**Brockton High School Alumni Association**

**Constitution**

**ARTICLE I**

**Name and Legal Status**

This organization shall be known as the Brockton High School Alumni Association, hereinafter referred to as the Association or BHSAA. The Association is a Massachusetts Chapter 180 not-for-profit corporation which is exempt from federal taxes under section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II**

**Mission and Purpose**

Section 1

The Brockton High School Alumni Association strives to provide opportunities that engage and benefit both its members and Brockton High School (BHS).

Section 2

The Association seeks to accomplish its mission by working to:

1. Develop and maintain a network of BHS alumni.
2. Foster a sense of pride for BHS among its students – past, present and future.
3. Create alumni activities that offer social interaction and professional growth.
4. Encourage financial support for BHSAA and Brockton High School.
5. Urge its members to be informed advocates for Brockton High School.

**ARTICLE III**

**Membership**

Section 1

Any person who graduates from Brockton High School and who complies with all the terms of the Association’s Constitution and Bylaws shall be deemed an alumni member.

Section 2

Contributing members are those BHS alumni who make an annual donation of at least $25.00 to the BHS Alumni Association or to a BHS-related account in the Brockton Educational Foundation (BEF).

Section 3

At its discretion, the Board of Directors shall have the authority to grant either honorary membership or associate membership to any person it deems worthy.

**ARTICLE IV**

**Governance**

Section 1

The Board of Directors (Board) shall conduct the business of the Association as specified in the Bylaws. The Bylaws of the Association shall establish the number of Board members and their roles.

Section 2

The Board shall elect from its membership the Officers of the Association at its annual end-of-fiscal-year meeting. The Bylaws of the Association shall establish the specific officer positions and their roles.

Section 3

The Board shall establish an Executive Committee, whose responsibilities shall be described in the Bylaws.

Section 4

The Board shall establish standing committees of the Association which will have yearlong responsibilities and activities. The Board shall establish special purpose committees to address responsibilities on an *ad hoc* basis. The Bylaws shall list both the standing committees and the special purpose committees.

Section 5

The Board of Directors shall, when deemed necessary and financially able, hire an Executive Director. This person will manage the business of the Association and serve as the Association’s agent, under the supervision of the Board.

**ARTICLE V**

**Amendments**

Section 1

Proposed changes to this Constitution must be submitted to the Board in writing by a BHSAA member in good standing at least one Board meeting in advance of the vote.

Section 2

At least two-thirds (2/3) of eligible Board members are necessary to approve alterations to this Constitution. Changes must take effect within sixty (60) days of the vote.

**ARTICLE VI**

**Limitations**

Section 1

The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in Article II.

Section 2

All persons, corporations or other entities extending credit to, contracting with or having any claim against the Association or the Board of Directors shall look only to the Association for the payment of such contractual claims, or for the payment of any debt, damages or judgements of any money that may become due or payable to them. Alumni members, volunteers, board members and officers shall not be personally liable.

Section 3

No member shall receive any compensation for his/her services as a BHSAA volunteer; however, that person may be reimbursed for necessary expenses incurred in the performance of that service.

Section 4

Upon termination of the existence of the Association, all its properties and assets shall, after payment of any lawful debts and expenses related to its dissolution, be delivered, conveyed and paid over to the Brockton Educational Foundation or its designee to be used exclusively to support the students and programs of Brockton High School.

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**Brockton High School Alumni Association**

**Bylaws**

**ARTICLE I**

**Board of Directors**

Section 1

The Board shall consist of at least 10 voting members. These will include:

* Elected officers (see Article II)
* Chairs of standing committees
* Chairs of special purpose committees
* Immediate past president of the Alumni Association
* BHSAA Executive Director
* Chairs of recognized alumni organizations or their designated representatives
* Four (4) at-large members

Section 2

The Board shall:

1. Conduct the business of the Association.
2. Authorize the use and investment of Association funds and properties.
3. Vote to approve committee recommendations for board nominations, scholarships and awards.
4. Exercise the authority to remove any officer or member of the Board of Directors from office for just cause by a two-thirds (2/3) vote of a quorum.
5. Require that at-large members serve on at least one standing committee.

Section 3

Board members shall:

1. Have the obligation to attend all Board meetings. The absence from three (3) consecutive regularly scheduled meetings shall be just cause for removal.
2. Actively promote the mission of the Association and Brockton High School, represent the Association at BHS-related functions and encourage attendance by others at alumni events and programs.
3. Make an annual financial contribution to the Association or to a BHS-related account in the Brockton Educational Foundation to maintain contributing member status per Article III, Section 2, of the Constitution.

**ARTICLE II**

**Officers**

Section 1: Terms

The elected officers of the Association shall be the President, Vice President, Treasurer and Secretary. The officers shall be elected annually for a term of one year and can serve no more than three (3) consecutive terms.

A call for officers will be made annually with nominations to be submitted four (4) weeks before the last board meeting of the year. Officers will be voted on at the last board meeting of the fiscal year with their term to begin effective July 1.

