

Globe High School Alumni Association Charter & Bylaws (As amended, January 12, 2013)

1. **Name:** The name of the organization is the Globe High School Alumni Association (GHSAA).

2. **Purposes:** The GHSAA exist to promote contact and association among former Globe High School students, to initiate and/or assist in all-class reunions and other celebratory events, and to facilitate excellence in all aspects of life at Globe High School, including support for the Globe High School Hall of Fame.

3. **Membership & Dues:**

A. All former students at Globe High School are members of GHSAA

B. Any GHSAA member who makes a monetary contribution in any amount to GHSAA will be designated a contributing member for the two-year period following the contribution.

C. The GHSAA Board of Directors may set modest dues for contributing members.

4. **Substructure:**

A. Organization by Class: Each graduating class from Globe High School constitutes a specific sub-entity, consisting of all members who graduated in that class and all member who would have graduated in that class had they continued to be students at Globe High School.

B. Organization by current location: GHSAA Members who reside contiguously in a specific location may organize themselves into local chapters of GHSAA. The GHSAA Board of Directors is authorized to approve any such organization upon the request of three or more members.

5. **General Assemblies:** In every odd-numbered year there shall be a General Assembly of GHSAA. Public notice shall be given of the time and location of this Assembly and all members (as defined in 3A) are eligible to attend and to vote on all matters that come before the Assembly. A quorum for the General Assembly will be 15 members from at least 5 sub-units (as defined in 4A & 4B)

6. **Directors & Officers:**

A. The Board of Directors will meet at least twice each year.

1. Powers: The Board of Directors will manage the business of GHSAA and may exercise all powers of the association.

a. Budgets: The Board of Directors will approve the operating budget of GHSAA.

b. Policies: The Board of Directors will adopt policies for the functioning of GHSAA. Policies must be recorded in the minutes of the Board meeting.

2. Board Members: The board consists of 12 members with no more than two members from any class.

3. Selection of Board Members: Members of the Board shall be elected in odd-numbered years by majority vote of the General Assembly.

4. Term of Office: Each Member of the Board will serve a term of two years. There is no restriction on the number of terms any member can serve.

5. If a Board Member has three or more unexcused absences from scheduled meeting of either the Board or the Executive Committee, the Board may replace that Member.

6. The quorum for a Board Meeting is seven (7) Board Members.

B. Officers of the Board consist of a Chairperson, a Recording Secretary, and a Treasurer. These officers shall be elected by the Board to serve for the following year. The duties of these officers are as follows.

1. The Chairperson is responsible for convening each meeting of the Board and for presiding over that meeting, for officially representing GHSAA, for serving as the chairperson of the Executive Committee, and for performing other duties as requested by either the Board or the Executive Committee. Board meetings need not be face-to-face meetings but may be conducted through telephone or other electronic media.

2. The Recording Secretary is responsible for maintaining the minutes of prior meetings, for distributing the minutes of the prior meeting to Board Members, for recording the minutes of the current meeting, and for insuring that the corpus of all minutes are in the hands of the newly elected Recording Secretary. The Recording Secretary shall serve on the Executive Committee.

3. The Treasurer is responsible for maintaining or supervising the custody of the funds and the books of GHSAA, for having the books monitored on a regular basis, for keeping adequate and correct accounts of the financial transactions of GHSAA, and for providing financial statements and other reports to the Board of Directors and the Executive Committee at appropriate times. The Treasurer shall serve on the Executive Committee.

7. **Standing Committees:**

A. Executive Committee: The Executive Committee consists of the officers of the Board, two additional GHSAA members selected by the Board of Directors, and the Chairpersons of each of the other Standing Committees. The Executive Committee will meet regularly during the year as convened by the Chairperson. The Executive Committee will advise, counsel with, and make recommendations to the Chairperson and to the Board regarding finances, management, policy, and other business. The Executive Committee may establish ad hoc committees from time to time to deal with specific issues.

B. Membership Committee: The Membership Committee is responsible for establishing and maintaining a list of members names and addresses, as complete as possible, and for notifying members about subsequent meetings and events. The members of the Membership Committee will be selected or amended by the Board or by the Executive Committee. The Committee will select its own Chairperson.

C. Events Committee: The Events Committee is responsible for planning or assisting with all-class reunions and other celebratory events and for coordinating with the Membership Committee to insure notification of GHSAA members. The members of the Events Committee will be selected or amended either by the Board or by the Executive Committee. The Committee will select its own chairperson.

D. GHS Coordinating Committee: The GHS Coordinating Committee shall work with diverse entities at Globe High School and in the Globe community to assist in the maintenance of a high level of student achievement in all areas of Globe High School, for proposing innovative or remedial actions aimed at the improvement of conditions at the high school, and for implementing such actions as have been approved by the Board of Directors and are sanctioned by GHS administration. The members of the GHS Coordinating Committee will be selected or amended by either by the Board or by the Executive Committee. The Committee will select its own chairperson. Care should be taken in this selection to appoint individuals qualified by education and/or background to function effectively in this capacity.

