be eligible to hold elective office.

Section 3: Life

Regular and Associate members may elect to become life members by completing a Life Membership application and submitting the appropriate dues payment.

Section 4: Honorary

Honorary life membership without voting rights may be conferred upon individuals at such time and under such terms as the Board of Directors shall determine

Section 5: Resignation

Any member may resign by filing a written resignation with the Board of Directors, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges thereto accrued and unpaid.

Article IV: Organizational Structure

Section 1: To achieve the objectives of the Association, the Board of Directors may at its discretion establish policies regarding committees to serve the interests of the Alumni.

Members of the Association shall have a vote in the affairs of the Association. The Board of Directors shall exercise authority over policies.

Article V: Dues

Section 1: Establishment of Dues

All membership dues shall be established each year at the Annual Meeting based upon the recommendation of the Board of Directors and ratified by the voting Membership.

Upon a member reaching his/her sixtieth (60th) class reunion, they will no longer need to make dues payments in order to be considered a member in good standing.

Section 2: Delinquency

If membership dues are not paid by September 1st, the individual will not be considered a member in good standing.

Section 3: Refunds

No dues shall be refunded to any member whose membership terminates for any reasons.

Article VI: Officers

Section 1: Elected Officers

The elected officers of the Association shall be a President, a 1st Vice-President, a 2nd Vice-President, a Treasurer, a Recording Secretary and a Corresponding Secretary. The 1st Vice-President shall automatically succeed to the Presidency if the position becomes vacant before the next election.

Section 2: Qualifications for Office

Any regular member in good standing shall be eligible for nomination and election to any elective office of the Association excluding President. Any regular member in good standing who has previously held an elected position, shall be eligible for nomination and election as President.

Section 3: Nomination and Election of Officers

In accordance with *Article X, Section 1*, the Nominating Committee shall prepare and submit to the members a nomination for President, 1st Vice-President, 2nd Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary of the Association. Any person so nominated shall have given prior consent to nomination and election as an officer. Elections will take place at the Annual Business Meeting of the Association. Officers shall deliver to their successor all materials pertaining to their respective offices within thirty (30) days after an election, or upon their resignation from office.

Section 4: Term of Office

Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year or until a successor is duly qualified and elected. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Board.

Section 5: Re-election

All members of the Board of Directors are eligible for re-election, so long as they are a member in good standing.

Article VII: Duties of Officers

Section 1: President

The President shall be the chief elected officer of the Association and shall serve as Chairman of the Executive Board. He or she shall call, reschedule, and/or cancel all regular and special meetings of the Association and the Executive Board. The President shall also preside at all meetings of the Association. The President shall serve as an ex-officio member of all committees except the Nominating committee and shall make all required appointments of standing and special committees and appointed positions in accordance with *Article X, Section 6*. The President shall see that all orders and resolutions of the Members and the Board of Directors are carried into effect. The President shall promote the welfare and further the objectives of the Association as set forth in *Article II* of the Bylaws. He or she shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 2: 1st Vice-President

The 1st Vice-President shall perform such duties as are delegated or assigned by the President or the Board of Directors, and shall perform the duties of the President in the event that the individual is unable to serve or is absent. The 1st Vice-President will act as parliamentarian.

Section 3: 2nd Vice-President

The 2nd Vice-President shall be responsible for such duties as are individually assigned to him/her by the President, and shall perform the duties of the President in the event that both the President and 1st Vice President are unable to serve or are absent.

Section 4: Treasurer

The Treasurer shall oversee: the Association's funds and records; the collection of members' dues and/or assessments; the performance of the annual financial review; and further shall report on the financial condition of the Association at all meetings of the Board of Directors, the Executive Board, and the Membership. The Treasurer shall serve as chairman of the Budget and Finance Committee.

Section 5: Recording Secretary

The Recording Secretary shall oversee the proper recording of proceedings of all meetings of the Association, the Board of Directors, and the Executive Board. The Recording Secretary shall also maintain all minutes for archives, keep a current copy of the Constitution and Bylaws, and have it present at all meetings of the Association.

Section 6: Corresponding Secretary

The Corresponding Secretary shall accept mail for the Association, distribute it accordingly, answer inquiries for information, shall ensure that accurate records are kept of members, maintain the list of members in good standing and such records as are necessary, and shall perform the duties of the Recording Secretary in the event that the individual is unable to serve or is absent.

