

WASHINGTON HIGH SCHOOL FIFTYPLUS CLUB BY LAWS

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ARTICLE 1 OFFICES

1.1) Registered Office - The registered office of the Corporation shall be located within the State of Minnesota and at an address of the current President of the Club. If an authorized change of address is made the Club President will register the change with the Secretary of State of Minnesota.

ARTICLE 2 PURPOSES

2.1) Nature of Corporation – The Washington High School FIFTYPLUSCLUB (Corporate Charter Number 1C-99) is a nonprofit corporation originally formed under the Minnesota Statutes, Chapter 317, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder. Herein will be referred to as the Corporation.

2.2) Primary Purposes – The Washington High School FIFTYPLUSCLUB is organized for the purposes set forth in its Articles of Incorporation that were filed with the State of Minnesota on April 6, 1988.

ARTICLE 3 MEMBERS

3.1) General Members - Each member of a graduating Class of Washington High School shall be designated as a Member of the Corporation. Washington High School FIFTYPLUSCLUB at the beginning of the fiscal year during which the Member's Class will celebrate its fiftieth (50th) graduation anniversary. During each Fiscal Year of the Corporation, the Class celebrating their fiftieth (50th) Graduating Ceremony Anniversary will be recognized and celebrated as attaining Washington High School FIFTYPLUSCLUB stature. The Fiscal Year for the Washington High School FIFTYPLUSCLUB begins October 1st of each year. Further explanation and definitions of the Annual Reunion Luncheon are contained in separate Sections herein.

3.2) Active Members – Each General Member who attends at least one Annual Reunion event in the previous five (5) consecutive years will be designated as an Active Member in the Corporation. All persons who donate to the Washington High School Alumni Scholarship Fund will be designated as Active Members.

3.3) Inactive Members – Any member who has not attended at least one Annual Reunion event in the previous five (5) years or has not donated to the Washington High School Alumni Scholarship Fund will be designated as an Inactive Member in the Corporation. As a rule, Inactive Members may not be mailed the Annual Reunion Invitation.

3.4) Annual Reunion – An Annual Reunion of all interested members of the Corporation will be held during the month of September. This is normally scheduled the first Saturday after Labor Day. At the **Reunion Luncheon**, the Class celebrating its fiftieth (50th) Graduation Ceremony Anniversary shall be designated as the Guest Class (GC). The preceding year's Guest Class shall be designated **as** the Host Class (HC). The Guest Class and Host Class have Duties and Responsibilities defined in separate documentation.

3.5) Class Membership - Each graduating Class of Washington High School shall represent a separate group of membership in the Corporation and shall be referred to by the year the Class graduated.

3.6) Class Representatives - Each graduating class (a separate group of membership in the Corporation, see 3.5 above) shall designate 2 or more members to represent and act on matters of the Club.

3.7) Class Representative Meetings - Class Representatives will meet from time to time throughout

the year to conduct and act on business of the Corporation. The Club President will be responsible to lead and develop the agendas for these meetings. For all matters requiring approvals, each class in the Corporation shall be entitled to two (2) Representative votes. Simple majority of voters is required for resolution approval.

3.8) Property Rights - No member shall have any right, title, or interest in or to any property of The Corporation.

3.9) Conditions of Membership – Any member, Active or Inactive may be expelled or suspended from the Corporation by a majority (50% plus one) vote of the Board of Directors for reasons (not inclusive) of: 1) obstructing the Corporation's business, (2) misappropriating the Corporation's name, funds, or property, or (3) conduct harmful to the Corporation and/or its Members, Active or Inactive; but not without providing fifteen (15) calendar days' prior Written Notice to the member of the intended expulsion or suspension, and the reasons therefore, and an opportunity to be heard orally or in writing as defined in the Written Notice, not less than five (5) days before the effective date of the expulsion. Any member who is expelled or suspended shall have no right to participate in, or attend, any Corporation function for the time period specified in the Written Notice. The Written Notice will be delivered to the Member via email and/or US Mail.

Definitions:

Expelled- Defined as being permanently displaced from the Corporation. The member being expelled will forfeit all rights as a member- Active or Inactive- and will not be allowed to attend, or participate in, any Corporation Function or Event, effective on the date defined in the Written Notice.

Suspended- Defined as being temporarily displaced from the Corporation. The member being suspended will forfeit all rights as a member- Active or Inactive- and not be allowed to attend or participate in, any Corporation Function or Event during the dates defined in the Written Notice. A suspension will have a beginning date and an ending date and is not a permanent status.

3.10) Member's Liability – No member shall be personally liable for the Organization's debts, obligations, or other responsibilities.

ARTICLE 4
BOARD of DIRECTORS

4.1) General Powers - The property and business of the Corporation shall be managed by the Board of Directors, with delegation to the Club President, Club Treasurer, and Club Secretary according to provisions of these Bylaws.