Section 2: Duties of Officers

The President shall:

1. Preside at all Board and Executive Committee meetings, and exercise all parliamentary powers as defined in Article VIII, Section 2.
2. Have the ability to call special meetings.
3. Appoint the Chairperson of each committee, subject to the approval of the Executive Committee.
4. Create *ad hoc* committees, subject to the approval of the Executive Committee.
5. Represent the Association at BHS and/or public affairs requiring alumni representation when called upon to do so, or designate a representative to act in that capacity.
6. Report to the Board of Directors all the decisions made at the Executive Committee meetings.
7. Have the authority, by approval of the Executive Committee, to request an electronic vote of the Board of Directors on a matter that needs to be addressed prior to the next scheduled Board meeting. The results of the vote and the course of action to be taken shall be reported and confirmed at the next Board meeting.
8. Perform other duties pertinent to the office.

The Vice President shall:

1. In the absence of or at the request of the President, perform the duties of the President.
2. Oversee the standing committees.

The Treasurer shall:

1. Be responsible for the prompt depositing of funds and the payment of bills only after approval and authorization by the Board, the President or the Executive Director.
2. Present at each Board meeting a report describing the Association’s funds and a summary of transactions since the previous meeting.
3. Be bonded at the expense of the Association, at an amount determined by the Board.
4. Arrange for an audit of the Association’s financial records within 90 days of the end of each fiscal year by an independent certified public accountant. Ensure that the Board receives the report in a timely manner.

The Secretary shall:

1. Be responsible for the recording of minutes at Board of Directors and Executive Committee meetings.
2. Keep a roll of the officers and the Board of Directors of the Association, including a record of their attendance at all meetings of the Association.
3. Fill all papers, correspondence and documents for future reference.
4. Keep a record of the members of all committees.
5. Chair each special purpose committee if the President does not appoint someone specifically for that function.

**ARTICLE III**

**Committees**

Section 1: Executive Committee

The Executive Committee shall be comprised of the elected officers, immediate past president and chairs of the standing committees.

The Executive Committee shall be responsible for establishing the agenda for meetings, overseeing the composition and activities of all committees and, when appropriate, acting in lieu of the full Board on matters of a time-sensitive nature and reporting such actions at the next scheduled meeting of the full Board.

Section 2: Standing Committees

The standing committees of the Association shall be:

* Communications and Marketing
* Community Outreach
* Fundraising
* Programs and Events
* Student Relations

Committees will be expected to have at least one meeting, either in person or via conference call, in between board meetings. Committee chairs or their designee will be responsible for reporting at each full meeting of the Board of Directors.

Section 3: Special Purpose Committees

The President shall form committees, as needed, to address the following annual responsibilities, subject to approval of the Executive Committee:

* Alumni Awards
* Board or Officer Nominations
* Scholarships

**ARTICLE IV**

**Meetings**

Section 1

1. The Board of Directors shall meet at least four (4) times a year.
2. At all meetings of the Board, half (1/2) of all voting Board members is required to constitute a quorum for the transaction of business.
3. The order of business shall be as set forth on the agenda and in accordance with

Article VIII, Section 2.

1. Special meetings of the Board of Directors may be called as necessary at the discretion of the President. An electronic notice for a special meeting shall be sent to each Board member at least two (2) weeks prior to the date of the meeting.

**ARTICLE V**

**At-Large Director Nominations and Term Limits**

Section 1

Only alumni of Brockton High School can serve on the Board of Directors. Notice of nominations will be sent electronically to all alumni, with nomination applications due by March 1st of each year. Alumni who wish to serve on the Board must either self-nominate or be nominated by another individual.

Based on the nominations received, the Nominating Committee will put forth a slate of candidates to the Board for majority vote at the next-to-last meeting of the fiscal year. Newly selected directors will be notified by the chair of the Nominating Committee or an appointed representative, and will be officially announced to all alumni prior to the first meeting of the fiscal year.

Section 2

At-large directors shall serve a three-year term. Terms are effective beginning July 1 and will cease on June 30. At-large members can serve multiple terms, but no more than two consecutively.

Any vacancies which arise may be filled through appointment by the President with approval by the Executive Committee.

**ARTICLE VI**

**Management of Funds**

Section 1

Checks drawn on any Association bank account shall be signed by the Treasurer and countersigned by the President, unless otherwise designated by the Board.

Section 2

Unless otherwise arranged, the Board authorizes the Treasurer and the President to execute all documents relating to gifts like trusts, deeds, leases, contracts, gifts-in-kind, note transfers and assignment of securities.

Section 3

No loans of Association funds shall be made to any Association member, employee or their family members.

**ARTICLE VII**

**Gifts to the Association**

Section 1

The Association shall accept gifts for the purposes set forth in Article II of the Constitution, subject to administration as designated by the Board. The Association may decline to accept any gift as the Board shall deem advisable.

Section 2

Gifts may be accepted on terms and conditions imposed by the donor(s), limiting the donation to a specific objective within the general purposes of the Association. Such contributions shall be called Designated Gifts. All other accepted contributions shall be called General Gifts.

Section 3

If, in the judgement of the Board, the conditions specified for any Designated Gift shall cease to be mutually beneficial, practicable or accomplishable, the Board can determine that such a donation will henceforth be used for other purposes within the Association, and shall be declared a General Gift.

**ARTICLE VIII**

**Procedures**

Section 1

The BHS Alumni Association’s fiscal year shall be July 1 through June 30.

Section 2

Robert’s Rules of Order, as amended, shall govern the conduct and be the authority on all questions of procedure at all Association meetings.

**ARTICLE IX**

**Review of Bylaws**

Bylaws will be reviewed and updated, as necessary, or at least every two (2) years.

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Approved and adopted: June 19, 2018