E. Fund Raising Committee: This Committee will explore alternative ways of raising funds for GHSAA, will seek Board approval of selected activities, and will assume a leadership role in implementing Board approved fund-raising activities. The members of the

Fund Raising Committee will be selected or amended by either by the Board or by the Executive Committee. The Committee will select its own chairperson.

F. Archives Committee: This Committee will work with the Globe High School Archivist and others at GHS to promote the appropriate display of trophies and other symbols of achievement on the part of GHS students and faculty, and to preserve and make available other archival material relating to the history of life in Globe schools. The members of the Archives Committee will be selected or amended by either by the Board or by the Executive Committee. The Committee will select its own chairperson.

8. Meetings:

A. The Board of Directors will hold its regular meetings at times and locations designated by the Chairperson. On request of two or more Board Members, the Chairperson will call a special meeting of the Board at a time and location determined by the Chairperson. The Chairperson will notify all Board Members of the time and place of all meetings. Meetings may not be held on less than five days notice to each Board Member.

B. The Executive Committee will meet on a regular basis at times and places designated by the Chairperson . On request of two or more Committee Members, the Chairperson will call a special meeting of the Board at a time and location determined by the Chairperson. The Chairperson will notify all Committee members of the time and place of all meetings. Meetings may not be held on less than five days notice to each Board Member.

C. A quorum for a meeting of the Board of Directors is 5 GHSAA members representing at least three different classes. A quorum for a meeting of any Standing Committee is 50% of the membership of that Committee. At any meeting, an action moved and seconded will be decided by a majority vote of those present and voting, except for interim amendments of the charter document. These changes can only be made at a meeting of the Board of Directors and they require a 2/3 vote of all members present and voting. These amendments will be in effect until the next General Assembly at which time they will be retained by a majority vote, or rescinded.

9. Indemnification of Board Members & Officers:

A. The GHSAA will hold harmless and indemnify each Board Member, each Officer, and each member of a Standing Committee ("indemnitee") against all liability and expense incurred by indemnitee in connection with any threatened or actual proceeding resulting from indemnitee's service to GHSAA. The GHSAA will provide indemnity under the procedure set forth below and to the fullest extent allowable under A.R.S. § 10-2305 et seq.

B. Exclusions: Except as permitted by law (including specifically A.R.S. § 10-2305) GHSAA will not indemnify indemnitee for acts listed in A.R.S. § 10-305 C.B.

C. Procedure:

1. Indemnitee must notify GHSAA promptly of the threat or commencement of any kind of proceeding for which the indemnitee intends to seek indemnification.

2. The GHSAA is entitled to assume indemnitee's defense with counsel reasonably satisfactory to indemnitee, unless indemnitee provides GHSAA with an opinion of counsel reasonably concluding that there may be a conflict of interest between indemnitee and GHSAA in the defense of the proceeding legal action.

3. If the GHSAA assumes the defense, GHSAA is not liable to indemnitee for legal or other expenses subsequently incurred by indemnitee.

D. Expense Advances: GHSAA will advance expenses incurred or to be incurred by indemnitee in defending a proceeding subject to the following requirements:

1. the GHSAA must receive notice of the expenses;
2. indemnitee must furnish GHSAA with a written affirmation of good faith belief that the indemnitee met the proper standard of conduct;
3. indemnitee or a representative must furnish GHSAA with a written undertaking to repay the advance if it is ultimately determined (after expiration or exhaustion of any appeal rights) that the indemnitee did not meet the standard of conduct; and
4. the GHSAA must determine that the facts then known to it would not preclude indemnification.

E. Settlement of claims: The GHSAA is not obligated to indemnify indemnitee for any accounts incurred if settlement is made without the prior written consent of GHSAA. The GHSAA will not enter into any settlement that would impose any penalty or limitation on indemnitee without indemnitee's prior written consent to any proposed settlement.

F. Effect of Repeal: In order that the indemnitee may rely on the indemnification promised by the above, no repeal or amendment may reduce the right of indemnitee to payment of expenses or indemnification for acts of indemnitee taken before the date of repeal or amendment.

9. Amendments & Corrections

A. Amendments: The Board of Directors may amend this document by a 2/3 vote of the Board Members present and voting, but notice of the amendment to be considered (including a copy of the proposed amendment) must be given to each Member of the Board at least 15 days before the meeting. Any such amendment will be in effect until the next General Assembly at which time it will be retained by a majority vote or rescinded.

B. Correction: The Chairperson may correct punctuation, grammar, spelling, numbering, or form where appropriate if the correction does not change the meaning.