Article VIII: Board of Directors

Section 1: Authority and Responsibility

The Board of Directors shall have direction of the affairs of the Association. It shall determine its policies or changes therein and shall actively prosecute its objectives. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Board. The chair of the Board of Directors shall be an individual listed in *Article VIII, Section 2*, and shall be elected by the Board of Directors. The chair of the Board of Directors will be considered an active chair and shall have a vote on all matters of the Board of Directors.

Section 2: Make up of the Board of Directors

The Board of Directors shall consist of the officers of the Association, named in *Article VI, Section 1*, and three (3) Directors At Large elected by the voting Membership at the Annual Meeting. The terms of the Directors At Large shall be staggered to assure continuity on the Board of Directors.

Section 3: Term of Office and Manner of Election for Directors At Large

Directors At Large shall serve for a term of three (3) years or until their successors have been elected and assume office. Directors At Large shall be elected in accordance with the provisions of *Article X, Section 1*.

Section 4: Re-election

All members of the Board of Directors are eligible for re-election, so long as they are a member in good standing.

Section 5: Nominations for Directors At Large

The Nominating Committee acting in accordance with *Article X, Section 1*, shall present one (1) nominee for each Director At Large seat on the Board of Directors which is about to expire.

Section 6: Quorum of the Board of Directors

At any duly called meeting of the Board of Directors, a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of the business of the Association and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority vote of those present and voting.

Section 7: Meetings of the Board of Directors

A regular meeting of the Board of Directors shall be held no less than one (1) time each year and shall be called by the chair of the Board of Directors. Notice of all such meetings shall be given to the members of the Board of Directors not less than thirty (30) days before the meeting is held.

Section 8: Voting

Voting rights of a member of the Board of Directors shall not be delegated to another nor exercised by proxy.

Section 9: Voting by Mail

Action taken by mail ballot, facsimile, or email of the members of the Board of Directors shall be a valid action and shall be reported and ratified at the next meeting of the Board of Directors.

Section 10: Vacancies, Resignation, and Removal

Vacancies: If a vacancy occurs in any position on the Board of Directors, the President with the consent of the Executive Board, shall appoint a person to fill the un-expired term.

Resignation: A member of the Board of Directors may resign at any time by giving written notice to the Executive Board of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Executive Board.

Removal: Any member of the Board of Directors can be removed by unanimous vote of the Board of Directors, excluding the vote of the member to be removed.

Section 11: Compensation

Members of the Board of Directors, committee chairs, and appointed position shall not receive any personal compensation for their services.

Section 12: Personal Liability

The officers, Directors At Large, committee chairs, and appointed positions shall not be liable to the Association for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith.

Article IX: Executive Board

Section 1: Authority and Responsibility

The Executive Board may act in place and instead of the Board of Directors between Board of Directors meetings on all matters, except those specifically reserved to the Board of Directors by the Bylaws.

Section 2: Composition and Election

The Executive Board shall consist of the following: The President, the 1st Vice-President, the 2nd Vice-President, the Treasurer, the Recording Secretary, and the Corresponding Secretary. Officers shall be elected in accordance with the provisions of *Article X, Section 1*.

Section 3: Quorum - Call of Meetings

A majority of the Executive Board shall constitute a quorum at any duly called meeting of the Executive Board. If the President does not call a meeting when there is business to transact a meeting may be called by two or more of the Directors At Large, so long as all Executive Board members are notified in advance.

Section 4: Attendance

Any elected officer who shall have been absent from two (2) consecutive regular meetings of the Executive Board shall automatically vacate his/her seat on the

Executive Board and the vacancy shall be filled as provided by *Article VIII, Section 10, Vacancies*. However, the Executive Board shall consider each absence of an elected officer as a separate circumstance and may expressly waive such absence by an affirmative vote of a majority of its members.

Article X: Committees and Appointed Positions

Section 1: Nominating Committee

The President shall appoint with the approval of the Board of Directors a Nominating Committee which shall consist of three (3) regular members. At least one member of the Nominating Committee shall be reappointed to the following year's Nominating committee to insure continuity

The Nominating Committee shall nominate a candidate for each open position on the Board of Directors, for the ensuing year.

