

BYLAWS OF THE
QUEEN ANNE HIGH SCHOOL ALUMNI ASSOCIATION

ARTICLE I. NAME

The name of this organization shall be the Queen Anne High School Alumni Association (QAHSAA), hereinafter referred to as the Association. It shall also be known as the Queen Anne Alumni Association and the Queen Anne Alumni.

ARTICLE II. PURPOSE

The Association is organized exclusively for charitable, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The purpose of this Association is to promote public education through the establishment of endowments and awarding of scholarships to students for higher education; to continue the active role of Queen Anne High School in the community; to promote fellowship among alumni, teachers and friends of Queen Anne; and to honor and keep alive the name of Queen Anne High School. Notwithstanding any provision of these Bylaws, the Association shall not engage in any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. This Association is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE III. MEMBERSHIP

Section 3.01. All former students and staff of Queen Anne High School are members of this Association.

Section 3.02. The membership lists of the Association are for the use of the Association and the reunion committees only. They are not to be used for private, political, or business use of any kind.

Section 3.03. Letters and electronic communications to alumni may be forwarded to them through the Association auspices. In so doing, the contact information obtained from Association records for the recipient shall not be revealed to the sender without the recipient's permission.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

Section 4.01. All affairs of the Association shall be the responsibility of the Board of Directors. Officers shall be elected annually by the Board of Directors.

Section 4.02. The Board of Directors of the Association shall consist of fifteen (15) members of the Association who shall be elected for three year terms ending at the Annual Meeting of the expiration year, with one-third of the Board elected each year at the Annual Meeting; plus Honorary Members, as described in Section 405. The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of Directors to less than three.

Section 4.03. The officers of this Association shall be the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. All the officers must be Directors of the Association.

Section 4.04. Any member of the Board of Directors may be removed by a two-thirds (2/3) vote of the Board.

Section 4.05. A position of Honorary Board Member may be designated by the Board; a past Board Member who has distinguished him or herself for the betterment of the Association. Such Honorary Member shall have all rights and privileges, with the exception of voting, of an elected Board Member.

ARTICLE V. ELECTION OF BOARD OF DIRECTORS AND OFFICERS

Section 5.01. Previous to the Annual Meeting, the Board of Directors shall appoint a nominating committee of at least three (3) persons to nominate for each Board vacancy at least one individual who has indicated a willingness to serve if elected.

Section 5.02. The nominating committee shall report its findings to the membership at the Annual Meeting, at which time additional nominations may be made from the floor and the election of the Board members will take place. Voting shall be by ballot except in cases where the name of only one candidate is submitted for each position, in which case the Secretary may be instructed to cast an elective ballot.

Section 5.03. Such Board members shall serve until their successors are elected.

Section 5.04. The Board of Directors shall have the power to fill any vacancy on the Board for the remaining term of office.

Section 5.05. Officers will be elected by the Board of Directors at the first meeting of the Board following the Annual Meeting. This meeting shall be held within sixty (60) days following the Annual Meeting. Vacancy in office shall be filled by special election held at the meeting of the Board of Directors following the announcement of the vacancy.

ARTICLE VI. DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 6.01. The President shall preside at all meetings, enforce the Bylaws, appoint standing and special committees (except the nominating committee) subject to the approval of the Board of Directors, have general supervision of the interests of the Association, and shall be ex-officio member of all committees, except the nominating committee.

Section 6.02. The Vice-President shall preside in the absence of the President.

Section 6.03. The Recording Secretary shall keep a record of all the proceedings of the Association and the Board of Directors, and shall take care of the correspondence as necessary or as directed. The Recording Secretary shall provide a copy of previous month's minutes to each Board Member and a copy for the archives.

Section 6.04. The Corresponding Secretary shall pick up mail from the Post Office; maintain a log of correspondence; direct mail to the proper people; respond to appropriate correspondence; bring any necessary correspondence to the Board's attention; and other duties as requested by the President.

Section 6.05. The Treasurer shall: (1) receive all monies and disburse same as directed by the Board of Directors; (2) deposit all receipts in bank account(s); (3) keep Scholarship funds in a separate income-earning account(s); (4) keep all financial records in accordance with accepted accounting procedures; and (5) present an income and expense and financial condition statement at the end of the fiscal year and at such interim dates as required. Approval by two officers is required for any pending payment over \$1,000.00 (One thousand dollars)

before payment is made. Authorized signatures will be on file at banks where funds are deposited. The Treasurer may delegate section 6.05, (2) to the Corresponding Secretary, if appropriate.

Section 6.06. The membership committee, appointed by the Board of Directors, shall receive and record mailing lists (addresses) including additions, corrections or revisions from Class Reunion Committees and prepare membership records in permanent form.

Section 6.07. To the fullest extent not prohibited by the Washington Nonprofit Corporation Act, as it exists on the date hereof or is hereafter amended, a director and/or uncompensated officer of the corporation shall not be liable to the corporation or its members for any monetary damages for conduct as a director and/or officer. See the Association's Articles of Incorporation for full details of this and other protections provided by state law.

ARTICLE VII. MEETINGS

Section 7.01. The Annual Meeting of the Association shall be held at a time and place set by the Board of Directors, and announced through timely communication to the membership. Other membership meetings, as necessary, may be called by the President, or upon written request of five members of the Board of Directors. The purpose of the meeting shall be stated in the notice.