4.2) Number of Directors - The number of Directors shall be seven (7) but from time to time the number may be increased or may be diminished by the affirmative vote of the total number of directors. The BOD shall include the Club President who will serve as Chairman of the Board of Directors, the Club Treasurer, the Club Secretary, and the Club Directory Manager. The initial terms of these four Board of Directors' members shall be two (2) years with the incumbent eligible to hold that position until they turn in their resignation or Article 5.6 (Removal of Officers) is utilized. The Board of Directors shall also include the Host Class Representative.

This Host Class Representative position will be for one year and will rotate with each new Host Class. The Board of Directors shall also include the Guest Class Representative. This position will be for one year and will rotate with each new Guest Class. The Board of Directors may include additional members. These additional members are eligible to be on the Board of Directors because they are serving as chairpersons of a Board sanctioned FIFTYPLUSCLUB committee, role or function.

4.3) Host Class Representative - The Host Class (HC) Representative shall be elected or otherwise appointed by the Host Class Reunion Committee to represent and be the spokesman for the Host Class to the Club for that year.

(3.a) The (HC) Representative serves a one (1) year term as a member of the Board of Directors.

(3.b) The (HC) Representative will work with the Club President to plan and conduct all Class Representative Meetings.

(3.c) The (HC) Representative will designate someone to be the Master of Ceremonies at the Annual Club Reunion.

(3.d) The (HC) Representative will work with the Club President to plan and facilitate the Annual Club Reunion.

(3.e) Specific Duties and Responsibilities of the Host Class Representative are delineated under separate documentation.

4.4) Guest Class Representative - The Guest Class (GC) Representative shall be elected or otherwise appointed by the Guest Class Reunion Committee to represent and be the spokesman for the Guest Class to the Club for that year. Beginning each October 1st the BOD shall include one Guest Class Representative. This will be a non-voting position until January 1st at which time this person becomes an official member of the FIFTYPLUSCLUB. This BOD position will be for one year and will rotate with each new Guest Class.

4.5) Term of Office - Each Director shall hold office until his or her term expires, or until the earlier resignation or removal. Term of office shall match the fiscal year of the Club (Article 6.1) and shall end on the first Monday of October of each year.

4.6) Quorum and Manner of Acting – Except as otherwise provided by these Bylaws, two thirds (2/3) of the total number of Directors, but not less than four, shall be required to constitute a quorum for the transaction of business at any meeting. The acts of the majority of the Directors present at a meeting at which a quorum is present are the acts of the Board of Directors.

4.7) Organization - At each meeting of the Board of Directors, the President who serves as Chairman of the Board shall preside, or in his/her absence a Chairperson chosen by majority of Directors shall preside. The Secretary of the Corporation or, in his/her absence, any person whom the Chairperson shall appoint, shall act as Secretary of the Meeting.

4.8) Board of Director Meetings - Meetings of the Board of Directors shall be held whenever called by the President or by any three directors. Unless notice is waived by all Directors entitled to notice, notice of meetings will be given by an officer, who will give at least forty-eight (48) hours' notice to each Director by email, confirmed received email, telephone conversation, or in person. Each Director, by his or her attendance and participation in the action taken at any Directors meeting, is considered to have waived notice of that meeting.

4.9) Place of Meetings - The Board of Directors may hold its meetings at such date, time, and location(s) as it may from time to time determine.

4.10) Removal of Directors - Any Director may be removed, with or without cause, by a vote of majority of the total number of Directors, at any meeting of the Board of Directors. The vacancy on the Board of Directors caused by any such removal shall be filled in the manner specified in Section 4.12.

4.11) Resignations - Any Director may resign at any time by giving written notice to the President of the Corporation. Any such resignation shall take effect at the time specified in the notice or, if no time is specified, upon receipt of the resignation notice by the officer of the Corporation to whom such written notice is given.

4.12) Vacancies - Any vacancy on the Board of Directors shall be filled at a Board of Directors meeting by a majority vote of the remaining Directors on the Board, even though less than a quorum, and each

Director so chosen shall hold office for the remaining term of the Director creating the vacancy. Any Director so chosen shall be eligible for election to the Board of Directors at the expiration of the term for which the Director was chosen.

4.13) Written Action by Directors - Any action that may be taken at a meeting of the Board of Directors may be taken via email without a meeting, providing all Directors are notified, allowed to vote on the action and the action is approved by a quorum of all the Directors.

4.14) Proxies - Proxies shall not be allowed or used.

4.15) Eligibility – All Active Members of the Washington High School FIFTYPLUSCLUB are eligible to become a Member of the Board of Directors, with the following exceptions:

- a) Spouses, either current or former, are not allowed to serve on the Board of Directors in the same Term. Two Members residing in the same USPS Mailing Address are not allowed to serve on the Board of Directors in the same Term.
- b) Siblings are not allowed to serve on the Board of Directors in the same Term.
- c) Two Members related via marriages (in laws) are not allowed to serve on the Board of Directors in the same Term.