The Nominating Committee shall present a slate of nominees at the Annual Business Meeting.

Section 2: Budget and Finance Committee

The Budget and Finance Committee shall consist of at least the following: the President, the 1st Vice-President, the Treasurer, and two (2) members of the Association. The Treasurer shall serve as chairman. The Committee may perform such other duties in connection with the finances of the Association as the Board of Directors may determine from time to time.

Section 3: Alumni Scholarship Committee

The Alumni Scholarship Committee is responsible for awarding scholarships to graduates of the High School with goals of furthering their education and learning. The number of scholarships and their award amounts are decided upon yearly by suggestions from the Alumni Scholarship Committee, accompanied by a financial review from the Budget and Finance Committee, approved by the Board of Directors, and ratified by the Membership at the Annual Business Meeting. Disbursement dates and eligibility requirements are set by the Alumni Scholarship Committee.

Section 4: Creation and Dissolution of Committees

The President shall monitor actions of the committees of the Association and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

Section 5: Organization and Attendance

All committees shall be of such size and shall have duties, functions, and powers as assigned by the Association, except as otherwise provided in the Bylaws. Any committee member who fails to attend three (3) consecutive regular or special meetings of the committee, without excuse acceptable to the chairman of the committee, shall be deemed to have resigned from the committee and the vacancy shall be filled by appointment of the President as provided in *Article VII, Section 1*.

Section 6: Appointed Positions

The President shall appoint at least: a Registered Agent to handle all corporation business with the State of Vermont, a Historian to document and preserve the history and spirit of the High School, and all committee chairs. All appointed positions have no voting rights on the Board of Directors or the Executive Board.

Article XI: Meetings of Members and Voting

Section 1: Annual Business Meeting

The Annual Business Meeting of the Association, for the ensuing year, shall be held on such dates as may be determined by the Membership at the Annual Business Meeting. Every effort shall be made to have the meeting in Chester.

Section 2: Special Meetings

Special meetings of the Association may be called at any time by the President or Board of Directors. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3: Notice of Meetings

Written notice of the Annual Business Meeting and any special meetings of the Association at which Association business is to be transacted shall be mailed to the last known address of each member no less than ten (10) days nor more than forty (40) days before the date of the meeting.

Section 4: Voting

At all business meetings of the Association, each active member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority of those regular members present and voting shall govern.

Section 5: Quorum

At an Annual Business Meeting or special meeting of members, a quorum shall consist of the voting members present. All action taken by said members shall be implemented by the Board of Directors.

Section 6: Rescheduling Meetings of Members

Rescheduling of the Annual Business Meeting and Special Meetings may be determined by the Board of Directors. The terms of *Article XI, Section 3* do not apply to emergency rescheduling of the Annual Business Meeting and/or Special Meetings.

Article XII: Finance

Section 1: Fiscal Period

The fiscal period of the Association shall be from July 1st to June 30th of the following year.

Section 2: Financial Review/Audit

Within sixty (60) days following completion of the financial review or audit, no later than November 1st of each year, the Treasurer shall furnish the Board of Directors with a financial report for the fiscal year just concluded.

Article XIII: Amendments

Section 1: Proposing

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by fifteen (15) percent of the active members. The Board of Directors shall present all such proposals to the regular members in good standing.

Section 2: Approval

Amendments to the Constitution and Bylaws shall be approved by a two-thirds affirmative vote of the members present and voting at the Annual Business Meeting or special meeting of the Association duly called, provided written notice of proposed changes have been sent to the Association Board of Directors thirty (30) days in advance of said meeting. In addition, copies of proposed changes shall be made available for members review.

Article XIV: Rules of Procedure

The current edition of Roberts Rules of Order shall be the final source of authority for the parliamentary procedure for the Association. The 1st Vice -President shall function as parliamentarian for matters concerning interpretation of Robert Rules of Order as they relate to the resolution of any procedural dispute.

Article XV: Dissolution

The funds of the Association shall be used only to achieve the organizational directives stated in these Bylaws, and no part of these funds shall inure or be distributed to the members of the Association. In the event of the dissolution of the Association all funds shall go to another 501(c)3 organization.