Section 7.02. Meetings of the Board of Directors shall be held at such times and places as deemed necessary, to be called by the President or upon written request of three members of the Board. Each Director shall receive notice of all meetings of the Board at least three (3) days prior to the meeting. Such notice may be by mail, email or telephone. All meetings of the Board of Directors and any committee, except the nominating committee, shall be open to all members of the Association.

Section 7.03. The Directors are expected to attend all scheduled meetings unless they are excused by the President. Any Director who has three (3) unexcused absences within a fiscal year shall be suspended from active participation in Board voting until after the Board of Directors have their next scheduled meeting where they will vote to remove or retain the Director in accordance with Section 4.04.

ARTICLE VIII. QUORUM

Section 8.01. Any number of members of the Association attending the Annual Meeting shall constitute a quorum.

Section 8.02. A majority of members of the Board of Directors shall constitute a quorum at a meeting of the Board.

ARTICLE IX. FINANCES

Section 9.01. No membership dues or assessments shall be required, all contributions to this Association being on a strictly voluntary basis. This may be amended if the operation of the Association requires withdrawals from any reserve fund.

Section 9.02. No expenses to this Association shall be incurred by any persons or group of persons without the written authority of the Board of Directors. Any person or group of persons incurring such expense or obligation without specific authority shall be held personally liable for said expense.

Section 9.03. A goal of the Association is to have a Scholarship program to assist worthy students obtain higher education. A College Scholarship and a Vocational Scholarship, each in the amount approved by the Board of Directors, but at least \$500.00 (Five hundred dollars) will be awarded each year. Additional scholarships may be awarded by the Board if funds are available in the Restricted Scholarship account(s). The Board of Directors may transfer funds between the Restricted accounts and the General Operating accounts as financial circumstances requires to best serve the needs of the Association.

Another goal of the Association is to have a Scholarship Endowment Fund that is funded over time by moving excess Restricted Donations to this fund at the direction of the Board. This fund would be used to award scholarships from the income earned on the fund. Scholarship Endowment funds shall be kept in a separate income-earning account(s). Withdrawals from this fund shall require approval of the Board of Directors.

Scholarships are subject to the followings rules:

1. Each scholarship applicant must have a definite plan to continue his or her education and submit an application furnished by the Association.
2. The Association shall appoint a Scholarship Committee which shall meet to make the selection for each scholarship together with an alternate if the first student for some reason cannot accept the Scholarship. If necessary there may be more than one meeting.
3. The funds for each scholarship shall be available before the Committee makes the selection or selections.
4. No Scholarship Committee member shall have a vote in selection of a recipient who is a family member.
5. One Vocational Scholarship as given by the Association will be known as the Maxine Amundson McMahan Scholarship.

Section 9.04. The Association newsletter is published at least yearly by the Queen Anne High School Alumni Association for members and friends of the Association, and as a major fund-raising vehicle for the Association. The publication costs are funded from donations to the Association activities and from Association approved advertising in the newsletter. The published contents are generally about Queen Anne High School graduates, their reunions, scholarships, and letters to the editor. Articles not concerning Queen Anne High School or its graduates are discouraged.

ARTICLE X. COMMITTEES

Section 10.01 In order to accomplish the work of the Board of Directors, committees are necessary. These bylaws specify three required committees, Nominating, Membership, and Scholarship. Other committees may be formed and/or dissolved by the President as required. Success of the committees requires active participation of the Board of Directors along with other members.

Section 10.02 Each committee will recruit its members and elect its Chair, unless so assigned by the President of the Board of Directors. Each committee will develop its work plan within the scope of its mission, and it will present it to the Board of Directors for approval annually.

Section 10.03 Each committee must have at least one Director as a member who can report back to the full Board of Directors on committee activities and to initiate action by the Board in support of committee recommendations. All members of the Board of Directors are required to actively participate in at least one committee. The President may make necessary assignments based on the interests and/or skills of the Directors.

Section 10.04 Each committee will report to the Board of Directors on a regular basis to apprise them of committee activity, and when appropriate to make recommendations to the Board for action. A summary of the committee report, with any motions, should be provided in writing to the Secretary for inclusion in the Board Minutes.

Section 10.05 A list of possible additional committees that may be useful for the conduct of Board business includes:

- Finance
- Events
- Logo Merchandise
- Communications (newsletter & website)
- Bylaws

ARTICLE XI. DISSOLUTION

Upon the winding up and dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to the Seattle Public School District Scholarship Fund to be awarded as Queen Anne High School Alumni Association Scholarships.

ARTICLE XII. AMENDMENTS

The Bylaws may be amended at the Annual Meeting of the Association or at any meeting of the Board of Directors by a two-thirds (2/3) vote of the members present, providing the proposed amendment or amendments are included in the call for the meeting at which they are to be presented.

ARTICLE XIII. AUTHORITY ON PROCEDURES

Robert's Rules of Order, Revised, and Robert's Parliamentary Law shall apply on all questions of procedure and parliamentary law not specified in these Bylaws.

Adopted: November 24, 1981
Revised: October 19, 1983
Revised: September 24, 1987
Amended: October 13, 1988
Amended: January 17, 1994
Amended: September 25, 1995
Revised: January 15, 1996
Revised: June 18, 2001
Revised: June 19, 2013
Revised: July 15, 2015

Approved by the Board of Directors on July 15, 2015

(s/ Sherry (Peck) Moody)____
(President)

(s/ Jo (Wayt) Johnson)____
(Secretary)