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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 *FiftyPlus* Club (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.

2.2) Primary Purposes – The *FiftyPlus* Club 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 automatically be designated as an Active Member of the *FiftyPlus* Club at the beginning of the fiscal year during which the Class will celebrate its fiftieth (50th) graduation anniversary.

3.2) Active Members – Every member who attends at least one Annual Reunion event in the past five (5) years will be designated as an Active Member in the *FiftyPlus* Club database.

3.3) Inactive Members – Any member who has not attended at least one Annual Reunion event in the past five (5) years will be designated as an Inactive Member in the *FiftyPlus* Club database. Inactive Members have all of the rights and privileges of Active Members. As a rule, Inactive Members will not be mailed the Annual Reunion Invitation.

3.4) Annual Reunion – An Annual Reunion of all interested members will be held during the month of September. This is normally scheduled on the first Saturday after Labor Day. At the reunion, the Class celebrating its fiftieth (50th) graduation anniversary shall be designated the Guest Class (GC). The preceding years Guest Class shall be designated the Host Class (HC). The Guest Class and Host Class have Duties and Responsibilities delineated 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 Club. The Club President and the Host Class Chair Person will be responsible to lead and develop the agendas for these meetings. For all matters requiring approvals, each class shall be entitled to two (2) Representative votes. Simple majority of voters is required for resolution approval.

3.8) Class Representative Secretary - The Host Class Committee shall provide the Club with a Secretary to serve a term of one (1) year. The Class Representative Secretary position will revolve with each new Host Class. Duties of the Class Representative Secretary will be to record proceedings at all Class Representative Meetings, maintain the Meeting Minutes Log Book, which shall pass from class to class, maintain an attendance roster for each meeting and shall perform such other duties as may from time to time be prescribed by the President or (HC) Chairperson.

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

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 and Treasurer/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/Secretary** and the **Database Manager**. The initial terms of these three BOD members shall be four (4) years with the incumbent eligible for reelection without limit. The BOD shall also include the Host Class Representative. This BOD position will be for one year and will rotate with each new Host Class. The BOD shall also include the Guest Class Representative. This BOD position will be for one year and will rotate with each new Guest Class. The BOD shall also include two (2) members elected at large by the Club membership as exercised by the Club Class Representatives. The term of these two elected BOD members shall be one year with the incumbent eligible for reelection without limit.

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.

- (a) The (HC) Representative serves a one (1) year term as a member of the Board of Directors.
- (b) The (HC) Representative will work with the Club President to plan and conduct all Class Representative Meetings.
- (c) The (HC) Representative will designate someone to be the Master of Ceremonies at the Annual Club Reunion.
- (d) The (HC) Representative will work with the Club President to plan and facilitate the Annual Club Reunion.
- (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 *FiftyPlus* Club. 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 a 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 a majority of the Directors shall preside. The Treasurer/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 a 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 or to the Treasurer/Secretary 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.

ARTICLE 5 OFFICERS

5.1) Number of Officers - The officers of the Corporation shall be a President, Treasurer/Secretary, and 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 a 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 four (4) years. The incumbent is eligible for reelection of additional one-year terms without limit.

The President:

- (a) shall be the Chief Executive Officer (CEO) of the Club,
- (b) shall serve as a member and Chairman of the Board of Directors and give proper notice of all meetings,
- (c) shall see that all orders and resolutions of the Board of Directors are put into effect,
- (d) with the Club Treasurer/Secretary orchestrate the election of directors and officers,
- (e) shall at all times keep on file, up to date and complete, copies of the Articles of Incorporation and Bylaws,
- (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 / Secretary - Election of the Club Treasurer/Secretary requires nomination from the membership at large, approval from a 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 four (4) years. The incumbent is eligible for reelection of additional one-year terms without limit.

The Treasurer/Secretary:

- (a) shall serve as a member of the Board of Directors,
- (b) shall act as Secretary for the Board of Directors and keep accurate minutes of all meetings,
- (c) shall maintain the corporate record book, and with the President orchestrate the election of directors and officers,
- (d) shall keep accurate accounts of all monies of the Club received or disbursed,

- (e) 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,
- (f) shall disburse the funds of the Club as approved by the President, making proper vouchers therefore,
- (g) 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,
- (h) shall initiate an annual audit of Club financial records as prescribed in Article 6.3,
- (i) shall perform all duties usually incident to the office of the Treasurer/Secretary. Specific Duties and Responsibilities of the Treasurer/Secretary are delineated under separate documentation.

5.4) 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.

5.5) Resignations - Any Officer may resign at any time by giving written notice to the President, the Treasurer/Secretary, or one of the other Board of Directors. 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, Treasurer/Secretary or other Board of Director of the Club.

5.6) 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.

5.7) 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, Club Treasurer/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 end 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 or Club Treasurer/Secretary originals or copies of:

- (a) Records of all proceedings of the Board of Directors.
- (b) Such other records as shall be necessary to conduct Club business.
- (c) All financial statements of the Club; and
- (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 books 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 may retain such person(s) or firm for such purposes, as it may deem appropriate.

6.4) Checks - The Club Treasurer/Secretary 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) A quorum of the Board of Directors, and
- (b) A majority of Class Representatives present at a Class Representative meeting.

These actions shall be certified by resolution of the Board of Directors of the Fifty*Plus* Club.