ARTICLE 5 OFFICERS

5.1) Number of Officers - The officers of the Corporation shall be the President, Treasurer, and Secretary, plus other officers or agents as may be elected by the Board of Directors. Any of the offices or functions of the offices may be held by the same person. All members of the Club are eligible for nomination to these offices.

5.2) President - Election of the Club President requires nomination from the membership at large, approval from the majority of Class Representatives voting at a scheduled Class Representative meeting and approval from two thirds (2/3) of the sitting Board of Directors. Initial term of office shall be two (2) years. The incumbent is eligible to hold that position until they turn in their resignation or Article 5.6 (Removal of Officers) is utilized.

The President:

(2.a) shall be the Chief Executive Officer (CEO) of the Club,

(2.b) shall serve as a member and Chairman of the Board of Directors and give proper notice of all meetings,

(2.c) shall see that all orders and resolutions of the Board of Directors are put into effect,

(2.d) with the Club Secretary orchestrate the election of directors and officers,

(2.e) shall at all times keep on file, up to date and complete, copies of the Articles of Incorporation and Bylaws,

(2.f) shall perform all duties usually incident to the office of the President. Specific Duties and Responsibilities of the President are delineated under separate documentation.

5.3) Treasurer and Secretary - Elections of the Club Treasurer and Club Secretary requires nomination from the membership at large, approval from the majority of Class Representatives voting at a scheduled Class Representative meeting and approval from two thirds (2/3) of the sitting Board of Directors. Initial term of office shall be two (2) years. The incumbent is eligible to hold that position until they turn in their resignation or Article 5.6 (Removal of Officers) is utilized.

The Secretary:

(3.a) shall serve as a member of the Board of Directors,

(3.b) shall act as Secretary for the Board of Directors and General Representative meetings and keep accurate minutes of all meetings,

(3.c) shall maintain the corporate record book, and with the President orchestrate the election of directors and officers.

The Treasurer:

(15.a) shall keep accurate accounts of all monies of the Club received or disbursed,

(15.b) shall deposit all monies, and other valuable effects of the corporation in its name and to its credit in such banks and depositories as the Board of Directors shall designate,

(c) shall disburse the funds of the Club as approved by the President, making proper vouchers therefore,

(3.d) shall render to the President and/or the Board of Directors, whenever asked, an account of all his or her transactions as Treasurer and of the financial condition of the Club,

(e) shall assist in the Annual Audit of Club financial records as prescribed in Article 6.3,

a. **Other Officers, Agents, and Employees** - The Corporation may have such other officers, agents, and employees as may be deemed necessary by the Board of Directors. Such other officers, agents, and employees shall be appointed in such manner, have such duties, and hold their offices for such terms as may be determined by the Board of Directors.

b. **Resignations** - Any Officer may resign at any time by giving written notice to the President. Any such resignation shall take effect at the time specified in the notice or, if no time is specified, upon receipt of the resignation notice by the President.

c. **Removal of Officers** - Any officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors present at any BOD meeting.

d. **Compensation** - The Board of Directors of the Corporation may at any time by resolution adopted by two thirds (2/3) of the total number of Directors, provide for the payment of compensation to the Club President, the Club Treasurer, the Club Secretary, or Club Database Manager for personal services rendered to the Club. The Board will assure that any compensation is reasonable and not excessive.

ARTICLE 6 FINANCIAL AND PROPERTY MANAGEMENT

6.1) Fiscal Year - The fiscal year of the Club shall begin on the first Monday of October of each year.

6.2) Books, Records and Documents - The Board of Directors shall cause to be kept with either the Club President, the Club Treasurer, or the Club Secretary, the original or copies of:

(2.a) Records of all proceedings of the Board of Directors AND General Membership Meetings.

(2.b) Such other records as shall be necessary to conduct Club business.

(2.c) All financial statements of the Club; and

(2.d) Articles of Incorporation and Bylaws of the Corporation.

6.3) Accounting System and Audit - The Board of Directors shall establish and maintain an appropriate accounting system for the Corporation. The Board of Directors shall cause the financial records and statements of the Club to be audited within 30 days of the close of each fiscal year and at such other time, as it may deem appropriate. The Club President shall gather and compile all the

necessary and required information to complete the Annual Audit, as defined in "FIFTYPLUSCLUB Procedures." Such Audit will be completed by October 31st of each new Fiscal Year.

6.4) Checks - The Club Treasurer or the Club President shall sign all checks, drafts and other orders for the payment of money issued in the name of the Club.

6.5) Deposits - All funds of the Club shall be deposited in a timely manner to the credit of the Club at the bank that the Club holds its accounts.

ARTICLE 7 AMENDMENTS

7.1) Action by Board of Directors - The Board of Directors may submit for modification any of the Articles of Incorporation or Bylaws. In order to be approved, the submitted modification must be voted upon and accepted with affirmative votes by:

A quorum of the Board of Directors, and

The majority of Class Representatives present at a General Class Representative meeting.

These actions shall be certified by resolution of the Board of Directors of the FIFTYPLUSCLUB.